

**DRAFT RED HERRING PROSPECTUS**

Dated: June 27, 2025

(This Draft Red Herring Prospectus will be updated upon filing with the RoC)

(Please read Section 32 of the Companies Act, 2013)

100% Book Built Offer

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

**SILLVERTON INDUSTRIES LIMITED**

(Formerly known as Sillverton Industries Private Limited and Silverton Pulp and Papers Private Limited)

CORPORATE IDENTITY NUMBER: U21093UP1995PLC018048

REGISTERED AND CORPORATE OFFICE			CONTACT PERSON	TELEPHONE AND EMAIL	WEBSITE
9 th KM, Bhopa Road, Muzaffarnagar-251001, Uttar Pradesh, India.			Ravikant (Company Secretary and Compliance Officer)	Tel: +91-8941094000 Email: cs@sillvertonindustries.com	www.sillvertonindustries.com
PROMOTERS OF OUR COMPANY: AKSHAY JAIN, RAJEEV JAIN, RAJESH JAIN, MONICA JAIN AND SANJEEV JAIN					
DETAILS OF THE OFFER TO THE PUBLIC					
Type	Fresh Issue Size	Offer for Sale Size	Total Offer Size	Eligibility and Share Reservation among QIBs, NIIs and RIIs	
Fresh Issue and Offer for Sale	Fresh issue of up to [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹ 3,000.00 million	Up to 32,200,000 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	Up to [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (“ SCRR ”) read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (“ SEBI ICDR Regulations ”) and in compliance with Regulation 6(1) of the SEBI ICDR Regulations. For further details, see “ <i>Other Regulatory and Statutory Disclosures – Eligibility for the Offer</i> ” on page 378. For details in relation to share reservation among QIBs, NIIs, RIIs, see “ <i>Offer Structure</i> ” on page 395.	
DETAILS OF THE SELLING SHAREHOLDERS, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE					
NAME OF THE SELLING SHAREHOLDERS		TYPE	NUMBER OF EQUITY SHARES OFFERED (UP TO)/AMOUNT (₹ IN MILLION)		WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹) ⁽¹⁾
Rajeev Jain		Promoter Selling Shareholder	Up to 1,500,000 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million		0.40
Monica Jain		Promoter Selling Shareholder	Up to 6,037,500 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million		0.76
Akshay Jain HUF		Promoter Group Selling Shareholder	Up to 4,025,000 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million		1.27
Arun Jain (HUF)		Promoter Group Selling Shareholder	Up to 4,025,000 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million		1.30
Neena Jain		Promoter Group Selling Shareholder	Up to 1,500,000 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million		0.26
Rajeev Jain (HUF)		Promoter Group Selling Shareholder	Up to 4,192,000 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million		1.31
Samyak Jain		Promoter Group Selling Shareholder	Up to 858,000 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million		1.42
Ramesh Chand Jain (HUF)		Promoter Group Selling Shareholder	Up to 8,050,000 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million		1.26
Sanjeev Jain HUF		Promoter Group Selling Shareholder	Up to 2,012,500 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million		1.31
⁽¹⁾ As certified by Agarwal Ajay & Associates, Chartered Accountants, our Statutory Auditors, by way of their certificate dated June 27, 2025.					

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 5 each. The Floor Price, the Cap Price and the Offer Price (as determined by our Company, in consultation with the Book Running Lead Manager), on the basis of the assessment of market demand for the Equity Shares by way of the book building process, as stated in “Basis for Offer Price” on page 139, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 38.

ISSUER’S AND SELLING SHAREHOLDERS ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. The Selling Shareholders, severally and not jointly, accept responsibility for and confirms the statements specifically made or confirmed by them in this Draft Red Herring Prospectus solely to the extent of information specifically pertaining to themselves and their respective portion of Equity Shares offered by them in the Offer for Sale and assume responsibility that such statements are true and correct in all material respects and are not misleading in any material respect. The Selling Shareholders, severally and not jointly, assume no responsibility for any other statements, including, inter alia, any and all of the statements made by or relating to our Company or its business in this Draft Red Herring Prospectus or any other Selling Shareholder.

LISTING

The Equity Shares, once offered through the Red Herring Prospectus, are proposed to be listed on National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE” and together with NSE, the “Stock Exchanges”). For the purposes of the Offer, [●] is the Designated Stock Exchange. A copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013.

BOOK RUNNING LEAD MANAGER

NAME OF BRLM AND LOGO	Contact Person	EMAIL AND TELEPHONE
 Pantomath Capital Advisors Private Limited	Ashish Baid / Ritu Agarwal	E-mail: sillverton.ipo@pantomathgroup.co m Tel.: 1800 889 8711

REGISTRAR TO THE OFFER

NAME OF THE REGISTRAR	CONTACT PERSON	EMAIL AND TELEPHONE
 Bigshare Services Private Limited	Jibu John	E-mail: ipo@bigshareonline.com Tel.: +91 22 6263 8200

BID/OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE	[●]*	BID/OFFER OPENS ON	[●]*	BID/OFFER CLOSES ON [#]	[●]**

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

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

[#] UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.

**DRAFT RED HERRING PROSPECTUS**

Dated: June 27, 2025

(This Draft Red Herring Prospectus will be updated upon filing with the RoC)

(Please read Section 32 of the Companies Act, 2013)

100% Book Built Offer

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

**SILLVERTON INDUSTRIES LIMITED***(Formerly known as Sillverton Industries Private Limited and Sillverton Pulp and Papers Private Limited)*

Our Company was originally incorporated as ‘*Sillverton Pulp & Papers Limited*’, as a public limited company under the Companies Act, 1956, pursuant a certificate of incorporation dated May 15, 1995 issued by the RoC. Pursuant to a resolution passed by our Board of Directors at its meeting held on March 6, 2025 and a special resolution passed by our Shareholders at the EGM held on March 28, 2025, the name of our Company was changed to ‘*Sillverton Industries Private Limited*’, and a fresh certificate of incorporation dated April 22, 2025, was issued by the RoC. Subsequently, our Company was converted from a private limited company to a public company, pursuant to a resolution passed by the Board of Directors at its meeting held on April 22, 2025 and a special resolution passed by our Shareholders at the EGM held on April 22, 2025, consequent to which, the name of Company was changed to ‘*Sillverton Industries Limited*’ and a fresh certificate of incorporation dated May 8, 2025 was issued by the Registrar of Companies, Central Processing Centre. For details in relation to changes in the name of our Company and registered office of our Company since incorporation till date, see “*History and Certain Corporate Matters*” on page 242.

Corporate Identity Number: U21093UP1995PLC018048**Registered and Corporate Office:**9th KM, Bhopa Road, Muzaffarnagar-251001, Uttar Pradesh, India.**Tel:** +91-8941094000 **Contact Person:** Ravikant, Company Secretary and Compliance Officer;**E-mail:** cs@sillvertonindustries.com **Website:** www.sillvertonindustries.com**OUR PROMOTERS: AKSHAY JAIN, RAJEEV JAIN, RAJESH JAIN, MONICA JAIN AND SANJEEV JAIN**

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH (“EQUITY SHARES”) OF SILLVERTON INDUSTRIES LIMITED (FORMERLY KNOWN AS SILLVERTON INDUSTRIES PRIVATE LIMITED AND SILVERTON PULP AND PAPERS PRIVATE LIMITED) (“COMPANY” OR “ISSUER”) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) (“OFFER PRICE”) AGGREGATING UP TO [●] MILLION COMPRISING OF A FRESH ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH AGGREGATING UP TO ₹ 3,000.00 MILLION (“FRESH ISSUE”) AND AN OFFER FOR SALE OF UP TO 32,200,000 EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH AGGREGATING UP TO ₹ [●] MILLION COMPRISING AN OFFER OF UP TO 1,500,000 EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH AGGREGATING UP TO ₹ [●] MILLION BY RAJEEV JAIN AND UP TO 6,037,500 EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH AGGREGATING UP TO ₹ [●] MILLION BY MONICA JAIN (TOGETHER THE “PROMOTER SELLING SHAREHOLDERS”), UP TO 4,025,000 EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH AGGREGATING UP TO ₹ [●] MILLION BY AKSHAY JAIN HUF, UP TO 4,025,000 EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH AGGREGATING UP TO ₹ [●] MILLION BY ARUN JAIN (HUF), UP TO 1,500,000 EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH AGGREGATING UP TO ₹ [●] MILLION BY NEENA JAIN, UP TO 4,192,000 EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH AGGREGATING UP TO ₹ [●] MILLION BY RAJEEV JAIN (HUF), UP TO 858,000 EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH AGGREGATING UP TO ₹ [●] MILLION BY SAMYAK JAIN, UP TO 8,050,000 EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH AGGREGATING UP TO ₹ [●] MILLION BY RAMESH CHAND JAIN (HUF) AND UP TO 2,012,500 EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH AGGREGATING UP TO ₹ [●] MILLION BY SANJEEV JAIN HUF (TOGETHER THE “PROMOTER GROUP SELLING SHAREHOLDERS”) ALONG WITH THE PROMOTER SELLING SHAREHOLDERS IS COLLECTIVELY REFERRED TO AS THE “SELLING SHAREHOLDERS”) (“OFFER FOR SALE” AND TOGETHER WITH THE FRESH ISSUE, THE “OFFER”). THE OFFER SHALL CONSTITUTE [●]% OF THE POST-OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 5 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT, WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN ALL EDITIONS OF [●], AN ENGLISH NATIONAL DAILY NEWSPAPER, AND ALL EDITIONS OF [●], A HINDI NATIONAL DAILY NEWSPAPER, HINDI ALSO BEING THE REGIONAL LANGUAGE OF UTTAR PRADESH, WHERE THE REGISTERED AND CORPORATE OFFICE IS LOCATED, EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SUCH ADVERTISEMENT SHALL BE MADE AVAILABLE TO BSE AND NSE (“BSE” AND TOGETHER WITH NSE, “THE STOCK EXCHANGES”) FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE “SEBI ICDR REGULATIONS”)

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

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (“**SCRR**”) read with Regulation 31 and Regulation 32(1) of the SEBI ICDR Regulations and in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be allocated on a proportionate basis to Qualified Institutional Buyers (“**QIBs**”) and such portion, the “**QIB Portion**”), provided that our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (“**Anchor Investor Portion**”), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors (the “**Anchor Investor Allocation Price**”). In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, subject to valid Bids being received at or above the Offer Price, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. One-third of the Non-Institutional Portion shall be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹ 0.20 million and up to ₹ 1.00 million and two-thirds of the Non-Institutional Portion shall be available for allocation to Non-Institutional Bidders with a Bid size of more

than ₹ 1.00 million provided that under-subscription in either of these two sub-categories of the Non-Institutional Portion may be allocated to Non-Institutional Bidders in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders (except Anchor Investors) are mandatorily required to participate in the Offer through the Application Supported by Blocked Amount (“ASBA”) process by providing details of their respective ASBA accounts and UPI ID in case of UPI Bidders, as applicable, pursuant to which their corresponding Bid Amount will be blocked by the Self Certified Syndicate Banks (“SCSBs”) or by the Sponsor Bank(s) under the UPI Mechanism, as the case may be, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see “Offer Procedure” on page 399.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 5. The Floor Price, Cap Price and Offer Price as determined and justified by our Company, in consultation with the Book Running Lead Manager, in accordance with the SEBI ICDR Regulations, as stated under “Basis for Offer Price” on page 139 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” beginning on page 38.

ISSUER’S AND SELLING SHAREHOLDERS ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. The Selling Shareholders, severally and not jointly, accept responsibility for and confirm the statements specifically made or confirmed by each of them in this Draft Red Herring Prospectus solely to the extent of information specifically pertaining to themselves and the respective portions of the Equity Shares offered by them in the Offer for Sale and assume responsibility that such statements are true and correct in all material respects and are not misleading in any material respect. The Selling Shareholders, severally and not jointly, assume no responsibility for any other statements, including, inter alia, any and all of the statements made by or relating to our Company or its business in this Draft Red Herring Prospectus or any other Selling Shareholder.

LISTING

The Equity Shares to be Allotted through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received ‘in-principle’ approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/ Offer Closing Date, see “Material Contracts and Documents for Inspection” on page 439.

BOOK RUNNING LEAD MANAGER



Pantomath Capital Advisors Private Limited

Pantomath Capital Advisors Private Limited
Pantomath Nucleus House
Saki Vihar Road, Andheri East
Mumbai – 400072
Maharashtra, India
Tel: 180 088 98711
E-mail: sillverton.ipo@pantomathgroup.com
Investor Grievance E-mail: investors@pantomathgroup.com
Website: www.pantomathgroup.com
Contact person: Ashish Baid / Ritu Agarwal
SEBI Registration No.: INM000012110

REGISTRAR TO THE OFFER



Bigshare Services Private Limited

Bigshare Services Private Limited
S6-2, 6th Floor, Pinnacle Business Park
Mahakali Caves Road, next to Ahura Centre
Andheri East, Mumbai - 400 093
Maharashtra, India
Tel: +91 22 6263 8200
E-mail: ipo@bigshareonline.com
Investor grievance e-mail: investor@bigshareonline.com
Contact person: Jibu John
Website: https://www.bigshareonline.com
SEBI registration number: INR000001385

BID/ OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE	[●]*	BID/ OFFER OPENS ON	[●]*	BID/ OFFER CLOSES ON#	[●]**

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

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

UPI mandate end time and date shall be at 5:00 pm on the Bid/ Offer Closing Date.

TABLE OF CONTENTS

SECTION I – GENERAL	6
DEFINITIONS AND ABBREVIATIONS	6
CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION	22
FORWARD-LOOKING STATEMENTS	25
SUMMARY OF THE OFFER DOCUMENT	27
SECTION II: RISK FACTORS	38
SECTION III: INTRODUCTION	71
THE OFFER	71
SUMMARY OF FINANCIAL INFORMATION	73
GENERAL INFORMATION	78
CAPITAL STRUCTURE	86
OBJECTS OF THE OFFER	123
BASIS FOR OFFER PRICE	139
STATEMENT OF SPECIAL TAX BENEFITS	149
SECTION IV: ABOUT OUR COMPANY	153
INDUSTRY OVERVIEW	153
OUR BUSINESS	209
KEY REGULATIONS AND POLICIES IN INDIA	234
HISTORY AND CERTAIN CORPORATE MATTERS	242
OUR MANAGEMENT	248
OUR PROMOTERS AND PROMOTER GROUP	265
OUR GROUP COMPANIES	272
DIVIDEND POLICY	275
SECTION V: FINANCIAL INFORMATION	276
RESTATEMENT OF FINANCIAL INFORMATION	276
OTHER FINANCIAL INFORMATION	336
CAPITALISATION STATEMENT	337
FINANCIAL INDEBTEDNESS	338
MANAGEMENT’S DISCUSSIONS AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION	341
SECTION VI: LEGAL AND OTHER INFORMATION	367
OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS	367
GOVERNMENT AND OTHER STATUTORY APPROVALS IN INDIA	372
OTHER REGULATORY AND STATUTORY DISCLOSURES	377
SECTION VII: OFFER INFORMATION	388
TERMS OF THE OFFER	388
OFFER STRUCTURE	395
OFFER PROCEDURE	399
RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES	420
SECTION VIII: DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION	422
SECTION IX: OTHER INFORMATION	439
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION	439
DECLARATION	442

SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below, and references to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rule guidelines or policy as amended from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meanings ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SEBI Listing Regulations, the SCRA, the SEBI Act, the Depositories Act or the rules and regulations made thereunder. Further, the Offer related terms used but not defined in this Draft Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document (as defined hereinafter). In case of any inconsistency between the definitions used in this Draft Red Herring Prospectus and the definitions included in the General Information Document, the definitions used in this Draft Red Herring Prospectus shall prevail.

Notwithstanding the foregoing, terms in “Description of Equity Shares and Terms of the Articles of Association”, “Statement of Special Tax Benefits”, “Industry Overview”, “Our Business”, “History and Certain Corporate Matters”, “Key Regulations and Policies in India”, “Objects of the Offer”, “Basis for the Offer Price” “Restriction on Foreign Ownership of Indian Securities”, “Restated Financial Information”, and “Outstanding Litigation and Material Developments” on pages 422, 149, 153, 209, 242, 234, 123, 139, 420, 276 and 367 respectively, will have the meaning ascribed to such terms in those respective sections.

General terms

Term	Description
Our Company/ the Company/ the Issuer	Silverton Industries Limited (Formerly known as Silverton Industries Private Limited and Silverton Pulp and Papers Private Limited), a public limited company incorporated under the Companies Act, 1956 and having its Registered Office at 9 th KM, Bhopa Road, Muzaffarnagar - 251001, Uttar Pradesh, India.
We/ us/ our	Unless the context otherwise indicates or implies, refers to our Company.

Company and Selling Shareholders Related Terms

Term	Description
AoA/Articles of Association or Articles	The articles of association of our Company, as amended.
Audit Committee	The audit committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, the SEBI Listing Regulations and as described in “Our Management – Board Committees – Audit Committee” on page 255.
Auditors/ Statutory Auditors	The current statutory auditors of our Company, being Agarwal Ajay & Associates, Chartered Accountants.
Board/ Board of Directors	The board of directors of our Company, as constituted from time to time. For further details, please see “Our Management – Board of Directors” on page 248.
Chairman and Managing Director	The chairman and managing director of our Company, namely Akshay Jain. For further details, please see “Our Management – Board of Directors” on page 248.
Chief Financial Officer	The chief financial officer of our Company, being Sanjeev Jain. For further details, please see “Our Management – Key Managerial Personnel and Senior Management” on page 262.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company, being Ravikant. For further details, please see “Our Management – Key Managerial Personnel and Senior Management” on page 262.
Corporate Social Responsibility Committee or CSR Committee	The corporate social responsibility committee of our Board, constituted in accordance with the applicable provisions of the Companies Act and as described in “Our Management – Board Committees –Corporate Social Responsibility Committee” on page 261.
Cost Assessment Report	Report titled “Cost Assessment Report” dated June 21, 2025, prepared and issued by

Term	Description
	Er. Kamal Chawla (Land & Building) & Er. Prateek Virmani (Plant & Machinery) in connection with the proposed capital expenditure to be undertaken by our Company and funded from the Net Proceeds and shall be available on the website of our Company at www.silvertonindustries.com till the Bid/Offer Closing Date.
CRISIL	CRISIL Intelligence, a division of CRISIL Limited.
CRISIL Report	The industry report titled “ <i>Assessment of Paper, Packaging & Packaged drinking water industry segments</i> ” dated June 27, 2025, prepared and issued by CRISIL, pursuant to an engagement letter dated March 13, 2025. The CRISIL Report has been commissioned and paid for by our Company, exclusively in connection with the Offer and shall be available on the website of our Company at www.silvertonindustries.com till the Bid/Offer Closing Date.
Director(s)	The director(s) on our Board as appointed from time to time.
Equity Shares	The equity shares of our Company of face value of ₹ 5 each, unless otherwise stated.
Group Companies	The group companies identified in accordance with SEBI ICDR Regulations, whereunder the term “group company” includes (i) companies with which there were related party transactions during the nine months period ended December 31, 2024 and the Fiscals 2024, 2023 and 2022, in accordance with Ind AS 24; and (ii) any other companies as considered material by our Board, in accordance with our Materiality Policy. For further details, see “ <i>Our Group Companies</i> ” on page 272.
Independent Director(s)	Non-executive and independent directors of our Company who are eligible to be appointed as independent directors under the provisions of the Companies Act and the SEBI Listing Regulations. For details of the Independent Directors, see “ <i>Our Management- Board of Directors</i> ” on page 248.
IPO committee	The IPO committee of our Board constituted to facilitate the process of the Offer, comprising our Directors, Akshay Jain, Rajeev Jain, Rajesh Jain and Pallavi Mittal.
KMP/ Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act and as further described in “ <i>Our Management - Key Managerial Personnel and Senior Management</i> ” on page 262.
Materiality Policy	The policy adopted by our Board on June 14, 2025, for identification of: (a) outstanding material litigation proceedings; (b) Group Companies; and (c) material creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in this Draft Red Herring Prospectus, the Red Herring Prospectus and Prospectus.
MoA/ Memorandum of Association	The memorandum of association of our Company, as amended.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, the SEBI Listing Regulations and as described in “ <i>Our Management – Committees of the Board – Nomination and Remuneration Committee</i> ” on page 258.
Promoters	The promoters of our Company in terms of Regulation 2(1) (oo) of the SEBI ICDR Regulations namely, Akshay Jain, Rajeev Jain, Rajesh Jain, Monica Jain and Sanjeev Jain. For further details, please see “ <i>Our Promoters and Promoter Group</i> ” on page 265.
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in “ <i>Our Promoters and Promoter Group</i> ” on page 265.
Promoter Selling Shareholders	Collectively, Rajeev Jain and Monica Jain
Promoter Group Selling Shareholders	Collectively, Akshay Jain HUF, Arun Jain (HUF), Neena Jain, Rajeev Jain (HUF), Samyak Jain, Ramesh Chand Jain (HUF) and Sanjeev Jain HUF
Preference Shares	Non-convertible, non-cumulative, non-participating, compulsorily redeemable preference shares of our Company of face value of ₹ 10 each.
Registered and Corporate Office/ Registered Office	The registered and corporate office of our Company situated at 9 th KM, Bhopa Road, Muzaffarnagar - 251001, Uttar Pradesh, India.
Registrar of Companies/RoC	The Registrar of Companies, Uttar Pradesh at Kanpur.

Term	Description
Restated Financial Information / Restated Financial Statements	The restated financial information of our Company as at and for the nine months period ended December 31, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, which comprises the restated statement of assets and liabilities as at December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the restated statement of profit and loss (including other comprehensive income), the restated statement of changes in equity, the restated statement of cash flow for the nine months period ended December 31, 2024 and Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 and the summary of significant accounting policies and other explanatory information prepared, in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, SEBI ICDR Regulations and the Guidance Note on “Reports in Company Prospectuses (Revised 2019)” issued by ICAI, as amended from time to time.
Senior Management/ Senior Management Personnel/ SMP	Senior management of our Company in terms of Regulation 2(1) (bbbb) of the SEBI ICDR Regulations and as further described in “ <i>Our Management-Key Managerial Personnel and Senior Management</i> ” on page 262.
Shareholders	The shareholders of our Company from time to time
Selling Shareholders	Collectively, the Promoter Selling Shareholders and Promoter Group Selling Shareholders, respectively
Stakeholders Relationship Committee	The Stakeholders’ Relationship Committee of our Board, constituted in accordance with the applicable provisions of the Companies Act and the SEBI Listing Regulations and as described in “ <i>Our Management – Board committees – Stakeholders’ Relationship Committee</i> ” on page 260.
Whole-Time Directors	The whole-time directors of our Company being Rajeev Jain and Rajesh Jain. For further details, please see “ <i>Our Management – Board of Directors</i> ” on page 248.

Offer related terms

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by the SEBI in this behalf.
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form.
Allot/ Allotment/ Allotted	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Equity Shares by the Selling Shareholders pursuant to the Offer for Sale to successful Bidders.
Allotment Advice	Note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee(s)	A successful Bidder(s) to whom the Equity Shares are Allotted.
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus who has Bid for an amount of at least ₹ 100.00 million.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors in terms of the Red Herring Prospectus and Prospectus, which will be decided by our Company, in consultation with the BRLM, on the Anchor Investor Bidding Date.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion, and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus.
Anchor Investor Bidding Date	The date, being one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the BRLM will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed.
Anchor Investor Offer Price	Final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company, in consultation

Term	Description
	with the BRLM.
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than one Working Day after the Bid/Offer Closing Date.
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company in consultation with the BRLM, to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorize an SCSB to block the Bid Amount in the ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism.
ASBA Account	A bank account maintained by an ASBA Bidder with a SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a UPI Bidder linked to a UPI ID, which will be blocked by the SCSB upon acceptance of the UPI Mandate Request in relation to a Bid by a UPI Bidder Bidding through the UPI Mechanism.
ASBA Bid	A Bid made by an ASBA Bidder.
ASBA Bidders	All Bidders except Anchor Investors.
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Banker(s) to the Offer	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Sponsor Bank(s) and Public Offer Account Bank(s) and the Sponsor Bank(s), as the case may be.
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer, as described in “Offer Procedure” on page 399.
Bid(s)	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or on the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations, in terms of the Red Herring Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder and, in the case of RIIs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIIs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidders, as the case maybe, upon submission of the Bid in the Offer, as applicable.
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●], a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Uttar Pradesh, where our Registered and Corporate Office is located. In case of any revisions, the extended Bid/Offer Closing Date shall also be notified on the websites and terminals of the members of the Syndicate, as required under the SEBI ICDR Regulations and communicated to the

Term	Description
	Designated Intermediaries and the Sponsor Bank. Our Company, in consultation with the BRLM, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Offer Closing Date shall be widely disseminated by notification to the Stock Exchanges, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank(s), which shall also be notified in an advertisement in same newspapers in which the Bid/Offer Opening Date was published, as required under the SEBI ICDR Regulations.
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids for the Offer, being [●], which shall be published in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●], a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Uttar Pradesh, where our Registered and Corporate Office is located.
Bid/ Offer Period	Except in relation to Bids by Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and in terms of the Red Herring Prospectus. Provided that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days.
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor.
Bidding Centers	Centers at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, Specified Locations for Syndicate, Broker Centers for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Book Building Process	Book building process, as provided in Part A, Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made.
Book Running Lead Manager/ BRLM/Manager	The book running lead manager to the Offer namely, Pantomath Capital Advisors Private Limited.
Broker Centers	Broker Centers of the Registered Brokers where ASBA Bidders can submit the ASBA Forms, provided that UPI Bidders may only submit ASBA Forms at such broker Centers if they are Bidding using the UPI Mechanism. The details of such broker Centers, along with the names and contact details of the Registered Brokers, are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com).
CAN/ Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on/after the Anchor Investor Bidding Date.
Cap Price	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted, including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price and shall be less than or equal to 120% of the Floor Price.
Cash Escrow and Sponsor Bank(s) Agreement	The agreement to be entered into amongst our Company, the Selling Shareholders, the Registrar to the Offer, the BRLM, the Syndicate Members and Banker(s) to the Offer for collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account(s) and where applicable remitting refunds, if any, to Bidders, on the terms and conditions thereof.
Client ID	Client identification number maintained with one of the Depositories in relation to the Bidder's beneficiary account.

Term	Description
Collecting Depository Participant/ CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, and the SEBI UPI Circulars, issued by SEBI and as per the list available on the websites of BSE and NSE, as updated from time to time.
Collecting Registrar and Share Transfer Agents/ CRTAs/ RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of, among others, SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Cut-off Price	Offer Price, finalised by our Company, in consultation with the BRLM, which shall be any price within the Price Band. Only Retail Individual Investors are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price.
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation and bank account details and UPI ID, where applicable.
Designated CDP Locations	Such locations of the CDPs where Bidders (other than Anchor Investors) can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com).
Designated Date	The date on which funds are transferred from the Escrow Account(s) and the amounts blocked are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account(s) or the Refund Account(s), as appropriate, in terms of the Red Herring Prospectus and the Prospectus, after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares may be Allotted to successful Bidders in the Offer.
Designated Intermediaries	Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to RIBs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Offer. In relation to ASBA Forms submitted by RIBs Bidding in the Retail Portion by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidder using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the CRTAs where Bidders (other than Anchor Investors) can submit the ASBA Forms to CRTAs. The details of such Designated CRTA Locations, along with names and contact details of the CRTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	[•]
Draft Red Herring Prospectus/ DRHP	This draft red herring prospectus dated June 27, 2025 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at

Term	Description
	which the Equity Shares will be Allotted and the size of the Offer including any addenda or corrigenda thereto.
Eligible FPI(s)	FPI(s) that are eligible to participate in the Offer in terms of applicable law and from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to subscribe or purchase the Equity Shares.
Eligible NRI(s)	A non-resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Red Herring Prospectus and the Bid Cum Application Form constitutes an invitation to subscribe or purchase for the Equity Shares.
Escrow Account(s)	Account(s) opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount when submitting a Bid.
Escrow Collection Bank(s)	The Bank(s) which are clearing members and registered with SEBI as bankers to an issue under the SEBI BTI Regulations and with whom the Escrow Account(s) will be opened, in this case being [●].
First Bidder or Sole Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
Fresh Issue	The fresh issue of up to [●] Equity Shares of face value of ₹ 5 each for cash at a price of ₹ [●] each (including a share premium of ₹ [●] each), aggregating up to ₹ 3,000.00 million. For information, see “The Offer” on page 71.
General Information Document or GID	The General Information Document for investing in public offers, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020, issued by SEBI, suitably modified and updated pursuant to, among others, the UPI Circulars and any subsequent circulars or notifications issued by SEBI from time to time.
Gross Proceeds	The gross proceeds of the Fresh Issue that will be available to our Company.
KPIs	The key performance indicators which have been used historically by our Company to understand and analyse our business performance, which in result, help us in analysing the growth of business in comparison to our peers. For further details please see “Basis for Offer Price” and “Our Business” sections beginning on pages 139 and 209, respectively.
ISIN	International Securities Identification Number of our Company being INE1C2101020.
Mobile App(s)	The mobile applications listed on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=4 or such other website as may be updated from time to time, which may be used by UPI Bidders to submit Bids using the UPI Mechanism.
Monitoring Agency	[●]
Monitoring Agency Agreement	The agreement dated [●] to be entered into between our Company and the Monitoring Agency.
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
Mutual Fund Portion	The portion of the Offer being 5% of the Net QIB Portion consisting of [●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price.

Term	Description
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors.
Net Proceeds	Proceeds of the Fresh Issue less our Company's share of the Offer expenses. For further details regarding the use of the Net Proceeds and the Offer related expenses, see " <i>Objects of the Offer</i> " beginning on page 123.
Non-Institutional Bidders/ Non-Institutional Investors/ NIIs	All Bidders that are not QIBs or Retail Individual Investors and who have Bid for Equity Shares for an amount more than ₹ 0.20 million (but not including NRIs other than Eligible NRIs).
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Offer, consisting of [●] Equity Shares, which shall be available for allocation to Non-Institutional Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price, out of which i) one third shall be reserved for Bidders with Bids exceeding ₹ 0.20 million up to ₹ 1.00 million; and ii) two-thirds shall be reserved for Bidders with Bids exceeding ₹ 1.00 million. Provided that the unsubscribed portion in either of the sub-categories specified in clauses (i) or (ii), may be allocated to Bidders in the other sub-category of Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price.
Non-Resident/NR	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs.
Offer	The initial public offering of up to [●] Equity Shares of face value of ₹ 5 each for cash at a price of ₹ [●] each (including a share premium of ₹ [●] each), aggregating up to ₹ [●] million by our Company comprising a Fresh Issue of [●] Equity Shares aggregating up to ₹ 3,000.00 million and an Offer for Sale of up to 32,200,000 Equity Shares of face value of ₹ 5 each aggregating to ₹[●] million by the Selling Shareholders.
Offer Agreement	The agreement dated June 27, 2025 amongst our Company, the Selling Shareholders and the BRLM, pursuant to which certain arrangements are agreed to in relation to the Offer.
Offer for Sale	The offer for sale component of the Offer of up to 32,200,000 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million by the Selling Shareholders.
Offer Price	₹ [●] per Equity Share, being the final price within the Price Band, at which Equity Shares of face value of ₹ 5 each will be Allotted to successful Bidders, other than Anchor Investors as determined in accordance with the Book Building Process and determined by our Company, in consultation with the Book Running Lead Manager, in terms of the Red Herring Prospectus on the Pricing Date. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus. The Offer Price will be decided by our Company, in consultation with the BRLM on the Pricing Date, in accordance with the Book Building Process and in terms of the Red Herring Prospectus.
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company. For further information about use of the Offer Proceeds, see " <i>Objects of the Offer</i> " on page 123.
Pantomath	Pantomath Capital Advisors Private Limited.
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price and shall be less than or equal to 120% of the Floor Price. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the BRLM, and will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●], a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Uttar Pradesh, where our Registered and Corporate Office is situated, at least two Working Days prior to the Bid/Offer Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.

Term	Description
Pricing Date	The date on which our Company, in consultation with the BRLM, will finalise the Offer Price.
Prospectus	The Prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto.
Public Offer Account(s)	Bank account(s) to be opened with the Public Offer Account Bank(s) under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account(s) and ASBA Accounts on the Designated Date.
Public Offer Account Bank(s)	The banks with which the Public Offer Account(s) is opened for collection of Bid Amounts from Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being [●].
QIB Category/ QIB Portion	The portion of the Offer (including the Anchor Investor Portion being not more than 50% of the Offer comprising not more than [●] Equity Shares, which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company, in consultation with the BRLM), subject to valid Bids being received at or above the Offer Price (or Anchor Investors)
Qualified Institutional Buyers/ QIBs/ QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Red Herring Prospectus/ RHP	The red herring prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer including any addenda or corrigenda thereto. The Bid/Offer Opening Date shall be at least three Working Days after the filing of Red Herring Prospectus with the RoC. The Red Herring Prospectus will become the Prospectus upon filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto.
Refund Account(s)	The account(s) opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investors shall be made.
Refund Bank(s)	The Banker(s) to the Offer which are a clearing member registered with SEBI under the SEBI BTI Regulations with whom the Refund Account(s) will be opened, in this case being [●].
Registered Brokers	Stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids in terms of SEBI circular number CIR/CFD/14/2012 dated October 4, 2012, and the UPI Circulars, issued by SEBI.
Registrar Agreement	The agreement dated June 27, 2025 between our Company, the Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.
Registrar to the Offer/ Registrar	Bigshare Services Private Limited
Retail Individual Bidders/ Retail Individual Investors(s)/ RII(s) / RIB(s)	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹ 0.20 million in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Retail Portion	The portion of the Offer being not less than 35% of the Offer consisting of [●] Equity Shares, which shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s). QIB Bidders and Non-Institutional Investors are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date.

Term	Description
SCORES	Securities and Exchange Board of India Complaints Redress System.
Self-Certified Syndicate Bank(s)/ SCSB(s)	(i) The banks registered with SEBI, offering services in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , as applicable, or such other website as updated from time to time, and (ii) The banks registered with SEBI, enabled for UPI Mechanism, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=4 or such other website as updated from time to time.
Share Escrow Agent	The share escrow agent to be appointed pursuant to the Share Escrow Agreement, namely, [●].
Share Escrow Agreement	The agreement to be entered into between our Company, the Selling Shareholders and the Share Escrow Agent in connection with the transfer of the respective portion of Equity Shares being offered by each Selling Shareholders in the Offer for Sale portion of the Offer and credit of such Equity Shares to the demat account of the Allottees in accordance with the Basis of Allotment.
Specified Locations	Bidding Centers where the Syndicate shall accept ASBA Forms from Bidders, a list of which will be included in the Bid cum Application Form.
Sponsor Bank(s)	The Bankers to the offer registered with SEBI, which have been appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the UPI Mandate Request and/or payment instructions of the UPI Bidders using the UPI and carry out other responsibilities, in terms of the UPI Circulars, in this case being [●].
Stock Exchanges	Collectively, BSE Limited and National Stock Exchange of India Limited.
Sub-syndicate Members	The sub syndicate members, if any, appointed by the BRLM and the Syndicate Members, to collect ASBA Forms and Revision Forms.
Syndicate Agreement	The agreement to be entered into amongst our Company, the Selling Shareholders, the BRLM, the Syndicate Members and the Registrar, in relation to collection of Bids by the Syndicate.
Syndicate Members	Intermediaries (other than the BRLM) registered with SEBI who are permitted to carry out activities in relation to collection of Bids and as underwriters, namely, [●].
Syndicate/ members of the Syndicate	Together, the BRLM and the Syndicate Members.
Systemically Important Non-Banking Financial Company/ NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Underwriters	[●]
Underwriting Agreement	The agreement dated [●] entered among the Underwriters, the Selling Shareholders and our Company to be entered into on or after the Pricing Date, but prior to filing of the Prospectus with RoC.
UPI	Unified Payments Interface, which is an instant payment mechanism, developed by NPCI.
UPI Bidder(s)	Collectively, individual investors applying as Retail Individual Investors in the Retail Portion, and individuals applying as Non-Institutional Investors with a Bid Amount of up to ₹ 0.50 million in the Non-Institutional Portion and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Collecting Registrar and Share Transfer Agents. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in public issues where the application amount is up to ₹ 0.50 million shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the

Term	Description
	website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
UPI Circulars	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 (to the extent such circular is not rescinded by the SEBI RTA Master Circular, as applicable to RTA), SEBI RTA Master Circular (to the extent that it pertains to the UPI Mechanism), SEBI ICDR Master Circular, along with the circulars issued by the Stock Exchanges in this regard, including the circular issued by the NSE having reference no. 25/2022 dated August 3, 2022, and the circular issued by BSE having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the UPI Bidders, by way of a notification on the UPI linked mobile application as disclosed by SCSBs on the website of SEBI and by way of an SMS directing the UPI Bidders to such UPI linked mobile application) to the UPI Bidders using the UPI Mechanism initiated by the Sponsor Banks to authorize blocking of funds equivalent to the Bid Amount in the relevant ASBA Account through the UPI linked mobile application, and the subsequent debit of funds in case of Allotment. In accordance with the applicable UPI Circulars, UPI Bidders, Bidding may apply through the SCSBs and mobile applications, whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time
UPI Mechanism	The Bidding mechanism that may be used by UPI Bidders to make Bids in the Offer in accordance with UPI Circulars.
UPI PIN	Password to authenticate UPI transaction.
Wilful Defaulter or Fraudulent Borrower	Wilful defaulter or a fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Working Day(s)	All days on which commercial banks in Mumbai, Maharashtra, India are open for business, provided however, for the purpose of announcement of the Price Band and the Bid/Offer Period, “Working Day” shall mean all days, excluding all Saturdays, Sundays and public holidays on which commercial banks in Mumbai, India are open for business and the time period between the Bid/Offer Closing Date and listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of the Stock Exchanges excluding Sundays and bank holidays in India in accordance with circulars issued by SEBI, including UPI Circulars.

Conventional and general terms and abbreviations

Term	Description
A/c	Account.
AGM	Annual General Meeting.
AIF	Alternate Investment Fund.
AY	Assessment Year.
BSE	BSE Limited.
CAGR	Compounded Annual Growth Rate.
Category I AIF	AIFs registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations.
Category I FPIs	FPIs registered as “Category I Foreign Portfolio Investors” under the SEBI FPI

Term	Description
	Regulations.
Category II AIF	AIF AIFs registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations.
Category II FPIs	FPIs registered as “Category II Foreign Portfolio Investors” under the SEBI FPI Regulations.
Category III AIF	AIFs registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations.
Calendar Year or year	Unless the context otherwise requires, shall refer to the twelve-month period ending December 31.
CDSL	Central Depository Services (India) Limited.
CGST	Central Goods and Services Tax.
CIN	Corporate Identity Number.
Copyright Act	Copyright Act, 1957.
Companies Act, 1956	Companies Act, 1956, and the rules, regulations, notifications, modifications and clarifications made thereunder, as the context requires.
Companies Act, 2013/ Companies Act	Companies Act, 2013 and the rules, regulations, notifications, modifications and clarifications thereunder.
Consolidated FDI Policy	The FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any amendments or substitutions thereof, issued from time to time.
COVID-19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020, and a pandemic on March 11, 2020.
CSR	Corporate Social Responsibility.
Demat	Dematerialised.
Depositories Act	Depositories Act, 1996 read with the rules and regulations thereunder.
Depository or Depositories	NSDL and CDSL.
DIN	Director Identification Number.
DP ID	Depository Participant’s Identification Number.
DP/ Depository Participant	A depository participant as defined under the Depositories Act.
DPIIT	The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India.
EGM	Extra-ordinary General Meeting.
EPCG	Export Promotion Capital Goods
EPS	Earnings Per Share.
Er.	Engineer.
ESOP	Employee Stock Option Plan.
FCNR Account	Foreign Currency Non Resident Account.
FDI	Foreign Direct Investment.
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder.
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended.
Financial Year, Fiscal, FY/ F.Y.	Period of twelve months ending on March 31 of that particular year, unless stated otherwise.
FI	Financial institutions.
FPI(s)	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations.
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI.
GAAP	Generally Accepted Accounting Principles.
GIR Number	General Index Registry number.

Term	Description
GoI / Central Government	Government of India.
GST	Goods and Services Tax.
GSTIN	Goods and Services Tax Identification Number.
HUF	Hindu Undivided Family.
ICAI	The Institute of Chartered Accountants of India.
IFRS	International Financial Reporting Standards.
Ind AS	Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015.
India	Republic of India.
Indian GAAP	Generally Accepted Accounting Principles in India, being, accounting principles generally accepted in India including the accounting standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended.
IGST	Integrated GST.
IPO	Initial Public Offer.
IT	Information Technology.
IRDAI	Insurance Regulatory and Development Authority of India.
IT Act	The Information Technology Act, 2000.
I.T. Act	The Income Tax Act, 1961.
KPI	Key Performance Indicators.
MCA	Ministry of Corporate Affairs, Government of India.
MCLR	Marginal cost of fund-based lending rate.
MSME	Micro, Small and Medium Enterprises.
MT	Metric Ton.
MTPA	Metric Tonnes per annum.
N.A. or NA	Not applicable.
NACH	National Automated Clearing House.
NAV	Net asset value.
NBFC	Non-Banking Finance Company.
NEFT	National electronic fund transfer.
Non-Resident	A person resident outside India, as defined under FEMA.
NPCI	National Payments Corporation of India.
NRE Account	Non-resident external account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016.
NRI/ Non-Resident Indian	A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955.
NRO Account	Non-resident ordinary account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016.
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited.
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003, and immediately before such date had taken benefits under the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Offer.
P/E Ratio	Price/earnings ratio.
PAN	Permanent account number allotted under the I.T. Act.

Term	Description
PLR	Prime Lending Rate
Provident Fund	Provident Fund for employees managed by the Employee's Provident Fund Organisation in India.
R&D	Research and development.
RBI	Reserve Bank of India.
Regulation S	Regulation S under the U.S. Securities Act.
RONW	Return on net worth.
Rs. / Rupees/ ₹ / INR	Indian Rupees.
RTGS	Real time gross settlement.
SCRA	Securities Contracts (Regulation) Act, 1956.
SCRR	Securities Contracts (Regulation) Rules, 1957.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act.
SEBI Act	Securities and Exchange Board of India Act, 1992.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994.
SEBI Depository Regulations	Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
SEBI ICDR Master Circular	SEBI master circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992.
SEBI Mutual Funds Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
SEBI RTA Master Circular	SEBI master circular bearing number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to SEBI AIF Regulations.
SGST	State Goods and Services Tax.
State Government	Government of a state of India.
STT	Securities Transaction Tax.
UAE	United Arab Emirates
U. S. Securities Act	United States Securities Act of 1933, as amended.
US GAAP	Generally Accepted Accounting Principles in the United States of America.
USA/ U.S. / US	The United States of America.
USD / U.S.\$	United States Dollars.
TAN	Tax deduction account number
VCFs	Venture capital funds as defined in, and registered with SEBI under, the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be.

Term	Description
WACA	Weighted Average Cost of Acquisition.

Technical and Industry Related Terms or Abbreviations

Term	Description
AKD	Alkyl Ketene Dimer.
ASM	Additional Surveillance Measure.
Capex	Capital Expenditure.
CBG	Compressed Bio Gas
Debt / Equity	Debt to Equity Ratio is used to measure the financial leverage of our company and provides comparison benchmark against peers.
DCS	Distributed Control Systems.
Inventory Days	Inventory days provides number of days a business holds its inventory before selling it.
EBITDA	EBITDA provides information regarding the operational efficiency of our business.
EBITDA Margin	EBITDA Margin is an indicator of the operational profitability and financial performance of our business and assists in tracking the margin profile of our business.
EBITDA CAGR (FY 2022 to FY 2024)	EBITDA CAGR measures the average annual growth rate of a company's EBITDA over a specific period.
EPS (Basic & Diluted)	EPS provides information on per share profitability of our company which helps us in taking key corporate finance decisions.
EPR	Extended Producer Responsibility.
ESG	Environmental, Social and Governance.
FBB	Folding Box Board.
FMCG	Fast-Moving Consumer Goods.
FSC	Forest Stewardship Council.
GSM	Grams per Square Meter.
Manufacturing Facility	The manufacturing facility of our Company located at 9th KM, Bhopa Road, Muzaffarnagar-251001, Uttar Pradesh, India.
MAT	Minimum Alternate Tax.
MPCE	Monthly Per Capita Consumption Expenditure.
M/s	Messrs (a prefix used for companies).
MW	Megawatt.
MW AC	Megawatt Alternating Current.
MW DC	Megawatt Direct Current.
Net worth	Net worth is used to track the book value and overall value of shareholder's equity.
Profit After Tax for the Year	PAT represents the profit / loss that our company makes for the Fiscal / period. It provides information regarding the overall profitability of our business.
PAT Margin	PAT Margin is an indicator of the overall profitability and financial performance of the business.
PAT CAGR (FY 2022 to FY 2024)	PAT CAGR measures the average annual growth rate of a company's PAT over a specific period.
Paper Manufacturing Capacity (TPA)	Paper manufacturing capacity denotes the annual production potential of a manufacturing operation.
PAC - liquid	Poly Aluminium Chloride– liquid form.
PCC	Precipitated Calcium Carbonate.
QC	Quality Control.
QCS	Quality Control System.
QSR	Quick Service Restaurants.

Term	Description
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our company and size of our business.
Return on Equity (ROE)	ROE provides how efficiently our company generates profits from shareholder's funds.
Return on Capital employed (ROCE)	ROCE provides how efficiently our company generates earnings from the capital employed in the business.
Revenue CAGR (FY 2022 to FY 2024)	Revenue CAGR measures the average annual growth rate of a company's revenue over a specific period.
₹	Indian Rupee.
SOPs	Standard Operating Procedures.
THC	Terminal Handling Charges.
Total Borrowings	Total Borrowings is used by us to track our leverage position on time to time basis.

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

Certain Conventions

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

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

Financial Data

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

Unless indicated otherwise or the context requires otherwise, the financial information and financial ratios in this Draft Red Herring Prospectus have been derived from the Restated Financial Information. For further information, see “*Restated Financial Information*” on page 276.

The Restated Financial Information comprises the restated statement of assets and liabilities as at and for the nine months period ended December 31, 2024 and the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022; the restated statement of profit and loss (including other comprehensive income); the restated statement of changes in equity; the restated statement of cash flow for the nine months period ended December 31, 2024 and Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, and the summary of significant accounting policies and other explanatory information prepared, in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, SEBI ICDR Regulations and the Guidance Note on “Reports in Company Prospectuses (Revised 2019)” issued by ICAI, as amended from time to time and included in “*Restated Financial Information*” on page 276. The Restated Financial Information has been compiled from (i) audited interim special purpose Ind AS financial statements of our Company as at and for the nine months period ended December 31, 2024 prepared in accordance with the recognition and measurement principles under Indian Accounting Standard 34 “Interim Financial Reporting” (referred to as “**Ind AS**”) as prescribed under Section 133 of the Companies Act as amended and other read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India and presentation requirements of Division II of Schedule III to the Companies Act, 2013; (ii) audited special purpose Ind AS financial statements of our Company as at and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with Ind AS as prescribed under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India.

There are significant differences between Ind AS, Indian GAAP, US GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or US GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company’s financial data. For details in connection with risks involving differences between Ind AS, U.S. GAAP and IFRS, see “*Risk Factors– 49. Significant differences exist between Ind AS and other accounting principles, such as US GAAP and International Financial Reporting Standards (“IFRS”), which may affect investor’s assessment of our financial condition.*” on page 63. The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, the Companies Act, 2013 and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, discrepancies in any table between the sums of the amounts listed in the table and totals are due to rounding off.

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

Any percentage amounts, as set forth in “Risk Factors”, “Our Business” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” on pages 38, 209 and 341, respectively, and elsewhere in this Draft Red Herring Prospectus, unless otherwise stated or context requires otherwise, have been derived from Restated Financial Information or non-GAAP financial measures as described below.

Non-Generally Accepted Accounting Principles Financial Measures (“Non-GAAP Measures”)

Certain measures included in this Draft Red Herring Prospectus, for instance Net Asset Value per Equity Share, EBITDA, EBITDA Margin, Profit After Tax, PAT Margin, Return on Capital Employed, Debt to Equity Ratio, Net Worth, Return on Equity, Inventory days and CAGR (FY 2022 to FY 2024) for revenue, EBITDA, and PAT (the “**Non-GAAP Measures**”), presented in this Draft Red Herring Prospectus are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with Ind AS, IFRS or US GAAP. Furthermore, these Non-GAAP Measures, are not a measurement of our financial performance or liquidity under Indian GAAP, IFRS or US GAAP and should not be considered as an alternative to net profit revenue from operations or any other performance measures derived in accordance with Ind AS, IFRS or US GAAP or as an alternative to cash flow from operations or as a measure of our liquidity. Further, these Non- GAAP Measures and other statistical and other information relating to operations and financial performance should not be considered in isolation or construed as an alternative to cash flows, profit for the years or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these Non-GAAP Measures and other statistical and other information relating to operations and financial performance, are not standardised terms and may not be computed on the basis of any standard methodology that is applicable across the industry and therefore, may not be comparable to financial measures of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies. Further, they may have limited utility as a comparative measure. Although such Non-GAAP financial measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company’s management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company’s operating performance. For further information, see “Management’s Discussion and Analysis of Financial Position and Results of Operations – Non-GAAP Measures” on page 352.

Industry and Market Data

Unless otherwise indicated, industry and market data used in this Draft Red Herring Prospectus has been derived from the report titled “Assessment of Paper, Packaging & Packaged drinking water industry segments” dated June 27, 2025 (“**CRISIL Report**”) prepared and issued by CRISIL, pursuant to an engagement letter dated March 13, 2025. The CRISIL Report is commissioned and paid for exclusively for the purposes of the Offer, by our Company in connection with the Offer. The data included in this Draft Red Herring Prospectus includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. A copy of the CRISIL Report is available on the website of our Company at www.sillverttonindustries.com until the Bid/Offer Closing Date. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular Fiscal/ calendar year refers to such information for the relevant Fiscal/ calendar year. CRISIL has confirmed that it is an independent agency and has no relationship with our Company, Directors, Promoters, Promoter Group, Key Managerial Personnel, Senior Management, Group Companies, Selling Shareholders or the BRLM.

The CRISIL Report is subject to the following disclaimer:

“Crisil Intelligence, a division of Crisil Limited, provides independent research, consulting, risk solutions, and data & analytics to its clients. Crisil Intelligence operates independently of Crisil’s other divisions and subsidiaries, including, Crisil Ratings Limited. Crisil Intelligence’s informed insights and opinions on the economy, industry, capital markets and companies drive impactful decisions for clients across diverse sectors and geographies. Crisil Intelligence’s strong benchmarking capabilities, granular grasp of sectors, proprietary analytical frameworks and risk management solutions backed by deep understanding of technology integration, makes it the partner of choice for public & private organisations, multi-lateral agencies, investors and governments for over three decades.

For the preparation of this report, Crisil Intelligence has relied on third party data and information obtained from sources which in its opinion are considered reliable. Any forward-looking statements contained in this report are based on certain assumptions, which in its opinion are true as on the date of this report and could fluctuate due to changes in factors underlying such assumptions or events that cannot be reasonably foreseen. This report does not consist of any investment advice and nothing contained in this report should be construed as a recommendation to invest/disinvest in any entity. This industry report is intended for use only within India.”

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but accuracy, completeness relevance of such information shall be subject to the disclaimers, context and underlying assumptions of such sources. The data used in these sources may have been reclassified by us for the purposes of presentation and may also not be comparable. The

excerpts of the CRISIL Report are disclosed in this Draft Red Herring Prospectus and there are no parts, information, data (which may be relevant for the proposed Offer), left out or changed in any manner. The extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful and depends upon the reader's familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which our Company conducts business and methodologies, and assumptions may vary widely among different market and industry sources. Data from these sources may also not be comparable. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "Risk Factors – 36. Industry information included in this Draft Red Herring Prospectus has been derived from an industry report prepared by CRISIL exclusively commissioned and paid for by us for such purpose." on page 58. Accordingly, no investment decision should be solely made on the basis of such information.

In accordance with the disclosure requirements under the SEBI ICDR Regulations, "Basis for the Offer Price" on page 139 includes information relating to our peer group companies. Such information has been derived from publicly available sources specified therein.

Currency and Units of Presentation

All references to:

- "Rupees" or "INR" or "₹" or "Rs." Are to Indian Rupees, the official currency of the Republic of India; and
- "U.S \$", "U.S. Dollar", "USD" are to United States Dollars, the official currency of the United States of America.
- All references to "€" or "EUR" are to the Euro, which is the official currency of the European Union.

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

Time

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

Exchange Rates

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

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

(in ₹)

Currency	Exchange rate as at*			
	December 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
1 USD	85.62	83.37	82.22	75.81
1 EUR	89.09	90.22	89.61	84.66

Source: FBIL Reference Rate as available on www.fbil.org.in

Note: Exchange rate is rounded off to two decimal points.

*On instances where the given day is a holiday, the exchange rate from the previous working day has been considered.

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

FORWARD-LOOKING STATEMENTS

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

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

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

- (i) While, we have a diversified product portfolio of paper- based products, however, during the nine months period ended December 31, 2024 and the preceding three Fiscals, about 43% to 64% of our revenue was derived from the sale of writing and printing paper products. Any variations in demand and changes in consumer preference of writing and printing papers, could have an adverse effect on our business, results of operations and financial condition.
- (ii) Majority of our revenue is derived from Uttar Pradesh, New Delhi and Haryana, which contributed to 66.57%, 66.43%, 63.12% and 64.83% of our Revenue from Operations, during the nine months period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, respectively. Any adverse developments affecting our operations in these regions could have an impact on our revenue and results of operations.
- (iii) We are dependent on our comprehensive dealer network as well as on our top ten customers, however, any loss of such dealers or top customers, could adversely affect our business, results of operations, financial condition and cash flows.
- (iv) We are dependent on our top ten suppliers for procurement of raw materials and we do not enter into long-term agreements with our suppliers. Any loss of our suppliers, increase in the cost of, or a shortfall in the availability or quality of such raw materials, in a timely manner or at all, could have an adverse effect on our business, cash flows and results of operations.
- (v) Our business is dependent on our Manufacturing Facility and any slowdowns, shutdowns or prolonged disruptions of our manufacturing operations and an inability to effectively utilize our production capacity could have an adverse effect on our business, results of operations, cash flows and financial condition.

For a further discussion of factors that could cause our actual results to differ from the expectations, see “Risk Factors”, “Our Business” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” on pages 38, 209 and 341, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially be different from those that have been estimated. Forward-looking statements reflect our current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management’s belief and assumptions, which in turn are based on currently available information. Although we believe that the assumptions on which such statements are based are reasonable, any such assumptions as well as statements based on them could prove to be inaccurate and the forward- looking statements based on these assumptions could be incorrect.

Neither our Company, our Directors, our Promoters, the Selling Shareholders, nor the Syndicate or any of their respective

affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company will ensure that investors in India are informed of material developments pertaining to our Company from the date of this Draft Red Herring Prospectus until the time of the grant of listing and trading permissions by the Stock Exchanges. In accordance with the requirements of SEBI and as prescribed under the applicable law, the Selling Shareholders will ensure (through our Company and the BRLM) that investors are informed of material developments in relation to the statements and undertakings specifically undertaken or confirmed by them in the Red Herring Prospectus until the receipt of final listing and trading approvals for the Equity Shares pursuant to the Offer. Only statements and undertakings which are specifically confirmed or undertaken by the Selling Shareholders to the extent of information pertaining to themselves and/or their respective portion of Equity Shares being offered by them, as the case may be, in this Draft Red Herring Prospectus shall be deemed to be statements and undertakings made by such Selling Shareholders.

SUMMARY OF THE OFFER DOCUMENT

This section is a general summary of certain disclosures included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections “Risk Factors”, “Our Business”, “Industry Overview”, “Capital Structure”, “The Offer”, “Restated Financial Information”, “Objects of the Offer”, “Management’s Discussion and Analysis of Financial Position and Results of Operations” and “Outstanding Litigation and Material Developments” on pages 38, 209, 153, 86, 71, 276, 123, 341, and 367 respectively of this Draft Red Herring Prospectus.

Primary business of our Company

We are engaged in manufacturing and marketing of eco-friendly specialty paper, serving a diverse spectrum of end-use industries through our integrated operations. Our comprehensive range of paper-based products comprise of (i) writing and printing paper; (ii) kraft paper; (iii) cupstock paper, and (iv) other specialised grade papers. Our product offerings find applications in (i) retail, corporate, educational and government sectors; (ii) packaging, FMCG, secondary packaging; (iii) food & beverage packaging, secondary and liquid packaging for quick service restaurants; and (iv) label and stationery solutions; and (v) the packaging for the pharmaceutical sector among others. For further details, see “Our Business” on page 209.

Summary of industry in which our Company operates

The global paper industry has grown from 394 million tonnes in CY19 to 420 million tonnes in CY24, achieving a Compounded Annual Growth Rate (CAGR) of 1-2% from CY19 to CY24. This growth has been primarily driven by the paperboard segment, which has seen its share increase from 73% in CY19 to 77% in CY24. The rising demand for sustainable and eco-friendly packaging solutions, particularly in the e-commerce and food industries, has been a significant factor contributing to the growth of the paperboard segment. Additionally, the increasing focus on reducing plastic waste and promoting circular economy practices has led to a shift towards paper-based packaging, further boosting the demand for paperboards (Source: CRISIL Report). For further details, see “Industry Overview” on page 153.

Our Promoters

Akshay Jain, Rajeev Jain, Rajesh Jain, Monica Jain and Sanjeev Jain are our Promoters. For further details, see “Our Promoters and Promoter Group” at page 265.

The Offer

Offer ⁽¹⁾	Up to [●] Equity Shares for cash at price of ₹ 5 per Equity Share (including a premium of ₹ [●] per Equity Share), aggregating up to [●] million
Of which	
Fresh Issue ⁽¹⁾	Up to [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹ 3,000.00 million
Offer for Sale ⁽²⁾⁽³⁾	Up to 32,200,000 Equity Shares of face value of ₹ 5 each aggregating up to [●] million

⁽¹⁾ The Offer has been authorized by our Board pursuant to a resolution passed at its meeting held on June 18, 2025, and by our Shareholders pursuant to a special resolution passed at their EGM held on June 20, 2025. Further, our Board has taken on record the consents issued by the Selling Shareholders pursuant to a resolution passed at its meeting held on June 27, 2025.

⁽²⁾ The Selling Shareholders confirm, severally and not jointly, that the respective portion of the Equity Shares being offered by them have been held by them for a period of at least one year prior to the filing of this Draft Red Herring Prospectus with SEBI in accordance with Regulation 8 of the SEBI ICDR Regulations and are eligible for being offered for sale as part of the Offer in terms of the Regulation 8 of the SEBI ICDR Regulations

⁽³⁾ The Selling Shareholders have confirmed and authorized their participation in the Offer for Sale pursuant to their respective consent letters. For further details on the authorisation of the Selling Shareholders in relation to the Offer for Sale, see “Other Regulatory and Statutory Disclosures – Authority for the Offer” on page 377.

The Offer shall constitute [●] % of the post-Offer paid-up Equity Share capital of our Company. For further details, see “The Offer” and “Offer Structure” on pages 71 and 395, respectively.

Objects of the Offer

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

(in ₹ million)

Particulars	Estimated amount
Funding capital expenditure requirements towards investment in sustainability initiatives within our existing Manufacturing Facility by way of installation of (a) 14 MW waste-to-energy captive power plant and (b) compressed bio gas plant	1,293.91
Funding capital expenditure requirements of our Company at our existing Manufacturing Facility by way of (a) enhancement of rewinder and sheeter capacity; and (b) construction of in-house warehouses	252.49
Repayment and/or pre-payment, in part or full, of certain borrowings availed by our Company	720.00
General corporate purposes ⁽¹⁾	[●]
Net Proceeds⁽¹⁾	[●]

⁽¹⁾ To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

For further details, see “Objects of the Offer” on page 123.

Aggregate pre-Offer and post-Offer shareholding of our Promoters, members of our Promoter Group and the Selling Shareholders

The aggregate pre-Offer and post-Offer shareholding of our Promoters, members of our Promoter Group and the Selling Shareholders as on the date of this Draft Red Herring Prospectus is set out below:

S. No.	Name of the Shareholder	Pre-Offer Equity Share Capital		Post-Offer Equity Share Capital	
		No. of Equity Shares of face value of ₹ 5 each held	% of paid-up Equity Share capital	No. of Equity Shares of face value of ₹ 5 each held	% of paid-up Equity Share capital [#]
Promoters					
1.	Monica Jain*	43,604,224	17.76	[●]	[●]
2.	Akshay Jain	42,979,072	17.51	[●]	[●]
3.	Rajeev Jain*	31,197,120	12.71	[●]	[●]
4.	Rajesh Jain	23,283,200	9.49	[●]	[●]
5.	Sanjeev Jain	Nil	Nil	[●]	[●]
Total (A)		141,063,616	57.47	[●]	[●]
Promoter Group (other than our Promoters)					
6.	Neena Jain*	16,643,680	6.78	[●]	[●]
7.	Divya Jain	9,791,488	3.99	[●]	[●]
8.	Ramesh Chand Jain (HUF)*	8,291,200	3.38	[●]	[●]
9.	Samyak Jain*	8,162,784	3.33	[●]	[●]
10.	Rishabh Jain	6,912,000	2.82	[●]	[●]
11.	Sanath Jain	6,813,696	2.78	[●]	[●]
12.	Nikita Jain	6,400,000	2.61	[●]	[●]
13.	Sanskriti Jain	5,999,360	2.44	[●]	[●]
14.	Akshay Jain HUF*	5,120,000	2.09	[●]	[●]
15.	Vibha Jain	4,704,000	1.92	[●]	[●]
16.	Arun Jain (HUF)*	4,320,000	1.76	[●]	[●]
17.	Rajeev Jain (HUF)*	4,192,000	1.71	[●]	[●]
18.	Sanjeev Jain HUF*	4,192,000	1.71	[●]	[●]

S. No.	Name of the Shareholder	Pre-Offer Equity Share Capital		Post-Offer Equity Share Capital	
		No. of Equity Shares of face value of ₹ 5 each held	% of paid-up Equity Share capital	No. of Equity Shares of face value of ₹ 5 each held	% of paid-up Equity Share capital [#]
19.	Naresh Chand Jain HUF	3,504,000	1.43	[•]	[•]
20.	Rajesh Kumar Jain HUF	3,328,000	1.36	[•]	[•]
21.	Anubha Jain	3,072,544	1.25	[•]	[•]
22.	Rishibha Jain Gupta	2,944,000	1.20	[•]	[•]
Total (B)		104,390,752	42.53		
Total (C = A+B)		245,454,368	100.00	[•]	[•]

*Also, the Selling Shareholder

[#]Subject to completion of the Offer and finalization of Allotment.

Shareholding of our Promoters, members of our Promoter Group and additional top 10 Shareholders of our Company as at allotment

The aggregate Equity shareholding and percentage of the pre-Offer paid-up Equity Share capital and post-Offer Equity shareholding, of each of our Promoters, members of our Promoter Group and additional top 10 Shareholders of our Company is set forth below:

S. No.	Pre-Offer shareholding ⁽¹⁾			Post-Offer shareholding as at Allotment ⁽¹⁾			
	Shareholders	No. of Equity Shares of face value of ₹ 5 each ⁽²⁾	Shareholding (in %) ⁽²⁾	At the lower end of the Price Band (₹ ●)		At the upper end of the Price Band (₹ ●)	
				No. of Equity Shares of face value of ₹ 5 each ⁽²⁾	Shareholding (in %) ⁽²⁾	No. of Equity Shares of face value of ₹ 5 each ⁽²⁾	Shareholding (in %) ⁽²⁾
Promoters							
1.	Monica Jain*	43,604,224	17.76	●	●	●	●
2.	Akshay Jain	42,979,072	17.51	●	●	●	●
3.	Rajeev Jain*	31,197,120	12.71	●	●	●	●
4.	Rajesh Jain	23,283,200	9.49	●	●	●	●
5.	Sanjeev Jain	Nil	Nil	●	●	●	●
Total (A)		141,063,616	57.47	●	●	●	●
Promoter Group (other than our Promoters)							
6.	Neena Jain*	16,643,680	6.78	●	●	●	●
7.	Divya Jain	9,791,488	3.99	●	●	●	●
8.	Ramesh Chand Jain (HUF)*	8,291,200	3.38	●	●	●	●
9.	Samyak Jain*	8,162,784	3.33	●	●	●	●
10.	Rishabh Jain	6,912,000	2.82	●	●	●	●
11.	Sanath Jain	6,813,696	2.78	●	●	●	●
12.	Nikita Jain	6,400,000	2.61	●	●	●	●
13.	Sanskriti Jain	5,999,360	2.44	●	●	●	●
14.	Akshay Jain HUF*	5,120,000	2.09	●	●	●	●
15.	Vibha Jain	4,704,000	1.92	●	●	●	●
16.	Arun Jain (HUF)*	4,320,000	1.76	●	●	●	●
17.	Rajeev Jain	4,192,000	1.71	●	●	●	●

S. No.	Pre-Offer shareholding ⁽¹⁾			Post-Offer shareholding as at Allotment ⁽¹⁾			
	Shareholders	No. of Equity Shares of face value of ₹ 5 each ⁽²⁾	Shareholding (in %) ⁽²⁾	At the lower end of the Price Band (₹ [●])		At the upper end of the Price Band (₹ [●])	
				No. of Equity Shares of face value of ₹ 5 each ⁽²⁾	Shareholding (in %) ⁽²⁾	No. of Equity Shares of face value of ₹ 5 each ⁽²⁾	Shareholding (in %) ⁽²⁾
	(HUF)*						
18.	Sanjeev Jain HUF*	4,192,000	1.71	[●]	[●]	[●]	[●]
19.	Naresh Chand Jain HUF	3,504,000	1.43	[●]	[●]	[●]	[●]
20.	Rajesh Kumar Jain HUF	3,328,000	1.36	[●]	[●]	[●]	[●]
21.	Anubha Jain	3,072,544	1.25	[●]	[●]	[●]	[●]
22.	Rishibha Jain Gupta	2,944,000	1.20	[●]	[●]	[●]	[●]
Total (B)		104,390,752	42.53	[●]	[●]	[●]	[●]
Total (C = A+B)		245,454,368	100.00	[●]	[●]	[●]	[●]
Additional Top 10 Shareholders							
Nil				[●]	[●]	[●]	[●]

*Also, the Selling Shareholder

(1) To be updated upon finalization of the Price Band and subject to finalization of the basis of Allotment.

(2) Will include transfers of Equity Shares by Shareholders after the date of the Price Band advertisement until the date of the Prospectus.

Summary of selected financial information derived from our Restated Financial Information

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

(₹ in million, except otherwise stated)

Particulars	For the nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Equity Share Capital	76.70	76.70	76.70	76.70
Net Worth ⁽¹⁾	4,138.67	3,313.65	2,426.45	1,742.02
Total income	7,524.50	8,900.88	8,729.24	6,207.79
Revenue from Operations	7,451.56	8,795.85	8,659.98	6,186.54
Restated profit/(loss) for the year / Period	824.40	886.20	681.98	304.27
Basis and Diluted Earnings per Equity Share ⁽²⁾	3.36*	3.61	2.78	1.24
Return on Net Worth for equity shareholders (%) ⁽³⁾	19.92*	26.74	28.11	17.47
Net asset value per Equity Share ⁽⁴⁾	16.86	13.50	9.89	7.10
Total Borrowings ⁽⁵⁾	1,938.63	1,862.11	963.73	1,418.68

*Not annualised

Notes:

⁽¹⁾ Net worth has been defined under Regulation 2(1)(hh) of the SEBI ICDR Regulations as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not

written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation;

- (2) Basic and diluted earnings/ (loss) per equity share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended);
- (3) Return on Net Worth (%) = Net profit after tax divided by Net worth as at the end of the year/ period;
- (4) Net Asset Value per Equity Share is defined as the Net worth divided by number of equity shares outstanding as at the end of year/period. The Net Asset Value per share disclosed above is after considering the impact of sub-division and bonus issue of equity shares;
- (5) Total borrowings consist of current and non-current borrowings.

For further details, see “Restated Financial Information” on page 276.

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

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

Summary of outstanding litigations

A summary of outstanding litigation proceedings involving our Company, our Directors, our Promoters and our Group Companies in accordance with the SEBI ICDR Regulations and the Materiality Policy as on the date of this Draft Red Herring Prospectus, is provided below:

Name of entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Other material proceedings	Aggregate amount involved* (₹ in million)
Company						
By our Company	Nil	Nil	Nil	NA	Nil	Nil
Against our Company	Nil [#]	6	3 [#]	NA	Nil	46.69
Directors (other than Promoters)						
By our Directors	Nil	Nil	Nil	NA	Nil	Nil
Against our Directors	Nil	Nil	Nil	NA	Nil	Nil
Promoters						
By our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against our Promoters	Nil [#]	Nil	1 [#]	Nil	Nil	Unascertainable
Group Companies						
By our Group Companies	Nil	Nil	Nil	NA	Nil	Nil
Against our Group Companies	Nil	Nil	Nil	NA	Nil	Nil

*To the extent quantifiable

[#] One of the statutory proceedings initiated against our Company and the Promoter Directors is also criminal in nature.

A summary of outstanding litigation proceedings involving our Key Managerial Personnel and Senior Management, as disclosed in this Draft Red Herring Prospectus, is provided below:

Category of individuals	Criminal proceedings	Statutory or regulatory actions	Aggregate amount involved (₹ in million)
By our KMPs and SMPs (other than our Directors)	Nil	Nil	Nil
Against our KMPs and SMPs (other than our Directors)	Nil	Nil	Nil

Directors)			

For further details, see “*Outstanding Litigation and Material Developments*” on page 367.

Risk Factors

Specific attention of Bidders is invited to the section “*Risk Factors*” on page 38. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer.

Summary of contingent liabilities

The following is summary table of our contingent liabilities for the period indicated as per the Restated Financial Information:

(₹ In million)

Particulars	For the nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Contingent Liabilities				
i. Claim against the Company not acknowledged as debt				
- Income Tax	23.63	-	-	-
- Goods and Service Tax	6.73	-	-	-
- Others	16.33	16.33	16.33	-
ii. Guarantees excluding financial guarantees				
- Letter of credit issued	-	-	-	-
- Bank guarantee issued	138.84	53.84	42.41	36.74
iii. Other money for which the Company is contingently liable				

Summary of Related Party Transactions

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

Particulars	For the nine months period ended December 31, 2024 (₹ in million)	% of Revenue from Operations	Fiscal 2024 (₹ in million)	% of Revenue from Operations	Fiscal 2023 (₹ in million)	% of Revenue from Operations	Fiscal 2022 (₹ in million)	% of Revenue from Operations
Amount paid against unsecured loans								
Rajesh Jain & Sons	-	-	2.88	0.03	-	-	-	-
Anubha Jain	23.30	0.31	-	-	-	-	-	-
Rishabh Jain	-	-	2.83	0.03	-	-	-	-
Sanath Jain	-	-	2.68	0.03	-	-	-	-
Interest paid on unsecured loans								
Anubha Jain	1.78	0.02	2.35	0.03	2.12	0.02	-	-
Rajesh Jain & Sons	-	-	0.29	0.00	0.28	0.00	-	-
Rishabh Jain	-	-	0.28	0.00	0.28	0.00	-	-
Sanath Jain	-	-	0.27	0.00	0.26	0.00	-	-
Purchase								

Particulars	For the nine months period ended December 31, 2024 (₹ in million)	% of Revenue from Operations	Fiscal 2024 (₹ in million)	% of Revenue from Operations	Fiscal 2023 (₹ in million)	% of Revenue from Operations	Fiscal 2022 (₹ in million)	% of Revenue from Operations
Accurate multi layer Papers LLP	18.75	0.25	1.07	0.01	7.66	0.09	-	-
Garg Duplex and Papers Mills Private Limited	-	-	17.67	0.20	47.03	0.54	-	-
Shree Rama Newsprint Limited	0.70	0.01	-	-	189.41	2.19	-	-
Purchase of capital goods								
Shreesanmati Autoexperts Private Limited	1.26	0.02	-	-	-	-	-	-
Shree Rama Newsprint Limited	-	-	14.34	0.16	-	-	-	-
Sales								
Accurate Multilayer Papers LLP	28.50	0.38	16.01	0.18	50.00	0.58	116.32	1.88
Shreesanmati Autoexperts Private Limited	0.04	0.00	0.09	0.00	0.06	0.00	0.02	0.00
Garg Duplex and Paper Mills Private Limited	6.46	0.09	-	-	12.94	0.15	-	-
Shree Rama Newsprint Limited	1.25	0.02	-	-	-	-	1.70	0.03
Managerial remuneration								
Akshay Jain	18.00	0.24	24.00	0.27	12.00	0.14	12.00	0.19
Rajeev Jain	2.70	0.04	3.60	0.04	-	-	-	-
Sanjeev Jain	4.50	0.06	3.30	0.04	-	-	-	-
Ravikant	0.10	0.00	-	-	-	-	-	-
Salary								
Anubha Jain	2.25	0.03	2.25	0.03	2.00	0.02	2.75	0.04
Arun Kumar Jain	4.50	0.06	2.50	0.03	-	-	-	-
Neena Jain	2.70	0.04	3.60	0.04	3.60	0.04	-	-
Rishabh Jain	2.70	0.04	3.60	0.04	3.60	0.04	-	-
Samyak Jain	9.00	0.12	12.00	0.14	9.90	0.11	-	-
Sanskriti Jain	4.30	0.06	3.00	0.03	3.00	0.03	-	-
Sridevi Jain	2.70	0.04	3.60	0.04	2.70	0.03	-	-
Monica Jain	2.70	0.04	3.60	0.04	-	-	-	-
Divya Jain	2.70	0.04	3.60	0.04	-	-	-	-

Particulars	For the nine months period ended December 31, 2024 (₹ in million)	% of Revenue from Operations	Fiscal 2024 (₹ in million)	% of Revenue from Operations	Fiscal 2023 (₹ in million)	% of Revenue from Operations	Fiscal 2022 (₹ in million)	% of Revenue from Operations
Vibha Jain	2.70	0.04	2.70	0.03	-	-	-	-
Lease rent								
Garg Duplex and Paper Mills Private Limited	26.40	0.35	42.75	0.49	-	-	-	-
Akshay Jain	-	-	0.40	0.00	0.40	0.00	-	-
Vibha Jain	-	-	0.30	0.00	0.30	0.00	-	-

For details of the related party transactions, as per the requirements under Ind AS 24 ‘Related Party Disclosure’ and as reported in the Restated Financial Information, see “Restated Financial Information – Note 41: Related Party Disclosure” on page 324.

Financing arrangements

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

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

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

Name of Promoter/ Selling Shareholders	Number of Equity Shares of face value of ₹ 5 each acquired in the preceding one year	Weighted average price of acquisition per Equity Share**(₹)
Promoters		
Akshay Jain	660,608	15.72
Rajeev Jain*	Nil	N.A.
Rajesh Jain	Nil	N.A.
Monica Jain*	1,042,336	10.33
Sanjeev Jain	Nil	N.A.
Selling Shareholders		
Akshay Jain HUF	Nil	N.A.
Arun Jain (HUF)	Nil	N.A.
Neena Jain	Nil	N.A.
Rajeev Jain (HUF)	Nil	N.A.
Samyak Jain	674,784	15.72
Ramesh Chand Jain (HUF)	Nil	N.A.
Sanjeev Jain HUF	Nil	N.A.

N.A. = Not Applicable

*Also the Promoter Selling Shareholder.

**As certified by Agarwal Ajay & Associates, Chartered Accountants, our Statutory Auditors, pursuant to their certificate dated June 27, 2025.

Average cost of acquisition of Equity Shares by our Promoters and the Selling Shareholders

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

Name of Promoters/Selling Shareholders	Number of Equity Shares of face value of ₹ 5 each as on the date of this Draft Red Herring Prospectus	Average cost of acquisition per Equity Share (in ₹)**
Promoters		
Akshay Jain	42,979,072	0.73
Monica Jain*	43,604,224	0.76
Rajesh Jain	23,283,200	0.49
Rajeev Jain*	31,197,120	0.40
Sanjeev Jain	Nil	N.A.
Selling Shareholders		
Akshay Jain HUF	5,120,000	1.27
Arun Jain (HUF)	4,320,000	1.30
Neena Jain	16,643,680	0.26
Rajeev Jain (HUF)	4,192,000	1.31
Samyak Jain	8,162,784	1.42
Ramesh Chand Jain (HUF)	8,291,200	1.26
Sanjeev Jain HUF	4,192,000	1.31

N.A. = Not Applicable

*Also the Promoter Selling Shareholder

** As certified by Agarwal Ajay & Associates, Chartered Accountants, our Statutory Auditors, pursuant to their certificate dated June 27, 2025.

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

Period	Weighted average cost of acquisition per Equity Share of face value of ₹ 5 each (in ₹)*	Cap Price is 'x' times the weighted average cost of acquisition**	Range of acquisition price per Equity Share: lowest price – highest price (in ₹)*
Last one year preceding the date of this Draft Red Herring Prospectus.	9.33	[●]	0.00 – 15.72
Last 18 months preceding the date of this Draft Red Herring Prospectus	0.63	[●]	0.00 – 15.72
Last three years preceding the date of this Draft Red Herring Prospectus.	0.35	[●]	0.00 – 15.72

* As certified by Agarwal Ajay & Associates, Chartered Accountants, our Statutory Auditors, pursuant to their certificate dated June 27, 2025.

**To be updated on finalization of Price Band

Details of the price at which equity shares were acquired in the last three years immediately preceding the date of this Draft Red Herring Prospectus by our Promoters, members of our Promoter Group, the Selling Shareholders and the Shareholders with special rights to nominate directors or other special rights

Except as stated below, none of our Promoters and members of our Promoter Group and the Selling Shareholders have acquired any Equity Shares in the three years immediately preceding the date of this Draft Red Herring Prospectus:

Name of Shareholders	Date of acquisition	Number of Equity Shares acquired	Face Value (₹)	Acquisition price per Equity Share** (in ₹)	Nature of Transaction
Promoters					
Akshay Jain	April 5, 2024	755,852	10	-	Gift
	September 25, 2024	20,644	10	503	Cash
	May 29, 2025	20,146,440	10	-	Bonus issue
Rajesh Jain	December 31, 2023	64,800	10	-	Transmission
	April 1, 2024	250,000	10	-	Gift
	May 29, 2025	10,914,000	10	-	Bonus issue
Rajeev Jain*	December 31, 2023	300,000	10	-	Transmission
	January 5, 2024	110	10	316	Cash
	April 1, 2024	250,000	10	-	Gift
	May 29, 2025	14,623,650	10	-	Bonus issue
Monica Jain*	December 31, 2023	8,500	10	-	Gift
	December 31, 2023	211,483	10	-	Transmission
	April 1, 2024	446,036	10	-	Gift
	September 25, 2024	21,415	10	503	Cash
	September 25, 2024	11,158	10	-	Gift
	May 29, 2025	20,439,480	10	-	Bonus issue
Promoter Group					
Neena Jain*	December 31, 2023	422,967	10	-	Transmission
	May 29, 2025	7,801,725	10	-	Bonus issue
Rishibha Jain Gupta	December 31, 2023	50,000	10	-	Gift
	May 29, 2025	1,380,000	10	-	Bonus issue
Rishabh Jain	December 31, 2023	125,000	10	-	Gift
	May 29, 2025	3,240,000	10	-	Bonus issue
Sanath Jain	December 31, 2023	125,000	10	-	Transmission
	May 29, 2025	3,193,920	10	-	Bonus issue
Sanskriti Jain	December 31, 2023	142,480	10	-	Gift
	September 25, 2024	27,000	10	-	Gift
	May 29, 2025	2,812,200	10	-	Bonus issue
Samyak Jain*	December 31, 2023	188,000	10	-	Gift
	April 1, 2024	28,000	10	-	Gift
	June 30, 2024	30	10	503	Cash
	September 25, 2024	21,057	10	503	Cash
	May 29, 2025	3,826,305	10	-	Bonus issue
Vibha Jain	April 1, 2024	194,000	10	-	Gift
	September 25, 2024	18,000	10	-	Gift
	May 29, 2025	2,205,000	10	-	Bonus issue
Divya Jain	September 25, 2024	18,984	10	503	Cash
	May 29, 2025	4,589,760	10	-	Bonus issue
Anubha Jain	May 29, 2025	1,440,255	10	-	Bonus issue

Name of Shareholders	Date of acquisition	Number of Equity Shares acquired	Face Value (₹)	Acquisition price per Equity Share** (in ₹)	Nature of Transaction
Nikita Jain	May 29, 2025	3,000,000	10	-	Bonus issue
Naresh Chand Jain HUF	May 29, 2025	1,642,500	10	-	Bonus issue
Akshay Jain HUF*	May 29, 2025	2,400,000	10	-	Bonus issue
Arun Jain (HUF)*	May 29, 2025	2,025,000	10	-	Bonus issue
Rajeev Jain (HUF)*	May 29, 2025	1,965,000	10	-	Bonus issue
Ramesh Chand Jain (HUF)*	May 29, 2025	3,886,500	10	-	Bonus issue
Sanjeev Jain HUF*	May 29, 2025	1,965,000	10	-	Bonus issue
Rajesh Kumar Jain HUF	May 29, 2025	1,560,000	10	-	Bonus issue

*Also Selling Shareholders

**Note: As certified by Agarwal Ajay & Associates, Chartered Accountants, our Statutory Auditors, by way of their certificate dated June 27, 2025.

As on the date of this Draft Red Herring Prospectus, no Shareholders have any special rights in our Company, including the right to nominate directors on our Board.

Details of pre-IPO placement

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

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

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

Pursuant to resolutions passed by our Board at its meeting dated May 27, 2025 and the Shareholders at their EGM dated May 27, 2025, our Company has issued bonus shares in the proportion of 15:1 i.e. 15 equity shares of face value of ₹ 10 each for every 1 equity share of face value of ₹ 10 each held by the existing equity Shareholders of our Company. For further details, see “Capital Structure – Equity Share capital history of our Company” on page 87.

Split or consolidation of equity shares in the last one year

Except as disclosed below, our Company has not undertaken split or consolidation of its equity shares in the one year preceding the date of this Draft Red Herring Prospectus.

Pursuant to a resolution passed by our Board dated May 29, 2025 and a resolution passed by our Shareholders dated June 3, 2025, equity shares of face value of ₹ 10 each of our Company were sub-divided into Equity Shares of face value of ₹ 5 each. Accordingly, the issued, subscribed and paid-up share capital of the Company was sub-divided from 122,727,184 Equity Shares of face value of ₹ 10 each to 245,454,368 Equity Shares of face value ₹ 5 each. For further details, see “Capital Structure –Equity Share capital history of our Company” on page 87.

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

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

SECTION II: RISK FACTORS

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

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risks where the effect is not quantifiable and hence have not been disclosed in the applicable risk factors. Prospective investors should read this section together with “Our Business”, “Industry Overview”, “Key Regulations and Policies in India”, “Management’s Discussions and Analysis of Financial Condition and Results of Operations” and “Restated Financial Information” on pages 209, 153, 234, 341 and 276, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors should rely on their own examination of us and the terms of the Offer, including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares. Potential investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to legal and regulatory environment which may differ in certain respects from that of other countries.

This Draft Red Herring Prospectus also contains forward-looking statements that involve risks and uncertainties where actual results could materially differ from those anticipated in these forward-looking statements. For further details, see “Forward-Looking Statements” on page 25.

Unless the context otherwise requires, in this section, references to “our Company”, “the Company”, “we”, “us”, or “our” refers to Sillverton Industries Limited (formerly known as Sillverton Industries Private Limited and Silverton Pulp and Papers Private Limited).

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

Unless the context requires otherwise, the financial information used in this section is derived from our Restated Financial Information on page 276. Our Fiscal Year ends on March 31 of each year, and references to a particular Fiscal are to the twelve months ended March 31 of that year.

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus is derived from the report titled, “Assessment of Paper, Packaging & Packaged drinking water industry segments” dated June 27, 2025 (“**CRISIL Report**”) prepared and issued by CRISIL, pursuant to an engagement letter dated March 13, 2025. The CRISIL Report is commissioned and paid for by our Company in connection with the Offer. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. A copy of the CRISIL is available on the website of our Company at www.sillvertonindustries.com. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular Fiscal/ calendar year refers to such information for the relevant Fiscal/ calendar year.

Internal Risk Factors

- 1. While, we have a diversified product portfolio of paper-based products, however, during the nine months period ended December 31, 2024 and the preceding three Fiscals, about 43% to 64% of our revenue was derived from the sale of writing and printing paper products. Any variations in demand and changes in consumer preference of writing and printing papers, could have an adverse effect on our business, results of operations and financial condition.**

We serve a diverse spectrum of end-use industries through our comprehensive range of paper-based products including (i) writing and printing paper; (ii) kraft paper; (iii) cupstock paper, and (iv) other specialised grade papers. Our business operations and financial performance are dependent on the sale of our writing and printing paper products. Our reliance on such products exposes us to risks that could impact our revenue and profitability, and could materially and adversely affect our revenue, profitability, margins, and cash flows. For details in relation to our product portfolio, see “Our Business – Product Portfolio” on page 224.

The newsprint segment and the writing and printing segment have seen their shares decrease from 5% to 3% and 23% to 20%, respectively, mainly due to digitization and the subsequent decline in print media consumption. The widespread adoption of digital platforms for news, entertainment, and communication has reduced the demand for printed materials, leading to a decline in the newsprint segment. Furthermore, the shift towards digital documentation and online communication has also contributed to the decline of the writing and printing segment. (Source: CRISIL Report). Given that a significant portion of our product portfolio comprises writing and printing paper products, any sustained weakness in demand for such products, could adversely impact our revenue growth and operational performance.

Set out below is the revenue split for the periods indicated from various categories of paper-based products we manufacture:

Particulars*	For the nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ in million)	% of revenue from operations	Amount (₹ in million)	% of revenue from operations	Amount (₹ in million)	% of revenue from operations	Amount (₹ in million)	% of revenue from operations
Writing and printing paper	3,451.58	46.32	5,137.31	58.41	5,535.33	63.92	2,714.29	43.87
Kraft paper	1,583.06	21.24	1,939.90	22.05	2,395.46	27.66	3,039.06	49.12
Cupstock paper	1,397.11	18.75	1,075.50	12.23	3.68	0.04	7.45	0.12
Special Grade Paper	874.84	11.74	525.23	5.97	600.99	6.94	332.92	5.38
Others	144.97	1.95	117.91	1.34	124.52	1.44	92.82	1.50
Total	7,451.56	100.00	8,795.85	100.00	8,659.98	100.00	6,186.54	100.00

*Others include Bottling Closures, sale of scrap, etc.

Over the years, we have strategically diversified our business portfolio, thus evolving from a conventional paper manufacturer to a multi-paper packaging solutions company catering to a wide array of industries. In order to mitigate the risk of dependence on writing and printing papers, we have diversified our product portfolio by manufacturing kraft paper, cupstock paper and special grade paper. Owing to such diversification efforts, during the nine months period ended December 31, 2024 and over the preceding three Fiscals the revenue earned from cupstock paper and special grade paper has gradually increased as compared to writing and printing papers. We have further diversified our product offerings, by establishing a bottling plant for manufacturing packaged drinking water and bottling closures used for such bottles. By enhancing product portfolio, we aim to appeal to a wider audience, however there can be no assurance that such diversification will be successful or help us in capturing the demand shifts in the market. For further details, please refer “Our Business – Competitive Strengths – Diversified and continuously expanding paper-based product portfolio with wide industry application” on page 215.

Our product offerings find applications in (i) retail, corporate, educational and government sectors; (ii) packaging, FMCG and secondary packaging; (iii) food & beverage, quick service restaurants; and (iv) label and stationery solutions; and (v) the packaging for the pharmaceutical sector among others. Any loss of sales in our products due to reduction in demand for end use products or downturn in end use industries, could have an adverse effect on our business, financial condition, results of operations and cash flows.

2. **Majority of our revenue is derived from Uttar Pradesh, New Delhi and Haryana, which contributed to 66.57%, 66.43%, 63.12% and 64.83% of our Revenue from Operations, during the nine months period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, respectively. Any adverse developments affecting our operations in these regions could have an impact on our revenue and results of operations.**

Our revenue concentration in Uttar Pradesh, New Delhi and Haryana exposes us to risks relating to adverse developments in such regions. Below is the break-up of our Revenue from Operations from India and through exports for the periods indicated:

Particulars	For the nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ in million)	% of Revenue from Operations	Amount (₹ in million)	% of Revenue from Operations	Amount (₹ in million)	% of Revenue from Operations	Amount (₹ in million)	% of Revenue from Operations
Uttar Pradesh	2,777.87	37.28	2,894.07	32.90	2,334.97	26.96	1,730.03	27.96
New Delhi	1,407.51	18.89	2,013.22	22.89	2,367.13	27.33	1,423.25	23.01
Haryana	774.65	10.40	935.46	10.64	764.90	8.83	857.55	13.86
West Bengal	708.45	9.51	587.52	6.68	1,215.96	14.04	101.99	1.65
Madhya Pradesh	342.16	4.59	55.51	0.63	25.36	0.29	16.65	0.27
Rajasthan	317.36	4.26	354.72	4.03	136.96	1.58	209.82	3.39
Uttarakhand	267.43	3.59	253.98	2.89	94.85	1.10	66.71	1.08
Chhattisgarh	205.86	2.76	99.40	1.13	56.09	0.65	10.86	0.18
Punjab	162.12	2.18	255.76	2.91	420.52	4.86	326.23	5.27
Gujarat	136.28	1.83	177.63	2.02	234.59	2.71	259.65	4.20
Other States*	174.00	2.34	935.29	10.63	548.25	6.33	372.52	6.02
Export Revenue**	177.87	2.39	233.29	2.65	460.40	5.32	811.28	13.11
Revenue from Operations	7,451.56	100.00	8,795.85	100.00	8,659.98	100.00	6,186.54	100.00

*Other states include Assam, Bihar, Maharashtra among others

**Export revenue has been derived from Australia, UAE, Spain, France, Sweden among others.

Distribution and sales of paper products in India are geographically distributed. The Western region (comprising Maharashtra, Gujarat, and Madhya Pradesh) and the Northern region (including Uttar Pradesh, Rajasthan, Punjab, and Uttarakhand) are the largest consumption centers (*Source: CRISIL Report.*)

Our concentration in such states is on account of our region-focused strategy to offer premium quality paper and packaging products to a targeted customer base. Our reliance on these regions exposes our Company to a variety of risks, including economic vulnerability of these regions, shifts in consumer behaviour, geopolitical, regulatory and local market risks such as natural disasters, or political instability, which could disrupt supply chains, operations, and sales in these regions. While we have not faced any such instances in the nine month period ended December 31, 2024 and the preceding three Fiscals, the occurrence of such events in the future could adversely affect our business, results of operations, cash flows and financial condition.

In order to mitigate this risk, and as part of our strategy, we are planning to (a) expand our presence in international markets, including but not limited to, Australia, Europe, and the United Arab Emirates; and (b) enhance our production capacity for manufacturing of specialised paper products. Any delays or challenges in expanding our geographical footprint may expose us to continued dependency on such regions. For further details in relation to our business strategies, see “Our Business – Our Strategies” on page 221.

3. ***We are dependent on our comprehensive dealer network as well as on our top ten customers, however, any loss of such dealers or top customers, could adversely affect our business, results of operations, financial condition and cash flows.***

We have adopted a distribution strategy wherein we market and sell our products either directly or through our dealers, who in turn sell them to end use consumers engaged in diverse industries. We are dependent on our dealers

as well as our top 10 customers and any loss of such dealers or customers could have a material adverse effect on our business, financial condition, and results of operations.

We were associated with 191, 219, 202 and 212 dealers during the nine month period ended December 31, 2024 and March 31, 2024, 2023 and 2022, respectively, and loss of any of our dealers could impact our business, results of operations and financial condition. Set out below is the revenue split for the periods indicated from orders executed through dealers and other than through dealers:

Particulars	For the nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ in million)	% of revenue from operations	Amount (₹ in million)	% of revenue from operations	Amount (₹ in million)	% of revenue from operations	Amount (₹ in million)	% of revenue from operations
Through dealers	7,206.09	96.71	8,573.33	97.47	8,276.75	95.57	5,949.91	96.18
Other than through dealers	245.47	3.29	222.52	2.53	383.24	4.43	236.63	3.82
Revenue from Operations	7,451.56	100.00	8,795.85	100.00	8,659.98	100.00	6,186.54	100.00

Additionally, we are reliant on our top ten customers for a major portion of our revenue. A significant decrease in business from such customers, whether due to circumstances specific to such customer or adverse market conditions or the economic environment generally, may materially and adversely affect our business, results of operations and financial condition. Set out in the table below is the share of revenue from our top customers during the below mentioned periods:

Particulars	For the nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ in million)	% of revenue from operations	Amount (₹ in million)	% of revenue from operations	Amount (₹ in million)	% of revenue from operations	Amount (₹ in million)	% of revenue from operations
Top 1	507.96	6.82	627.00	7.13	768.19	8.87	493.03	7.97
Top 5	1,798.99	24.14	2,389.84	27.17	2,278.62	26.31	1,493.13	24.14
Top 10	2,900.12	38.92	3,537.76	40.22	3,312.61	38.25	2,271.60	36.72

Cancellation of orders by our customers or reduction in their orders or instances where anticipated orders fail to materialize could have an adverse impact on our revenue and results of operations. In addition, we do not have firm commitments or long-term purchase agreements with our dealers or customers, and we do not enter into contracts for a specific term with them. We typically rely on periodic purchase orders issued by our customers that set out the price and quantity of the products that are to be supplied to/ purchased by them. In the absence of long-term contracts, there can be no assurance that our existing dealers and customers will continue to purchase our products or that we shall be able to seek contractual remedies in case of disputes with our dealers and customers. While, such instances have not occurred during the nine months period ended December 31, 2024 and in the last three Fiscals, however, any such events may adversely affect our business, results of operations, cash flows and financial condition.

- We are dependent on our top ten suppliers for procurement of raw materials and we do not enter into long-term agreements with our suppliers. Any loss of our suppliers, increase in the cost of, or a shortfall in the availability or quality of such raw materials, in a timely manner or at all, could have an adverse effect on our business, cash flows and results of operations.***

We are dependent upon our suppliers for procurements of waste paper and pulp, the key raw materials used in manufacturing of our paper- based packaging products. We source majority of our raw materials from our key suppliers, which include, Raj Duplex Private Limited, Bluecraft Agro Private Limited, Shri Anant Enterprises,

Khanna Fiber DMCC and K R Pulp and Papers Private Limited. Set out in the table below is the share of our top suppliers from whom we had procured raw material (including other consumables) during the below mentioned periods:

(₹ in million, except %)

Particulars	Nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ in million)	% of total purchase (other than stock in trade)	Amount (₹ in million)	% of total purchase (other than stock in trade)	Amount (₹ in million)	% of total purchase (other than stock in trade)	Amount (₹ in million)	% of total purchase (other than stock in trade)
Top 1	520.14	9.77	610.19	8.97	319.11	4.90	451.49	8.85
Top 5	1,810.68	34.01	1,878.19	27.60	1,109.77	17.05	1,234.43	24.20
Top 10	2,431.89	45.67	2,800.98	41.16	1,888.10	29.00	1,900.34	37.25

While we procure raw materials from these suppliers on a recurring basis, we do not have any firm commitments, long-term supply agreements, or exclusivity arrangements with them. Lack of firm commitments with our suppliers may hinder our ability to procure raw materials on a continuous basis or impact our ability to seek contractual remedies upon occurrence of any disputes with them. While we have not faced any instances of material disputes with our suppliers, the occurrence of such events could adversely affect our business, results of operations, cash flows and financial condition.

The amount of raw materials procured and the price at which we procure such materials, may fluctuate from time to time and the availability and price of our raw materials may be subject to a number of factors beyond our control, including economic factors, seasonal factors, environmental factors and changes in Government policies and regulations, including those relating to the paper industry in general. The paper industry relies heavily on raw materials, particularly pulp and wastepaper, to produce a wide range of paper products, with the prices of these materials having a significant impact on the industry's profitability and competitiveness. The global pulp market is influenced by factors such as supply and demand, production costs, and trade policies, with prices varying depending on the type, quality, and location (*Source: CRISIL Report*). An inability to procure quality raw materials on a consistent basis may lead to a decline in the quality of our products, which may lead to an increase in the cost of the product, decline in our sales volumes and profit margins and adversely affect our results of operations.

5. Our business is dependent on our Manufacturing Facility and any slowdowns, shutdowns or prolonged disruptions of our manufacturing operations and an inability to effectively utilize our production capacity could have an adverse effect on our business, results of operations, cash flows and financial condition.

We operate from our Manufacturing Facility, situated at Muzaffarnagar, Uttar Pradesh with an area of 251,502 square meters (~58.92 acres). For further details in relation to our installed manufacturing capacity and capacity utilisation, see “Our Business — Overview - Manufacturing set-up” on page 210. All of our manufacturing infrastructure is housed in our Manufacturing Facility located in Muzaffarnagar, Uttar Pradesh which exposes our operations to potential risks arising from local and regional factors. Any slowdown, shutdown or prolonged disruption of our manufacturing process, including on account of power failure, industrial accidents, fire, mechanical failure of equipment, performance below expected levels of output or efficiency, obsolescence, non-availability of adequate labour, or disagreements with our workforce, lock-outs, could affect our ability to operate our Manufacturing Facility. Further, any accident may result in a loss of property and/ or disruption in our production operations entirely, levy of fines, penalties or compensation and/or adverse action against our employees, officers or management, which could also have an adverse effect on our business, operations, cash flows and overall financial condition. For instance, on May 12, 2025, there was a fire breakout at our Manufacturing Facility which resulted in a loss of our imported raw materials, for which our Company has made an insurance claim amounting to ₹ 467.32 million, which is currently pending for assessment. We may also be required to carry out planned shutdowns of our Manufacturing Facility for maintenance, statutory inspections and testing, or shut down due to equipment upgrades.

Additionally, the level of our capacity utilization can impact our operating results. Actual production levels and capacity utilization rates may vary from the annual installed and annual average available installed capacity of our Manufacturing Facility. Under-utilization of our Manufacturing Facility may arise due to various reasons such as changes in demand for our products and supply chain disruptions, which could have a material adverse effect on

our business, financial condition, results of operations, and cash flows. Undue reliance should therefore not be placed on our capacity information or historical capacity utilization information for our existing facilities included in this Draft Red Herring Prospectus. For further details in relation to our installed manufacturing capacity and capacity utilisation, see “Our Business — Overview - Manufacturing set-up” on page 210.

6. *Our dependence on our Group Company, Garg Duplex and Paper Mills Private Limited, for leased machinery, land, and regulatory approvals for our cupstock paper manufacturing operations exposes us to operational and compliance-related risks.*

We currently undertake our cupstock paper manufacturing operations on the land and factory premises that are owned by our Group Company, Garg Duplex and Paper Mills Private Limited (“**Garg Duplex**”), which has been leased to us pursuant to a lease deed dated June 2, 2025, for a period of 11 months thereof, entered into between our Company and Garg Duplex (“**Lease Deed**”). Additionally, the machine used by us for manufacturing cupstock paper has also been leased from Garg Duplex under the said Lease Deed. Any adverse developments in relation to this leasing arrangement, including early termination, non-renewal, or disputes with Garg Duplex, could potentially disrupt our operations and adversely impact our result of operations.

Further, under the terms of the Lease Deed, Garg Duplex is liable to obtain and maintain the factory license from the relevant authority and the environmental clearances from the Uttar Pradesh Pollution Control Board, in respect of the factory premises and the cupstock paper manufacturing activities being carried out therein, respectively. As a result, such approvals are not directly held in our name and our ability to continue manufacturing cupstock paper at these premises is entirely contingent upon Garg Duplex’s compliance with applicable laws, regulations, and the conditions stipulated in the regulatory consents issued to them.

Any inadvertent or wilful non-compliance by Garg Duplex, whether related to environmental, safety, labour, or operational matters, could result in regulatory action, including suspension, revocation, or non-renewal of approvals, which may in turn lead to suspension, restriction, or disruption of manufacturing operations at these premises. While there have been no such instances during the nine months period ended December 31, 2024 and in the last three Fiscals, wherein the manufacturing process of our Company was hampered due to approval redundancies, we cannot ensure that such instances may not happen in the future. This could cause delays in fulfilling customer orders, loss of business continuity, and adversely affect our revenue generated from the cupstock paper segment.

While our Company has been indemnified by Garg Duplex, under the terms of the Lease Deed, from losses suffered by us arising on account of failure on part of Garg Duplex to obtain, renew, maintain or comply with the terms and conditions of the aforesaid approvals, however, the enforcement of such indemnity could involve time-consuming legal processes and increased operational costs, which could divert the attention of our management and could adversely impact our financial position, cash flows, and profitability.

7. *Our business is reliant on the performance of certain industries, to which the end use products are supplied. Any adverse changes in the conditions affecting these industries could adversely impact our business, results of operations, cash flows and financial condition.*

We are a manufacturer of speciality paper-based products which find applications in (i) retail, corporate, educational and government sectors; (ii) packaging, FMCG, and secondary packaging; (iii) food & beverage, quick service restaurants; (iv) label and stationery solutions; and (v) the packaging for the pharmaceutical sector among others. We are exposed to fluctuations in the performance of these industries. Our sales are directly dependent on the production level of these industries domestically and globally, and are affected by inventory levels of manufacturers operating in these industries.

Further, production and sales of the products for which we supply products are affected by a variety of other factors that are beyond our control, including changes in government policies, changes in consumer demand, product mix shifts, general economic and industry conditions. Reduced demand in the industries to which we or our customers supply their products, could have a material adverse impact on our business, results of operations, cash flows and financial condition. While we have not faced any such instances in the nine months period ended December 31, 2024 and preceding three Fiscals, any of these factors in the future could have an adverse effect on the end-use customers and sales of our product thus affecting our profitability and result of operations.

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

We are subject to a wide range of laws and government regulations, including in relation to health and safety laws, labour, and environmental protection. These safety, health, labour, and environmental protection laws and regulations, inter alia, impose controls on discharge of environment pollutants among others. In case of any change in environmental or pollution regulations, we may be required to invest in, among other things, environmental monitoring, pollution control equipment, and emissions management and other expenditure to comply with environmental standards.

Our operations are subject to stringent environmental regulations and periodic inspections by regulatory authorities, including the Uttar Pradesh Pollution Control Board (“UPPCB”). For further details, please see, “*Government and other Statutory Approvals in India*” on page 272. Any actual or alleged non-compliance may expose us to penalties, compensation liabilities, or operational restrictions. For instance, pursuant to actions initiated by the UPPCB against paper industries for alleged failure to ensure scientific disposal of fly ash, an environmental compensation of ₹ 0.77 million was imposed on our Company. Subsequently, a show cause notice dated February 11, 2023, was issued to us by the UPPCB, intimating an increase in the environmental compensation amount to ₹ 16.33 million. While we have paid ₹ 0.77 million under protest and submitted a formal response seeking withdrawal of the enhanced compensation, these matters remain pending before the relevant authority. Similarly, on account of investigations being initiated against paper manufacturing companies for alleged non-compliance in relation to the discharge of untreated sewage into river Kali, prosecutorial actions have been initiated against us, which are currently pending. For further details, please see, “*Outstanding Litigations and Material developments - Litigations involving our Company – Outstanding actions by regulatory and statutory authorities*” on page 368. There can be no assurance that the outcome will be in our favour in these litigations or that we will not be required to pay the increased compensation or be subject to additional penalties or compliance measures. While no adverse actions have been taken against us resulting in suspension of our operations, during the nine months period ended December 31, 2024 and in the last three Fiscals, any future violation of applicable laws may lead to fines, criminal sanctions, revocation of operating permits, or even the shutdown of our Manufacturing Facility or suspension of operations. Furthermore, any perception of non-compliance could negatively impact our business reputation and stakeholder confidence.

We are subject to the laws and regulations governing employees in our Manufacturing Facility such as minimum wage and maximum working hours, overtime, working conditions, hiring and termination of employees, and work permits. For further details on the laws and regulations applicable to us, see “*Key Regulations and Policies in India*” on page 234. There is a risk that we may fail to comply with such regulations, which could lead to enforced shutdowns and other sanctions imposed by the relevant authorities. We cannot assure you that we will not be involved in future proceedings, or be held liable in any such proceedings including in relation to safety, health and environmental matters, the costs of which may be significant.

9. Our Promoters, Directors, Key Managerial Personnel, Senior Management and our employees are critical to our continued success and we may be unable to attract and retain such personnel in the future.

We depend on the management skills and guidance of our Promoters for development of business strategies, monitoring successful implementation and meeting future challenges. Further, our success depends substantially on the continued efforts of our Promoter Directors, Key Managerial Personnel and Senior Management and our employees. During the nine months period ended December 31, 2024 and during Fiscals 2024, 2023 and 2022, our employee benefits expense amounted to ₹ 138.34 million, ₹ 160.93 million, ₹ 106.78 million, and ₹ 86.82 million, respectively, representing 1.86%, 1.83%, 1.23%, and 1.40% respectively, of our Revenue from Operations. For further details, please see “*Our Management*”, “*Our Business – Our Strengths – Experienced Promoters with a legacy of industry presence demonstrating execution capabilities*”, “*Our Business – Human Resource*” and “*Our Management – Key Managerial Personnel and members of Senior Management*” on pages 248, 220, 230 and 262, respectively. As of May 31, 2025, we had 953 permanent employees and 95 contract labourers. For further details, please see “*Our Business – Human resources*” on page 230.

We believe our employees and personnel are one of our most important assets and critical to maintaining our competitive position in our industry, and the success of our operations depends on availability of workforce and maintaining good relationship with them. Set forth below are details regarding our employees in the corresponding period/years:

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Total no. of permanent employees	936	839	686	644
Attrition rate of our permanent employees (%)*	34.19	44.46	39.07	51.86
No. of KMPs and SMPs	NA**	NA**	NA**	NA**

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Attrition rate of our KMPs and SMPs (%)*	NA**	NA**	NA**	NA**

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

**Not Applicable

Our future performance will depend largely on our ability to retain the continued service of our Promoters, Directors, Key Managerial Personnel, Senior Management and our workforce. If one or more of our Promoters, Directors, Key Managerial Personnel, Senior Management or key employees are unable or unwilling to continue their services with us, we might not be able to replace them easily, in a timely manner, or at all, and our business, financial condition and results of operations could be adversely affected. In the event of shortage of skilled/ unskilled personnel or work stoppages caused by disagreements with work force could have an adverse effect on our business, results of operations, cash flows and financial condition. While we have not experienced any major prolonged disruption in our business operations due to strikes, disputes or other problems of similar nature with our work force during the nine months period ended December 31, 2024 and preceding three Fiscals, there can be no assurance that we will not experience any such disruption in the future.

10. If we are unable to collect customer receivables, it may affect our cash flows and results of operations.

While, we offer our products across diverse industries, however if any of our clients is exposed to financial difficulties or insolvency, the loss or delay in payments from a major client could negatively affect our working capital, cash flow, and overall financial stability. We typically provide our customers with pre-determined credit periods from the date of delivery, as part of our standard payment terms. While we generally limit the credit we extend to our customers based on their financial condition and payment history, we may still experience losses because of a customer being unable to pay. We have not faced delays in payments from our major clients during the nine months period ended December 31, 2024 and in the last three Fiscals, however we cannot assure you that we will not have any such incidences in future. As a result, there is a risk that our estimates may not be accurate. As at December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, our trade receivables were ₹ 1,133.90 million, ₹ 692.46 million, ₹ 776.49 million and ₹ 645.03 million, respectively which accounted for 15.22%, 7.87%, 8.97% and 10.43% of our Revenue from Operations, respectively. Any increase in our receivable turnover days will negatively affect our business. If we are unable to collect customer receivables, it could have a material adverse effect on our business, financial condition, cash flows and results of operations.

Our working capital requirements may increase if the payment terms in purchase orders received include reduced or zero advance payments or longer payment schedules, or if there is delayed realization from our customers. We usually deal with well-known customers, use bill discounting facility and offer cash discounts to our customers to reduce such risks.

11. Our products are subject to certain quality requirements and standards, any failure to comply with quality standards may adversely affect our business prospects, cash flows and financial performance, including cancellation of existing and future orders.

Our products and manufacturing processes are subject to certain quality standards. Any failure on our part to maintain applicable standards and manufacture products according to prescribed quality specifications, may lead to cancellation of the order, loss of customers or rejection of the product, which could have an adverse impact on our business prospects and financial performance.

The quality of our products is critical to the success of our business, and is dependent upon efficient implementation and application of our quality control policy and guidelines. Quality defects resulting from errors and omission may result in customers cancelling current or future orders for which we may have to incur additional costs for replacing defective products as well as conducting product recalls and paying liability claims. In order to mitigate the risks, we have a quality laboratory along with a dedicated quality assurance team to maintain our quality standards adequately, and for which testing procedures are conducted at various stages. Our sales return constituted 0.25%, 0.19%, 0.22% and 0.11% of our total revenue during the nine month period ended December 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively, indicating low level of products returns. While, we have not faced any material instances of failure to comply with applicable quality standard during the nine months period ended December 31, 2024 and in the last three Fiscals, any significant failure or deterioration of our quality control system in the future could result in defective or substandard products, which, in turn, may result in delays in the delivery

of our products and the need to replace defective or substandard products. For details in relation to the quality control measures adopted by us, see “Our Business – Quality control” on page 227.

12. We currently receive benefits under certain schemes issued by the Government. Cancellation or our inability to meet the conditions under such schemes may result in adversely affect our business operations, cash flows, results of operations and financial condition.

Our Manufacturing Facility is eligible for availing benefits such as, reimbursement of State Goods and Services Tax (SGST), capital investment subsidies and interest subsidies, among others, under the Industrial Investment and Employment Promotion Policy, 2017 and the Industrial Investment and Employment Promotion Policy, 2022 of the Government of Uttar Pradesh, owing to our qualification as a ‘Mega Unit’, on SGST payable on sale of finished goods for a period of 8 years. The incentives and benefits shall be available to our Company subject to the conditions prescribed in the Policy. We also avail certain export benefits provided by the Government of India, which include duty drawback and incentives under the Remission of Duties and Taxes on Exported Products (“RoDTEP”) scheme. For further details, see “Our Business – Our Strategies – Capitalising on favourable macro policy initiatives” on page 223. The availability of these benefits is subject to our continued compliance with specified operational criteria, including capital investment thresholds, employment generation commitments, environmental clearances, periodic reporting, and the submission of requisite statutory certifications. Additionally, we also benefit from the credits under the Extended Producer Responsibility (EPR) program introduced under the Plastic Waste Management Rules, 2016. By leveraging these credits, we recorded cost savings of ₹ 15.79 million aggregating to 0.21% of our revenue from operations as of December 31, 2024. Any reduction, withdrawal, or discontinuation of these government incentives, whether due to amendments to existing policies, future policy changes, or superseding regulations, may materially affect our result of operations. Additionally, any failure on our part to comply with the eligibility criteria or operational and reporting requirements prescribed under the policy frameworks could render us ineligible for these benefits. Consequently, any such development may have a material adverse effect on our business operations, profitability, and future growth prospects.

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

Our Company is required to pay certain statutory dues including provident fund contributions and employee state insurance contributions as indicated in the tables below for the periods indicated:

Nine months period ended December 31, 2024:

(₹ in million)

Nature of Payment	No. of employees	Total dues	Paid	Unpaid
Employee state insurance	518	3.10	3.10	-
Gratuity	-	-	-	-
Provident fund	294	7.22	7.22	-
Tax deducted at source on salary	71	25.61	25.61	-
Tax deducted at source on other than salaries	NA*	15.67	15.67	-
Tax collected at source	NA*	0.32	0.32	-
Goods and Service Tax	NA*	858.70	858.70	-

*Not Applicable

Fiscal 2024:

(₹ in million)

Nature of Payment	No. of employees	Total dues	Paid	Unpaid
Employee state insurance	514	3.75	3.75	-
Gratuity	-	-	-	-
Provident fund	301	9.41	9.41	-
Tax deducted at source on salary	70	27.23	27.23	-
Tax deducted at source on other than salaries	NA*	25.72	25.72	-
Tax collected at source	NA*	0.68	0.68	-
Goods and Service Tax	NA*	1,024.03	1,024.03	-

*Not Applicable

Fiscal 2023:

(₹ in million)

Nature of Payment	No. of employees	Total dues	Paid	Unpaid
Employee state insurance	442	2.97	2.97	-
Gratuity	-	-	-	-
Provident fund	318	9.00	9.00	-
Tax deducted at source on salary	51	15.19	15.19	-
Tax deducted at source on other than salaries	NA*	30.06	30.06	-
Tax collected at source	NA*	0.49	0.49	-
Goods and Service Tax	NA*	956.67	956.67	-

*Not Applicable

Fiscal 2022:

(₹ in million)

Nature of Payment	No. of employees	Total dues	Paid	Unpaid
Employee state insurance	425	2.58	2.58	-
Gratuity	-	-	-	-
Provident fund	390	10.27	10.27	-
Tax deducted at source on salary	45	11.80	11.80	-
Tax deducted at source on other than salaries	NA*	17.37	17.37	-
Tax collected at source	NA*	1.05	1.05	-
Goods and Service Tax	NA*	551.57	551.57	-

*Not Applicable

Note: As certified by our Statutory Auditors by way of their certificate dated June 26, 2025.

If we are unable to pay our statutory dues on time or in future, we could be subjected to penalties which could impact our financial condition and results of operations.

14. Certain entities forming part of our Promoter Group and Group Companies are in the same line of business as us. Any real or potential conflicts of interest that may arise in this regard may materially adversely impact our business, financial condition, results of operations and cash flows.

Our Directors and Promoters, Rajesh Jain and Rajeev Jain, currently serve as directors and shareholders in one of our Group Companies, Garg Duplex and Paper Mills Private Limited, which is engaged in a line of business similar to that of our Company. For further details, please see, “Our Group Companies- Nature and extent of interest of our Group Companies” on page 273. Further, certain of our Promoter Group entities, namely, Aroma Craft and Tissues Private Limited, Shri Veer Balaji Paper Mills and Accurate Multilayer Papers LLP are engaged in business activities similar to those of our Company. Our Group Company, Shree Rama Newsprint Limited was previously engaged in manufacturing of paper, and presently engaged in manufacturing of packaged drinking water, and the enabling provisions under its constitutional documents continue to permit engagement in paper manufacturing. Further, Garg Duplex and Paper Mills Private Limited, Aroma Craft and Tissues Private Limited, Shri Veer Balaji Paper Mills and Accurate Multilayer Papers LLP also manufacture paper on a limited scale as compared to our Company. There can be no assurance that these Promoter Group entities and Group Companies will not expand their operations or re-enter the segments in which we operate, which may increase competition and adversely impact our business, results of operations and market position. This could potentially lead to conflict of interest situations in the future. Although our Company proposes to adopt appropriate internal policies and procedures, as well as adhere to applicable legal and regulatory guidelines to address any such eventualities.

There have been no such incidences of conflict in the past but any escalation of operations by our Group Companies or Promoter Group entities in overlapping product segments could result in adverse consequences for our business. Furthermore, while we currently operate independently from these group entities, the potential for future competition remains an inherent risk to our market positioning, growth prospects, and profitability. Although, the current business activities of these Group Companies or Promoter Group entities do not materially affect our operations, the possibility of future business expansion in similar product categories continue to pose a potential competitive risk to our business operations.

15. ***There have been instances of non-compliances under the Companies Act, due to inadvertent errors in the regulatory filings by us in the past, and we have filed a suo moto adjudication application with the RoC for these non-compliances.***

Our Company has, on its own initiative, filed an adjudication application with the RoC on June 6, 2025, seeking adjudication of certain non-compliances under the Companies Act. These non-compliances pertain to certain inadvertent clerical errors in the attachments to the Forms AOC-4 and MGT-7 filed with the RoC during the period from Fiscal 2015 to Fiscal 2023. Our Company has prayed for the amount of penalty and/or other cost, if any, be waived as the default is technical in nature and was caused without any mala-fide intention on the part of our Company. The outcome of this application remains uncertain, and the RoC may impose penalties or take other corrective actions pursuant to Section 454 of the Companies Act.

There can be no assurance that the RoC will accept the adjudication application or that the penalties, if imposed, will be minimal. Any adverse decision could impact our Company's reputation, financial position, and compliance standing, which may, in turn, affect investor confidence and our Company's business operations.

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

In terms of applicable laws, we require various statutory and regulatory permits, licenses, registrations, certifications, consents and approvals to carry out our business and operations (cumulatively, the "Approvals"). A majority of these Approvals are granted for a limited duration and are required to be periodically renewed. We cannot assure you that such Approvals will be issued or granted to us in a timely manner, or at all. If we do not receive these Approvals or if we are unable to renew the Approvals in a timely manner, or at all, our business and operations may be adversely affected. While there have been no instances of failure to obtain or renew Approvals in the past, any such instances in the future could affect our operations. For details of material Approvals applied for, but not received by our Company, see "Government and Other Statutory Approvals - Material approvals applied for but not yet received by our Company" on page 376.

Moreover, the Approvals are subject to numerous conditions and there can be no assurance that these Approvals will not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Suspension or revocation of the Approvals by the relevant regulatory authority, could impair our Company's operations and, consequently, have an adverse effect on our business, cash flows and financial condition. Our Company may also be liable to monetary penalties and concerned officers in default may be subject to imprisonment. For details in relation to alleged non-compliances and consequent penalties levied on us and the status of proceedings initiated against us by regulatory authorities, see "Outstanding Litigation and Material Developments – Litigation involving our Company - Outstanding actions by regulatory and statutory authorities" on page 368. We cannot assure you that these matters will be decided in our favour and there will be no such instances of failure in the future, which could adversely affect our business. 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 and may impact the viability of our current business or restrict our ability to grow our business in the future.

17. ***There are certain outstanding legal proceeding involving our Company and our Promoter Directors. Any adverse outcome in such proceeding may have an adverse impact on our reputation, business, results of operations, cash flows and financial condition.***

There are certain taxation and regulatory proceedings involving our Company and outstanding regulatory proceedings involving our Promoter Directors. The following table sets forth a summary of the litigation proceedings involving our Company, Directors and our Promoters in accordance with the Materiality Policy. For further details of such outstanding legal proceedings, see "Outstanding Litigation and Material Developments" beginning on page 367.

Name of entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Other material proceedings	Aggregate amount involved* (₹ in million)
Company						

Name of entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Other material proceedings	Aggregate amount involved* (₹ in million)
By our Company	Nil	Nil	Nil	NA	Nil	Nil
Against our Company	Nil [#]	6	3 [#]	NA	Nil	46.69
Promoters						
By our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against our Promoters	Nil [#]	Nil	1 [#]	Nil	Nil	Unascertainable

**To the extent ascertainable and quantifiable*

One of the statutory proceedings initiated against our Company and the Promoter Directors is also criminal in nature.

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

- 18. Certain of our historical corporate and secretarial records are not traceable. We cannot assure you that regulatory proceedings or actions will not be initiated against us in the future which may impact our financial condition and reputation and we will not be subject to any penalty imposed by the competent regulatory authority in this regard.**

One of the historical and corporate secretarial records, i.e. Form-5 for increase in share capital from ₹ 20,000,000 to ₹ 30,000,000 is not traceable in our records, despite conducting internal searches. In relation to the same, we have relied on the certificate dated June 26, 2025 from Ravi Shankar & Associates, Company Secretaries (having membership number 11987), reviewed the corporate filings made, and records maintained by our Company. In this regard, we have intimated RoC about the non traceable of the missing records vide our letter dated June 27, 2025. Further, while there have been no regulatory proceedings or actions initiated against us in relation to the aforementioned non-availability of the corporate records, we cannot assure you that any legal proceedings or regulatory actions will not be initiated against our Company in future or that we will not be subject to any penalty imposed by any competent regulatory authority in this respect.

- 19. We are dependent on third parties for the transportation and timely delivery of our products to customers. Any failure by or loss of a third party transport service provider could result in delays and increased costs, which may adversely affect our business.**

We rely on third parties for the transportation services for the timely delivery of our products to our customers. The following table provides our freight and forwarding expenses and as a percentage of revenue from operations for the periods indicated:

Particulars	Nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ in million)	% of Revenue from Operations	Amount (₹ in million)	% of Revenue from Operations	Amount (₹ in million)	% of Revenue from Operations	Amount (₹ in million)	% of Revenue from Operations
Freight and forwarding	85.16	1.14	106.22	1.21	104.03	1.20	68.10	1.10

We use different modes of transportation for our domestic and overseas operations. We engage third-party logistic service providers to support our transportation requirements. Majority of our customers have adopted a just-in-time procurement model, requiring timely delivery of products aligned with their production schedules. In the event, the

third party logistic service providers are unable to offer their services in a timely manner or at all, we may be unable to honor our delivery commitment, loss or cancellation of orders. In order to mitigate risk relating to dependence

on transportation providers, we generally maintain alternative service providers, to ensure business continuity and timely execution of orders. Further, we also maintain cargo insurance coverage for goods in transit for securing losses resulting from damage, theft, pilferage, or loss of goods during transportation. The coverage provided under the said insurance policy is limited to a certain amount, and is subject to exclusions such as, mould or similar damage or bending, end damages, etc. If we are unable to arrange for alternate service providers at an acceptable cost, or claim losses under our insurance cover, our business, cash flows, financial condition, results of operations and reputation may be adversely affected. While, the aforementioned events, have not materially occurred in the nine months period December 31, 2024 and the preceding three Fiscals, however occurrence of any such events, may have a material impact on our business, results of operations and financial condition.

20. Our Manufacturing Facility is dependent on adequate and uninterrupted supply of electricity and water. Any shortage or disruption in electricity or water supply may lead to disruption in operations, higher operating cost and consequent decline in our operating margins.

The paper industry is heavily dependent on water, the estimated consumption of water in the paper industry vary from 30 cubic meter per ton to 60 cubic metre per ton with the usage varying as per type and the raw materials used (Source: CRISIL Report). Our Company's operations similarly require significant quantities of water for various stages of production. While our Company has obtained valid no-objection certificates ("NOCs") from the Ministry of Jal Shakti, Government of Uttar Pradesh, for the extraction and use of groundwater through the sinking of new and existing wells for industrial purposes, our continued operations remain dependent on the availability of adequate water resources and the renewal of such permissions. For further details, please see, "Government and Other Statutory Approvals in India – "Material Approvals in relation to our Company's manufacturing activities" on page 372. Any future changes in environmental regulations, restrictions on groundwater usage, withdrawal of existing permissions, or the imposition of additional conditions could adversely impact our ability to access necessary water resources. Such developments could disrupt our manufacturing processes, increase operational costs, and materially affect our business, financial condition, and results of operations.

Our Company has developed in-house captive power infrastructure comprising a waste-to-energy boiler, coal-fired boiler and anaerobic digester. Additionally, our Company has entered into a power purchase agreement with Fourth Partner Solar Power Private Limited for the procurement of solar energy. For further details, please see, "Our Business" - "Sustainability Initiatives" on page 212 and "History and Certain Corporate Matters - Key terms of other subsisting material agreements" on page 246. While these arrangements allow us to meet a substantial portion of our operational power requirements through captive and renewable sources, any unexpected disruption, regulatory change, or operational shortfall in our captive or contracted power supply could adversely affect our production processes, increase operational costs, and negatively impact our business, financial condition, and results of operations. Set forth below are our utilities expenses in the nine months period ended December 31, 2024 and the three preceding Fiscals:

Particulars	Nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ in million)	% of total expenses	Amount (₹ in million)	% of total expenses	Amount (₹ in million)	% of total expenses	Amount (₹ in million)	% of total expenses
Power expense	28.17	0.44	32.15	0.41	51.74	0.67	12.11	0.21

Owing to the energy-intensive nature of our manufacturing operations, any fluctuation in energy price or failure of our current running boilers and anaerobic digester could impact our results of operations. Any failure on our part to obtain alternate sources of electricity, fuel, in a timely manner, and at an acceptable cost, may cause a slowdown or interruption to our production process and have an adverse effect on our business, results of operations, cash flows and financial condition. While we have not faced any such instances in the nine months period ended December 31, 2024 and during the last three Fiscals, any disruption in the supply of energy and utilities in the future, could prevent us from meeting our contractual commitments, thereby impacting our business and financial results.

21. We do not own certain premises used by our Company. In the event we lose or are unable to renew such leasehold rights, our business, financial condition, cash flows and results of operations may be adversely affected.

We do not own certain premises used by our Company. While we have entered into agreements for these premises, the continuity of our operations, is dependent on the renewal and enforceability of these lease arrangements.

The table below provides details of our leased properties:

Sr. No.	Location	Primary Purpose	Lessor Name	Relationship of the Lessor with our Company	Tenure of the lease	Lease Rent per month* (₹ in million)
1.	Khasra no. 898-890, Village-Makhiyali, 9 TH KM Bhopa Road, Muzaffarnagar, Uttar Pradesh, India.	Commercial Purpose	Akshay Jain	Promoter and Managing Director	11 months from May 1, 2025 to April 30, 2026	0.03
2.	Khasra no. 886,887,889 Village - Makhiyali, 9 TH KM Bhopa Road, Muzaffarnagar, Uttar Pradesh, India.	Commercial Purpose	Vibha Jain	Promoter Group	11 months from May 1, 2025 to April 30, 2026	0.03
3.	8.5 Km, Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	Manufacturing activities	Garg Duplex and Paper Mills Private Limited	Promoter Group and Group Company	11 months from June 2, 2025 to May 1, 2026	3.30
4.	Plot No. A-12, Mathura Road, Mohan Cooperative Industrial Estate, New Delhi, South East Delhi – 110044, Delhi, India	Branch Office (Procurement office)	MKJ Manufacturing Private Limited	N.A.**	11 months from lease commencement date i.e., February 03, 2025 to January 2, 2026	0.02

*The disclosed lease rental is applicable as on the date of filing of this Draft Red Herring Prospectus. The lease rent amounts are subject to escalation in accordance with the terms of their respective agreements.

** Not Applicable

For further details in relation to our properties see "Our Business - Properties" on page 231.

In the event that we are required to vacate our current premises, we would need to make alternative arrangements for our office and facilities, and we cannot assure that the new arrangements will be on commercially acceptable terms. If we have to relocate our business operations during this period, we may suffer a disruption in our operations or have to pay increased charges. While we have not faced any such incidents in the past, any such incident in future could have an adverse effect on our business, prospects, results of operations and financial condition.

Additionally, if we are unable to renew the lease or the license or relocate on commercially suitable terms, it may have a material adverse effect on our business, cash flows, results of operation and financial condition. Further, our lease agreements may not be adequately stamped or registered, and we may not be able to enforce them in a court of law in case there is any dispute with a counter-party. While we have not faced such disputes in the past, any such incident in future could have an adverse effect on us and we may not be able to utilize the underlying property which may have an adverse effect on our business, prospects, results of operations and financial condition.

22. We procure raw materials packing material, coal and consumables from certain members of our Promoter Group and Group Companies. Termination of such arrangement, or non-performance of obligations under such arrangement, may impact our business, financial condition, cash flows and results of operations.

In addition to our other suppliers, our Company procures raw material, packing material, coal and consumables from members of our Promoter Group, namely, Revati Flexibles, Accurate Multilayer Paper LLP and Sainson Enterprises, and from two of our Group Companies, Garg Duplex and Paper Mill Private Limited and Shree Rama

Newsprint Limited. Set forth below are details regarding raw material, packing material, consumables and coal obtained from our Promoter Group members and Group Companies in the corresponding periods:

(₹ in million, except %)

Particulars	For the period / Fiscals			
	Nine months period ended December 31, 2024	2024	2023	2022
Raw Material procured from certain of our Promoter Group members and Group Companies	18.43	12.80	244.10	3.45
Packing Material procured from certain of our Promoter Group members and Group Companies	22.96	29.22	21.22	20.86
Coal and other consumables procured from certain of our Promoter Group members and Group Companies	0.78	9.25	63.06	8.18
Total transactions	42.17	51.27	328.38	32.49
Total transactions as a percentage of total purchases (other than stock in trade) (%)	0.79	0.75	5.04	0.64

We undertake business with such entities through purchase orders and do not enter into definite-term agreements. Should we face any such conflicts in the future, there is no guarantee that they will be resolved in our favour. The transactions with our related parties have been conducted in the ordinary course of business, in accordance with the provisions of applicable laws and on an arm's length basis and have not been prejudicial to the interests of our Company. While, as of date of this Draft Red Herring Prospectus, there are no material conflicts, any future conflicts could have a material adverse effect on our business, results of operations and financial condition. For further details, also see “*Restated Financial Information– Note 41 – Related Party Disclosure*” and “*Our Group Companies – Other Confirmations*” on pages 324 and 274, respectively.

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

We have entered into transactions with related parties in the past and from, time to time, we may enter into related party transactions in the future. These transactions principally include and are in the nature of remuneration paid, loan taken, interest on loan taken, rent, purchase and sale of goods, among others. A summary of our transactions with related parties is set out below:

(in ₹ million, except %)

Particulars	For the nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Total related party transactions	169.99	175.56	347.54	132.79
Total Related Party Transaction as a percentage of Revenue from Operations (%)	2.28	2.00	4.01	2.15

Please also see ‘*Summary of Offer Documents –Summary of Related Party Transactions*’ and ‘*Restated Financial Information – Note 41 - Related Party Disclosures*’ on pages 32 and 324, respectively.

24. We intend to undertake capital expenditure at our existing Manufacturing Facility and such expansion will be subject to the risks of unanticipated delays in implementation and cost overruns.

We intend to undertake capital expenditure at our Manufacturing Facility by way of (i) installation of a 14 MW waste-to-energy captive power plant; (ii) installation of compressed bio gas plant; (iii) enhancement of rewinder and sheeter machine capacities; and (iv) construction of in-house warehouses. This proposed expansion effectively positions us to capitalize on new opportunities across various geographies and cater to a wider customer base by leveraging our integrated operations and operational efficiencies. For further details, see “*Objects of the Offer*” on page 123.

Such expansion is subject to various regulatory approvals and may encounter regulatory, personnel and other difficulties that could potentially delay the process and result in an increase in capital expenditure. These difficulties may relate to construction delays, labour shortages, issues with procurement of equipment, increase in cost of equipment or manpower, the possibility of unanticipated future regulatory restrictions, delays in receiving governmental, statutory and other regulatory approvals, increase in pre-operating expenses, taxes and duties, increase in interest and finance charges, working capital margin and other factors beyond our control. There can be no assurance that the expansion will be completed in a timely manner, or within our budgeted capital expenditure and other costs. Further, there can be no assurance that we will be able to fully execute proposed expansion.

In addition, we may not be able to achieve the intended economic benefits of such proposed new expansion and may not be able to achieve the intended or proposed capacity utilization of our facility, which in turn may materially and adversely affect our financial condition, results of operations, cash flows, and prospects.

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

Our Company had negative cash flows from our operating activities, investing and financing activities as per the Restated Financial Information and the same are summarized as under:

(₹ in million)

Particulars	For the nine months period ended December 31, 2024	For the Fiscals		
		2024	2023	2022
Net cash flow generated from/ (utilized in) operating activities (A)	1,087.10	(240.56)	748.10	132.78
Net cash flow generated from/ (utilized in) investing activities (B)	(1,233.33)	(476.12)	(265.52)	(78.30)
Net cash flow generated from/ (utilized in) financing activities (C)	(3.96)	831.26	(566.17)	50.73
Net (decrease) / increase in cash & cash equivalents (A+B+C)	(150.19)	114.58	(83.59)	105.21

We may experience negative cash flows in the future as well. Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. This situation may have an adverse effect on our cash flows, business, future financial performance and results of operations. For more information, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page 341.

26. The nature of our business requires us to maintain sufficient inventories. If we are unable to maintain an optimal level of inventory, including due to changes in consumer demands, our business, results of operations and financial condition may be adversely affected.

The success of our business depends upon our ability to anticipate and forecast customer demand and trends. Any error in our forecast could result in either surplus stock, which we may not be able to sell in a timely manner, or under stocking, which could affect our ability to meet customer demand. We are also subject to the risks associated with changes in market demand, shifting consumer preferences, and the ability to identify and adapt to consumer tastes. If we misjudge the demand for our products or fail to anticipate a shift in consumer preferences, we may be left with inventory that is difficult to sell, leading to a reduction in revenues.

An optimal level of inventory is important to our business as it allows us to respond to customer demand effectively and to maintain range of paper-based products and paper-based packaging solutions. We plan our inventory and estimate our sales based on the forecast, demand and requirements of our customers. Set out below are the details of our inventory for the corresponding periods:

Particulars	For the nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ in million)	% of current assets	Amount (₹ in million)	% of current assets	Amount (₹ in million)	% of current assets	Amount (₹ in million)	% of current assets
Inventory	1,179.96	29.31	1,217.13	33.77	862.94	29.52	810.50	36.20

As we plan to expand our paper-based product offerings, we expect to include a wider variety of products in our inventory, which will make it more challenging for us to manage our inventory and logistics effectively. We cannot guarantee that our inventory levels will be able to meet the demands of customers, which may adversely affect our sales. While there have been no such instances in the in the nine months period ended December 31, 2024 and in the last three Fiscals and, however, there can be no assurance that such instances will not occur in the future.

Any of the above may materially and adversely affect our results of operations and financial condition. Further, a decline in demand for our products or a misjudgment on our part regarding the nature in demand could lead to an increased market acceptance of our competitors' products or may result in the substitution of our products in the market, which could lead to us having lower sales and excess inventory, which may necessitate us to sell this excess inventory at cost price / lower than cost price.

27. A downgrade in our credit rating could adversely affect our ability to raise capital in the future.

Our Company has received CRISIL A/Stable/CRISIL A1 credit rating from CRISIL Ratings Limited pursuant to its last rating rationale dated June 26, 2025 in relation to certain of our borrowings. Our credit ratings, which are intended to measure our ability to meet our debt obligations, are a significant factor in determining our finance costs. The interest rates of certain of our borrowings may be significantly dependent on our credit ratings.

The table below sets out the credit ratings in relation to our borrowings:

Particulars	Rating	Amount (in ₹ million)
Long term	CRISIL A/Stable	4,300
Short term	CRISIL A1	

While there have not been any previous instances where our credit rating was downgraded, a future downgrade of our credit ratings would likely increase our cost of borrowing and adversely affect our business, financial condition, results of operations, reputation and prospects.

28. Our contingent liabilities could materially and adversely affect our business, results of operations and financial condition.

Our contingent liabilities as per our Restated Financial Information for the periods indicated are as follows:

(₹ in million)

Particulars	For the nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
<i>Contingent Liabilities</i>				
i. Claim against the Company not acknowledged as debt				
- Income Tax	23.63	-	-	-
- Goods and Services Tax	6.73	-	-	-
- Others	16.33	16.33	16.33	-
ii. Guarantees excluding financial guarantees				
- Letter of credit issued	-	-	-	-
- Bank guarantee issued	138.84	53.84	42.41	36.74
iii. Other money for which the Company is contingently liable	-	-	-	-

Most of the liabilities have been incurred in the normal course of business. If these contingent liabilities were to fully materialize or materialize at a level higher than we expect, it may materially and adversely impact our business, results of operations and financial condition.

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

Our current growth strategies include (i) capturing market opportunities in the growing paper industry and increasing wallet share in value added products by enhancing our production capacities; (ii) expanding client base by increasing our global footprint; (iii) continuing to invest in our ESG initiatives by adopting sustainable practices; and (iv) capitalising on favourable macro policy initiatives.

For further details, see “*Our Business – Our Strategies*” on page 221.

The global paper industry is expected to grow at a CAGR of 1-2% from CY24-CY29 (Source: CRISIL Report), primarily due to increasing digitalization, environmental concerns, and shifting consumer preferences. In light of this subdued industry outlook, our plans to expand our client base within international markets may face significant challenges. While we have intended to leverage emerging opportunities in global packaging and specialty paper segments to increase our export footprint, the constrained growth in international demand could limit our ability to successfully acquire new clients or secure sustained orders in overseas markets. This may adversely impact our business expansion strategy, growth prospects, and future revenue contributions from exports.

Our business strategy includes capitalizing on various government initiatives, industrial policies, and incentive schemes to support our capacity expansions, operational efficiencies, and sustainability initiatives. While these benefits enhance our competitiveness and financial viability, any reduction, withdrawal, or adverse modification of such government incentives or delays in their disbursement could materially impact our financial performance, and growth plans. Additionally, our eligibility to continue availing these benefits is subject to ongoing compliance with operational, environmental, and regulatory requirements, any deviation from which may result in the loss of such incentives.

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

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

Our manufacturing processes are labour intensive in nature, which makes us prone to labour shortage due to reasons such as labour availability, pandemics such as COVID- 19 etc., which may affect our ability to manufacture and deliver our products on time. Further, if we are unable to negotiate with the labour, it could result in work stoppages or increased operating costs due to higher than anticipated wages or benefits. During periods of shortages in labour, we may not be able to deliver or manufacture our products according to our previously determined time frames, at our previously estimated product costs, or at all, which may adversely affect our business, results of operations, cash flows and reputation.

As of May 31, 2025, we had a total of 953 employees and 95 contract laborers. For details, see “*Our Business – Human Resources*” on page 230. There can be no assurance that we will not experience any disruptions in our operations due to any disputes with our employees, strike or work stoppage in the future. While we have not faced any such instance in the nine months period ended December 31, 2024 and in the last three Fiscals, however, occurrence of such instances in the future could have an adverse effect on our business, financial condition, cash flows and results of operations.

We are also subject to a number of stringent labour laws that protect the interests of workers, including legislation that sets forth detailed procedures for dispute resolution and employee removal and legislation that imposes financial obligations on employers upon retrenchment. For further details see, “*Key Regulations and Policies in India*” on

page 234. If labour laws become more stringent, it may become more difficult for us to maintain flexible human resource policies, discharge employees or downsize, any of which could have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.

In addition, we have entered into contracts with independent contractors under the Contract Labour (Regulation and Abolition) Act, 1970, for engaging contract labour for performance of certain of our ancillary operations in India. Although our Company does not engage these laborers directly, we may be held responsible for any wage payments to be made to such laborers in the event of default by such independent contractors. While we have not faced any such instances during the nine months period ended December 31, 2024 and in the last three Fiscals, any requirement to fund their wage requirements in the future may have an adverse impact on our results of operations and financial condition. If we are unable to renew the contracts with our independent contractors at commercially viable terms or at all, our business, financial condition, results of operations and cash flows could be materially and adversely affected.

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

As of June 20, 2025, we had total outstanding borrowings of ₹ 2,743.01 million. For further information, see “*Financial Indebtedness*” on page 338. Our financing agreements may contain restrictive covenants that limit our ability to undertake certain types of transactions, as set forth below, any of which could adversely affect our business and financial condition. An indicative list of such restrictive covenants is disclosed below:

- (a) Issuing any further share capital whether on a preferential basis or otherwise or changing our capital structure in any manner whatsoever;
- (b) Changing the composition of our Board of Directors and/or management set-up;
- (c) Entering into any scheme of merger, amalgamation, de-merger, re-arrangement, reorganization, compromise or reconstruction by our Company or investing in third parties;
- (d) Effecting any change in the control or ownership or management of our Company; and
- (e) Making any amendments in the constitutional documents of our Company.

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

Any failure to comply with a covenant under our financing agreements may also trigger cross default and cross acceleration provisions under certain of our other financing agreements and may adversely affect our ability to conduct our business. It is possible that we would not have sufficient funds upon such an acceleration of our financial obligations to pay the principal and interest in full. Our future borrowings may also contain similar or more onerous covenants. For further information, see “*Financial Indebtedness*” on page 338.

32. *Our Company has availed unsecured borrowing which is repayable on demand.*

As of June 20, 2025, our Company had outstanding unsecured borrowings that amounted to ₹ 229.42 million. Since these loans are unsecured, it does not require any collateral, and is repayable on demand. Any unforeseen demand for immediate repayment could adversely affect our Company's liquidity, cash flow, and financial stability. A significant disruption in our ability to manage or refinance these liabilities may also impact our operations and overall financial health. For further details of unsecured loans of our Company, please refer “*Financial Indebtedness*” and “*Restated Financial Information*” on pages 338 and 276, respectively.

33. *We are exposed to foreign currency fluctuation risks, particularly in relation to our foreign currency loans, import of raw materials and export of products, which may adversely affect our results of operations, financial condition and cash flows.*

Our Company has taken loans in foreign currency and is exposed to foreign exchange risk arising from foreign currency transactions. For further details, see “*Financial Indebtedness*” on page 338. In addition, some of our revenues come from exports and a part of our raw material is imported, both of which involves dealing in foreign exchange. The details of our revenue from our domestic and export sales during the nine months period ended December 31, 2024 and in Fiscals 2024, 2023 and 2022 is as follows:

Particulars	For the nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ in million)	% of Revenue from Operations	Amount (₹ in million)	% of Revenue from Operations	Amount (₹ in million)	% of Revenue from Operations	Amount (₹ in million)	% of Revenue from Operations
Domestic Sales	7,273.69	97.61	8,562.56	97.35	8,199.58	94.68	5,375.26	86.89
Export Sales	177.87	2.39	233.29	2.65	460.40	5.32	811.28	13.11
Revenue from Operations	7,451.56	100.00	8,795.85	100.00	8,659.98	100.00	6,186.54	100.00

Further details of our domestic and import purchase of raw materials during nine months period ended December 31, 2024 and in Fiscals 2024, 2023 and 2022 is as follows:

Particulars	For the nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount (₹ in million)	% of purchase of raw material	Amount (₹ in million)	% of purchase of raw material	Amount (₹ in million)	% of purchase of raw material	Amount (₹ in million)	% of purchase of raw material
Imported raw material	1,931.96	55.23	3,397.93	72.40	2,629.16	61.60	1,845.66	54.74
Domestic raw material	1,566.37	44.77	1,295.02	27.60	1,638.98	38.40	1,526.23	45.26
Purchase of Raw Material	3,498.33	100.00	4,692.95	100.00	4,268.14	100.00	3,371.89	100.00

In case if we are not able to procure raw material in desired volume through imports due to any economic, political or other reasons, it may adversely affect our result of operations.

Fluctuations in Indian Rupee against the USD and other foreign currencies may adversely affect our results of operations by increasing our costs or decreasing our realisations from foreign currencies. Such fluctuations could adversely affect our business, financial condition, results of operations and cash flows.

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

Our Company is planning to undertake capital expenditure at our Manufacturing Facilities by way of (i) installation of a 14 MW waste-to-energy captive power plant; (ii) installation of compressed bio gas plant; (iii) enhancement of rewinder and sheeter machine capacities; and (iv) construction of in-house warehouses. For further details, see “*Objects of the Offer*” on page 123.

While we have procured quotations from various vendors in relation to the proposed capital expenditure, we do not have any firm arrangements for any of them. For details, see “*Objects of the Offer*” on page 123. Such quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. We cannot assure you that we will be able to undertake such capital expenditure within the cost indicated by such quotations or that there will not be cost escalations. In the event of any delay in placing the orders, or an escalation in the cost of acquisition of the equipment or in the event the vendors are not able to provide the equipment in a timely manner, or at all, we may encounter time and cost overruns for our proposed capital expenditure. We have estimated the total cost of such capital expenditure to be incurred by our Company as ₹ 2,121.46 million out of which ₹ 1,546.40 million will be funded from the Net Proceeds. For further information including details regarding quotations obtained from vendors for the purchase of equipment and machinery, see “*Objects of the Offer*” on page 123. We cannot assure you that we will be able to place orders for such equipment and machinery, in a timely manner or at all.

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

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

We propose to utilize the Net Proceeds for the purposes described in “*Objects of the Offer*” on page 123. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act, 2013, and the applicable rules, and the SEBI ICDR Regulations, we cannot undertake any variation in the utilization of the Net Proceeds without obtaining the shareholders approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilization of the Net Proceeds, we may not be able to obtain the shareholders approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders approval may adversely affect our business or operations.

Further, our Promoters would be required to provide an exit opportunity to Shareholders who do not agree with our proposal to change the objects of the Offer or vary the terms thereof, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act, 2013 and the SEBI ICDR Regulations. Additionally, the requirement on Promoters to provide an exit opportunity to such dissenting Shareholders may deter the Promoters from agreeing to variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI.

In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Fresh Issue, if any, or vary the terms of any contract referred to in this Draft Red Herring Prospectus. This may restrict our Company’s ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business and results of operations.

36. *Industry information included in this Draft Red Herring Prospectus has been derived from an industry report prepared by CRISIL, exclusively commissioned and paid for by us for such purpose.*

We have availed the services of an independent third-party research agency, CRISIL, which is not nor has been engaged or interested in the formation or promotion or management of the Company and is not related in any manner to our Company, its Promoters, its Directors, its KMPs or Senior Management, its Group Companies or the BRLM and which has been appointed by our Company to prepare an industry report titled “*Assessment of Paper, Packaging & Packaged drinking water industry segments*” dated June 27, 2025 (“**CRISIL Report**”) prepared and issued by CRISIL, for purposes of inclusion of such information based on or derived from the CRISIL Report or its extracts

in this Draft Red Herring Prospectus to understand the industry in which we operate. The CRISIL Report is subject to various limitations and is based upon certain assumptions that are subjective in nature. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Red Herring Prospectus. The CRISIL Report is not a recommendation to invest/disinvest in any entity covered in the CRISIL Report should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. Accordingly, investors should read the industry related disclosure in this Draft Red Herring Prospectus in this context. A copy of the CRISIL Report shall be available on the website of our Company at www.silvertonindustries.com. See “Industry Overview” on page 153. For further details, including disclosures made by CRISIL in connection with the preparation and presentation of their report, see “Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation” on page 22.

- 37. Our funding requirements and proposed deployment of the Net Proceeds of the Fresh Issue have not been appraised by a bank or a financial institution, and the proposed utilization of Net Proceeds is based on, amongst others, our current business plan and management estimates, and if there are any delays or cost overruns, our business, cash flows, financial condition and results of operations may be adversely affected.**

We intend to use the Net Proceeds of the Fresh Issue for the purposes described in “Objects of the Offer” on page 123. The objects of the Offer and deployment of funds have not been appraised by any external agency or any bank or financial institution or any other independent agency. While our Company, has procured a Cost Assessment Report, in relation to the proposed capital expenditure, for which our Company proposes to utilize a portion of the Net Proceeds, such report is prepared based on information provided by us, including quotations received from vendors. Further, a monitoring agency will be appointed for monitoring utilization of the Net Proceeds, prior to the filing of the Red Herring Prospectus with the RoC, the proposed utilization of Net Proceeds is based on our current business plan, management estimates, prevailing market conditions and other commercial considerations, which are subject to change and may not be within the control of our management. Based on the competitive nature of our industry, we may have to revise our business plan and/ or management estimates from time to time and consequently our funding requirements may also change. Our internal management estimates may exceed fair market value or the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate our capital expenditure plans and may have an adverse impact on our business, financial condition, results of operations and cash flows.

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

- 38. Our Promoters have significant control over the Company and have the ability to direct our business and affairs; their interests may conflict with your interests as a shareholder.**

Currently, our Promoters collectively hold 57.47% of the pre-Offer issued, subscribed and paid-up equity share capital of our Company and upon completion of this Offer, our Promoters will collectively hold [●] % of the Equity share capital of our Company. As a result, our Promoters will have the ability to exercise significant influence over all matters requiring shareholders approval. Accordingly, our Promoters will continue to retain significant control, including being able to control the composition of our Board of Directors, determine decisions requiring simple or special majority voting of shareholders, undertaking sale of all or substantially all of our assets, timing and distribution of dividends and termination of appointment of our officers, and our other shareholders may be unable to affect the outcome of such voting. There can be no assurance that our Promoters will exercise their rights as shareholders to the benefit and best interests of our Company. Further, such control could delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company even if it is in our Company’s best interest. The interests of our Promoters could conflict with the interests of our other shareholders, and our Promoters could make decisions that materially and adversely affect your investment in the Equity Shares.

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

Our Company has applied for registration of our corporate logo ‘’, under class 16 of the Trade Marks Act, 1999 and the same is pending before the Registry of Trademarks. Accordingly, we do not have the statutory protection accorded to a registered trademark. For further details, see “Our Business – Intellectual

properties” on page 230.

As we expand our activities, we are also exposed to the risk that other entities may pass off their products as ours by imitating our name, packaging look and attempting to create counterfeit products. Any such activities may harm the reputation of our brand and sales of our products, which could in turn adversely affect our financial performance.

We rely on protections available under Indian law, which may not be adequate to prevent unauthorized use of our intellectual property by third parties. Furthermore, the application of laws governing intellectual property rights in India is uncertain and evolving, and could involve substantial risks to us. Notwithstanding the precautions we take to protect our intellectual property rights, it is possible that third parties may infringe on our rights, which may have an adverse effect on our business, results of operations and financial condition. Our inability to obtain or maintain our trademarks in our business, could adversely affect our reputation, goodwill, business prospectus, and results of operations.

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

We operate in a competitive business environment, where competition from both existing players and new entrants may exert significant pressure on our pricing, market positioning, and margins. This competition could adversely affect our operating margins, business growth, financial condition, and results of operations, potentially leading to a loss of market share. Please also see “Our Business - Competition” on page 230 for further details.

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

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

Our Promoters, Akshay Jain, Rajesh Jain and Rajeev Jain, have provided personal guarantees for our borrowings, amounting to ₹ 5,800 million and Rajeev Jain has provided an additional guarantee of ₹ 1.94 million as of December 31, 2024. If any of these guarantees are revoked, our lenders may require alternative guarantees or cancel such loans or facilities, entailing repayment of amounts outstanding under such facilities. If we are unable to procure alternative guarantees satisfactory to our lenders, we may need to seek alternative sources of capital, which may not be available to us at commercially reasonable terms or at all, or to agree to more onerous terms under our financing agreements, which may limit our operational flexibility. Accordingly, our business, financial condition, results of operations and prospects may be adversely affected by the revocation of all or any of the guarantees provided by our Promoters, in connection with our borrowings. For further information, see “Restated Financial Information” and “Financial Indebtedness” on pages 276 and 338, respectively.

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

We have obtained a number of insurance policies in connection with our operations including burglary risk insurance policy, insurance for motor car, plant and machinery insurance inter alia covering operational risks, and insurance policy for buildings, furniture, fittings and fixtures covering risks against fire, earthquake and terrorism. For further information, see “Our Business – Insurance” on page 230.

The table below sets forth our total insurance coverage as of the dates indicated:

Particulars	As of December 31, 2024	As of March 31, 2024	As of March 31, 2023	As of March 31, 2022
Insured assets (₹ million)	1,550.00	1,230.00	980.00	1,300.00
Percentage of total assets (%)	52.17	48.93	43.41	53.57

While we believe that the insurance coverage which we maintain would be reasonably adequate to cover the normal risks associated with the operation of our business, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. In the event of a loss, theft, or damage during transit, there is a possibility that our recovery through insurance may not fully compensate for the financial loss or cover the associated reputational damage. Additionally, the claims process can be time-consuming and may not fully restore the business to its previous position.

While in the nine months period ended December 31, 2024 and in the last three Fiscals, there have not been any instance of any claim exceeding the insurance cover, our insurance policies may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverage. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. Further, we do not maintain product liability insurance for our products. A product liability claim arising from quality concerns or any other reason, may adversely affect our brand image and lead to a loss of confidence of customers in our products, which may have an adverse effect on our reputation, business, results of operations, financial condition and cash flows. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and which is not covered by insurance or exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, cash flows and financial condition may be adversely affected.

43. *Our Promoters and Directors have interests in our Company other than reimbursement of expenses incurred or normal remuneration or benefits. Any real or potential conflicts of interest that may arise in this regard may materially adversely impact our business, financial condition, results of operations and cash flows.*

Our Promoters and Directors may be deemed to be interested in our Company, in addition to the regular remuneration or benefits arising from their directorship in our Company. Our Promoters and Directors may also be interested to the extent of any transaction entered into by our Company with any other company or firm in which they are directors or partners. For further details, see “*Our Promoters and Promoter Group - Confirmations*”, “*Our Management – Interest of Directors*” and “*Our Management - Interest of Key Managerial Personnel and Senior Management*” on pages 268, 253 and 264, respectively.

Our Promoters and Directors may also be interested to the extent of Equity Shares and to the extent of any dividend payable to them, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors, kartas or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Offer. For further details, see “*Capital Structure - Build-up of the shareholding of our Promoters in our Company*” and “*Our Management - Shareholding of our Directors in our Company*” on pages 109 and 252, respectively.

Interests of Promoters, and Directors may conflict with the interests of our Company, and they may, for business considerations or otherwise, cause us to take certain actions, or refrain from taking certain actions, which in turn may materially adversely impact our business, financial condition, results of operations and cash flows. For further details, see “*Our Management – Interest of Directors*” on page 253.

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

Our Board of Directors, pursuant to a resolution dated May 29, 2025, have adopted a dividend distribution policy. The declaration and payment of dividends, if any, will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and other applicable laws, including the Companies Act. Our Company has not paid dividends on its Equity Shares for Fiscal 2024, Fiscal 2023, Fiscal 2022 and during the current Fiscal. Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, cash requirements, capital expenditure, business prospects and restrictive covenants of our financing arrangements. Further, our Promoters will continue to hold a significant portion of our post-Offer paid-up Equity Share capital and may have a significant ability to control the payment and/or the rate of dividends. Therefore, our Company cannot assure you that it will be able to declare dividends, of any particular amount or with any frequency in the future. For further details, see “*Dividend Policy*” on page 275.

45. *Information relating to the installed and actual manufacturing capacity of our Manufacturing Facility and proposed capacity expansion included in this Draft Red Herring Prospectus are based on various assumptions and estimates. These assumptions and estimates may prove to be inaccurate and our future production and*

capacity may vary.

Information relating to the installed and actual manufacturing capacity of our Manufacturing Facility and proposed capacity expansion included in this Draft Red Herring Prospectus are based on various assumptions and estimates of our management including expected operations, availability of raw materials, expected unit utilization levels, downtime resulting from scheduled maintenance activities, downtime resulting from change in stock keeping units for a particular product, unscheduled breakdowns, as well as expected operational efficiencies. Assumptions and estimates taken into account for measuring installed and actual capacities include expected operations, availability of raw materials, expected unit utilization levels, downtime resulting from scheduled maintenance activities, downtime resulting from change in stock keeping units for a particular product, unscheduled breakdowns, as well as expected operational efficiencies working days in a year, at 3 shifts for 8 hours. While we have obtained a certificate dated June 21, 2025 from Prateek Virmani, independent chartered engineer in relation to such installed, actual and proposed capacities of our Manufacturing Facility, future capacity utilisation may vary significantly from the estimated production capacities. For further information, see “Our Business – Manufacturing set-up” on page 210. Further, the installed capacity, actual capacity utilisation and other related information may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to capacity information that may be computed and presented by other comparable companies in the industry in which we operate.

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

Certain non-GAAP financial measures, viz., Net Asset Value per Equity Share, Revenue from Operations, EBITDA, EBITDA Margin, Profit After Tax, PAT Margin, Return on Capital Employed, Return on Equity, Net Worth, Debt to Equity ratio and Inventory Days, and certain other industry measures relating to our operations and financial performance have been included in this Draft Red Herring Prospectus. We compute and disclose such non-GAAP financial measures and such other industry related statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of companies in the Indian paper industry, many of which provide such non-GAAP financial measures and other industry related statistical and operational information. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our audited financial statements as reported under applicable accounting standards disclosed elsewhere in this Draft Red Herring Prospectus.

These non-GAAP financial measures and such other industry related statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and industry related statistical information of similar nomenclature that may be computed and presented by other companies. For further information, see “Management’s Discussions and Analysis of Financial Condition and Results of Operation –Non-GAAP Financial Measures” on page 352.

- 47. *Failure or disruption of our information technology systems may adversely affect our business, financial condition, results of operations, cash flows and prospects.***

We rely on information technology for our operations. Any disruptions in our IT systems may affect our operations. Our ability to keep our business operating depends on the proper and efficient operation and functioning of various information technology systems, which are susceptible to malfunctions and interruptions (including those due to equipment damage, power outages, computer viruses and a range of other hardware, software and network problems). Such malfunction or disruptions could interrupt our business operations and result in economic losses. Any failure of our information technology systems could also cause damage to our reputation which could harm our business. While we have not faced any major issues in the nine months period ended December 31, 2024 and in the last three Fiscals, we cannot assure you that such issue will not occur in future. Any of these developments, alone or in combination, could have a material adverse effect on our business, financial condition, results of operations and cash flows.

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

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and

complexity of operations. Our Company has a dedicated quality control team comprising 53 employees, respectively, as of December 31, 2024, that is responsible for maintaining our required quality standards and inventory. We have put in place quality control processes that cover every stage of production, from raw material inspection to finished product testing, ensuring consistent product performance and compliance with customer specifications. There have been no past material instances of failure to maintain effective internal controls and compliance system. However, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances.

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

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

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

Our Restated Financial Information has been compiled from our audited financial statements prepared and presented in accordance with Ind-AS, and restated in accordance with the SEBI ICDR Regulations. Ind-AS differs from accounting principles with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Ind-AS, U.S. GAAP and IFRS, which may be material to the financial statements prepared and presented in accordance with Ind-AS contained in this Draft Red Herring Prospectus. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is dependent on the prospective investor’s familiarity with Ind-AS and the Companies Act. Any reliance by persons not familiar with Ind-AS on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. In addition, some of our competitors may not present their financial statements in accordance with Ind AS and their financial statements may not be directly comparable to ours, and therefore reliance should accordingly be limited.

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

The determination of the Price Band and discount, if any, is based on various factors and assumptions, and will be determined by our Company, in consultation with the Book Running Lead Manager. Furthermore, the Offer Price of the Equity Shares will be determined by our Company, in consultation with the Book Running Lead Manager through the book building process. These will be based on numerous factors, including those described under “Basis for Offer Price” on page 139, and may not be indicative of the market price of the Equity Shares upon listing on the Stock Exchanges.

The price of our Equity Shares upon listing on the Stock Exchanges will be determined by the market and may be influenced by many factors outside of our control. For further details, see “– Our Equity Shares have never been publicly traded, and after the Offer, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the Offer Price may not be indicative of the market price of the Equity Shares after the Offer.” on page 68.

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

SEBI and the Stock Exchanges have introduced various pre-emptive surveillance measures in order to enhance market integrity and safeguard the interests of investors, including ASM and GSM. ASM and GSM are imposed on securities of companies based on various objective criteria such as significant variations in price and volume, concentration of certain client accounts as a percentage of combined trading volume, average delivery, securities which witness abnormal

price rise not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net worth, price / earnings multiple and market capitalization.

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

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

52. *The proceeds from the Offer for Sale will be paid to the Selling Shareholders and our Company will not receive any proceeds from the Offer for Sale.*

This Offer is being undertaken as a Fresh Issue and Offer for Sale of Equity Shares by the Selling Shareholders. The Selling Shareholders shall be entitled to the net proceeds from the Offer for Sale, which comprise the proceeds from the Offer for Sale net of Offer expenses shared by the Selling Shareholders, and our Company will not receive any proceeds from the Offer for Sale. For further details, see “*The Offer*”, “*Capital Structure*” and “*Objects of the Offer*” on pages 71, 86, and 123 respectively.

External Risk Factors

Risks Related to India

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

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

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

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

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

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

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

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

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

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

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

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

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

While the Competition (Amendment) Act, 2023 (the "**Competition Amendment Act**") has been implemented, only certain amendments have been enforced. The Competition Amendment Act amends the Competition Act and gives the Competition Commission of India additional powers to prevent practices that harm competition and the interests of consumers. The Competition Amendment Act, among others, modifies the scope of certain factors used to determine adverse effect on competition, reduces the overall time limit for the assessment of combinations by the Competition Commission of India from 210 days to 150 days and empowers the Competition Commission of India to impose penalties based on the global turnover of entities, for anti-competitive agreements and abuse of dominant position. We cannot ascertain at this stage the extent to which the amendments, if and when they are enforced, will

result in additional costs for compliance, which in turn may adversely affect our business, results of operations, cash flows and prospects.

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

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

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

Further, any future amendments may affect our tax benefits such as exemptions for interest received in respect of tax-free bonds, and long-term capital gains on equity shares. The Government of India has recently announced the Union Budget for Financial Year 2025 (“**Budget**”). Pursuant to the Budget, the Finance Act, 2025, among other changes, has amended the capital gains tax rates and amounts mentioned above, with effect from the date of announcement of the Budget. Investors are advised to consult their own tax advisors to understand their tax liability as per the laws prevailing on the date of disposal of Equity Shares.

Furthermore, changes in capital gains tax or tax on capital market transactions or the sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance. For further discussion on capital gains tax, see “- *Investors may be subject to Indian taxes arising out of income arising out of capital gains on the sale of the Equity Shares*” on page 68.

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

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

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

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Rules, investments where the beneficial owner of the equity shares is situated in or is a citizen of a country which shares a land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. These investment restrictions shall also apply to subscribers of offshore derivative instruments. We cannot assure investors

that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or conditions or at all. For further information, see “*Restrictions on Foreign Ownership of Indian Securities*” on page 420.

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

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

59. *A downgrade in India’s debt rating by an independent agency may harm our ability to raise financing.*

India’s sovereign debt rating could be downgraded due to several factors, including changes in tax or fiscal policy or a decline in India’s foreign exchange reserves, all which are outside the control of our Company. Any adverse revisions to India’s credit ratings by international rating agencies may adversely affect our ability to raise additional overseas financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our ability to fund our growth, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

60. *The occurrence of a pandemic, epidemic, or outbreak of an infectious disease, and the associated consequences, could materially and adversely affect our business operations, financial condition, and results of operations.*

Our business may be adversely impacted by events beyond our control, including widespread public health concerns such as epidemics, pandemics, or outbreaks of infectious diseases, as well as natural disasters (including earthquakes, floods, or severe weather conditions), geopolitical events such as terrorism, military conflicts, trade disputes, and other catastrophic incidents. In particular, we face risks associated with health-related emergencies, including government-imposed restrictions, lockdowns, or other measures adopted in response to such events, which may affect our operations, customers, and suppliers.

Any disruption in our ability to service our customers, whether due to operational constraints, supply chain interruptions, or restrictions on movement of goods and personnel, could adversely impact our revenues, cash flows, and profitability. Further, a prolonged economic slowdown or recession arising from a health crisis, including a resurgence of the COVID-19 pandemic or the emergence of a similar infectious disease, may impair the financial health of our customers, limiting their ability to access credit or make timely payments, which could lead to reduced demand for our products. While we have not faced any disruption in our operation on account of such incidences in the nine months period ended December 31, 2024, and during Fiscals 2024, 2023 and 2022, we cannot assure you that such instances will not happen in the future. Such developments could have a material adverse effect on our business, financial performance, and future growth prospects.

Risks Related to the Offer

61. *The average cost of acquisition of Equity Shares by the Promoter Selling Shareholders may be less than the Offer Price.*

The average cost of acquisition of Equity Shares by the Promoter Selling Shareholders may be less than the Offer Price, which will be decided by our Company, in consultation with the Book Running Lead Manager. The details of the average cost of acquisition of Equity Shares held by the Promoter Selling Shareholders are set out below:

Name of the Promoter Selling Shareholder	Number Of Equity Shares Offered (Up To)/Amount (₹ In Million)	Weighted Average Cost Of Acquisition Per Equity Share (In ₹)
Rajeev Jain	Up to 1,500,000 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	0.40
Monica Jain	Up to 6,037,500 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million	0.76

For further details regarding the weighted average cost of acquisition of Equity Shares by the Promoter Selling Shareholder and build-up of Equity Shares of the Promoter Selling Shareholders in our Company, see “*Summary of Offer Document - Average cost of acquisition of Equity Shares by our Promoters and the Selling Shareholders*” and “*Capital Structure - Build-up of Promoters’ shareholding in our Company*” on pages 35 and 109, respectively.

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

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market for our Equity Share on the Stock Exchanges may not develop or be sustained after the Offer. Listing and quotation do not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. Furthermore, the Offer Price of the Equity Shares will be determined through the Book Building Process. These will be based on numerous factors, including factors as described under “Basis for Offer Price” on page 139 and may not be indicative of the market price for the Equity Shares after the Offer.

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

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

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company is generally taxable in India. A securities transaction tax (“STT”) is levied on and collected by an Indian stock exchange on which equity shares are sold. Stamp duty for transfer of certain securities, other than debentures, on a delivery basis is currently specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. Any gain realized on the sale of listed equity shares held for more than 12 months may be subject to long term capital gains tax in India at the specified rates depending on certain factors, such as whether STT is paid, the quantum of gains and any available treaty exemptions. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. Furthermore, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Earlier, distribution of dividends by a domestic company was subject to Dividend Distribution Tax (“DDT”), in the hands of the company and such dividends were generally exempt from tax in the hands of the shareholders. However, the government of India has amended the Income Tax Act, 1961 to abolish the DDT regime. Under the extant provisions, any dividend distributed by a domestic company is subject to tax in the hands of the concerned shareholder at the applicable rates. Additionally, the company distributing dividends is required to withhold tax on such payments at the applicable rate. However, non-resident shareholders may claim benefit of the applicable tax treaty, subject to satisfaction of certain conditions. Furthermore, if non-resident shareholders of entities holding the Equity Shares exit by way of sale or redemption of the shares held by them abroad in such entities, such non-resident shareholders could be taxed on capital gains in India if the offshore shares derive substantial value from Indian assets, subject to certain exemptions. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India only in limited situations and generally, Indian tax treaties do not limit India’s ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. Similarly, any business income realized from the transfer of Equity Shares held as trading assets is taxable at the applicable tax rates subject to any treaty relief, if applicable, to a non-resident seller.

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

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

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to pay the Bid Amount

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

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

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

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

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

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

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

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

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

The Equity Shares will be listed on the Stock Exchanges. Pursuant to the applicable Indian laws and practice, permission for listing of the Equity Shares will not be granted till the Equity Shares in this Issue have been issued and allotted and all relevant documents are submitted to the Stock Exchanges. Further, certain actions must be completed prior to the commencement of listing and trading of the Equity Shares such as the Investor's book entry

or 'demat' accounts with the depository participants in India, the Allotment of Equity Shares in the Offer and the credit of such Equity Shares to the applicant's demat account with the depository participant. Any failure or delay in obtaining the approval or otherwise commence trading in Equity Shares would restrict your ability to dispose of your Equity Shares. We cannot assure you that the Equity Shares will be credited to investors' demat accounts or that trading in the Equity Shares will commence in a timely manner (as specified herein) or at all. We could also be required to pay interest at the applicable rates if the allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

SECTION III: INTRODUCTION

THE OFFER

The following table summarizes details of the Offer:

Offer of Equity Shares^{(1)(2)*}	Up to [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million.
<i>Of which:</i>	
<i>Fresh Issue⁽¹⁾</i>	Up to [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹ 3,000.00 million
<i>Offer for Sale⁽²⁾</i>	Up to 32,200,000 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million by the Selling Shareholders
A) QIB Portion⁽³⁾⁽⁴⁾	Not more than [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million.
<i>Of which:</i>	
(i) Anchor Investor Portion ⁽³⁾	Up to [●] Equity Shares of face value of ₹ 5 each.
(ii) Net QIB Portion available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares of face value of ₹ 5 each.
<i>Of which:</i>	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	[●] Equity Shares of face value of ₹ 5 each.
(b) Balance for all QIBs including Mutual Funds	[●] Equity Shares of face value of ₹ 5 each
B) Non-Institutional Portion⁽⁴⁾⁽⁵⁾	Not less than [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million
<i>Of which:</i>	
(a) One-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million	[●] Equity Shares of face value of ₹ 5 each
(b) Two-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹ 1.00 million	[●] Equity Shares of face value of ₹ 5 each
C) Retail Portion	Not less than [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as at the date of this Draft Red Herring Prospectus)	245,454,368 Equity Shares of face value of ₹ 5 each
Equity Shares outstanding after the Offer	[●] Equity Shares of face value of ₹ 5 each
Use of Net Proceeds of the Offer	See “Objects of the Offer” on page 123 for information about the use of the Proceeds arising from the Offer.

*Subject to finalisation of Basis of Allotment.

⁽¹⁾ The Offer has been authorized by our Board pursuant to a resolution passed at its meeting held on June 18, 2025, and the by our Shareholders pursuant to a special resolution passed at their EGM held on June 20, 2025. Further, our Board has taken on record the consents issued by the Selling Shareholders pursuant to a resolution passed at its meeting held on June 27, 2025.

⁽²⁾ The Selling Shareholders confirm that their portion of Equity Shares being offered in the Offer have been held by them for a period of at least one year prior to the filing of this Draft Red Herring Prospectus with SEBI in accordance with Regulation 8 of the SEBI ICDR Regulations or are otherwise eligible for being offered for sale in the Offer in accordance with the provisions of the SEBI ICDR Regulations. The details of authorization by the Selling Shareholders approving their participation in the Offer for Sale are as set out below:

Name of the Selling Shareholders	Date of consent letter	Aggregate number of Equity Shares being offered in the Offer for Sale
Rajeev Jain	June 27, 2025	Up to 1,500,000 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million
Monica Jain	June 27, 2025	Up to 6,037,500 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million
Akshay Jain HUF	June 27, 2025	Up to 4,025,000 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million
Arun Jain (HUF)	June 27, 2025	Up to 4,025,000 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million
Neena Jain	June 27, 2025	Up to 1,500,000 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million
Rajeev Jain (HUF)	June 27, 2025	Up to 4,192,000 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million
Samyak Jain	June 27, 2025	Up to 858,000 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million
Ramesh Chand Jain (HUF)	June 27, 2025	Up to 8,050,000 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million
Sanjeev Jain HUF	June 27, 2025	Up to 2,012,500 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million

- (3) Our Company in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. 5% of the Anchor Investor Portion shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, see “Offer Procedure” on page 399.
- (4) Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws. In case of under-subscription in the Offer, subject to receipt of minimum subscription for 90% of the Fresh Issue, compliance with Rule 19(2)(b) of the SCRR and allotment of not more than 50% of the Offer to QIBs, Equity Shares shall be allocated in the manner specified in the section “Terms of the Offer” on page 388 of this Draft Red Herring Prospectus.
- (5) Allocation to Bidders in all categories, except Anchor Investors, if any, Non-Institutional Investors and Retail Individual Investors, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Not less than 15% of the Offer shall be available for allocation to Non-Institutional Investor. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following (i) One-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million and (ii) Two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹ 1.00 million provided that under-subscription in either of these two sub-categories specified in (i) and (ii), may be allocated to Bidders in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

For further details, including in relation to grounds for rejection of Bids, refer to “Offer Structure” and “Offer Procedure” on page 395 and 399, respectively. For further details of the terms of the Offer, see “Terms of the Offer” on page 388.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary financial information derived from the Restated Financial Information. The summary financial information presented below should be read in conjunction with “*Restated Financial Information*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 276 and 341, respectively.

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

SUMMARY OF RESTATED ASSETS AND LIABILITIES

(₹ in million)

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
ASSETS				
Non-Current Assets				
Property, Plant and Equipment	1,974.62	1,435.32	1,533.00	1,625.57
Capital Work-in-Progress	1,297.82	693.77	234.24	-
Investment Property	17.95	-	-	-
Financial Assets				
Investments	16.06	17.15	-	-
Other financial assets	3.11	3.05	3.05	7.71
Other non-current assets	157.84	670.43	-	-
Current Assets				
Inventories	1,179.96	1,217.13	862.94	810.50
Financial Assets				
Trade Receivables	1,133.90	692.46	776.49	645.03
Cash and Cash Equivalents	34.35	184.54	69.96	153.55
Bank Balances other than cash and cash equivalents	1,168.89	1,178.14	826.25	381.06
Other Financial Assets	24.44	7.83	1.68	2.06
Other Current Assets	483.71	324.34	386.39	246.90
Total Assets	7,492.65	6,424.16	4,694.00	3,872.38
EQUITY AND LIABILITIES				
Equity				
Equity Share Capital	76.70	76.70	76.70	76.70
Other Equity	4,061.97	3,236.95	2,349.75	1,665.32
Total Equity	4,138.67	3,313.65	2,426.45	1,742.02
Liabilities				
Non-Current Liabilities				
Financial Liabilities				
Borrowings	1,699.31	1,391.54	529.64	393.73
Other financial liabilities	55.81	51.25	50.82	49.76
Provision	25.88	22.30	17.45	14.41
Deferred Tax Liabilities (Net)	276.88	201.59	109.75	31.48
Other non-current liabilities	37.01	15.31	-	-
Current Liabilities				
Financial Liabilities				
Borrowings	239.32	470.57	434.09	1,024.95
Trade Payables				
Total outstanding dues of micro enterprises and small enterprises	11.37	4.77	5.79	0.83
Total outstanding dues of creditors others than micro enterprises and small enterprises	587.35	675.17	703.70	422.56
Other Financial Liabilities	38.50	0.09	15.34	0.06
Other Current Liabilities	107.33	94.31	106.52	88.80
Provisions	275.22	183.61	294.45	103.78
Total Equity and Liabilities	7,492.65	6,424.16	4,694.00	3,872.38

SUMMARY OF RESTATED STATEMENT OF PROFIT AND LOSS

(₹ in million)

Particulars	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Income				
Revenue from Operations	7,451.56	8,795.85	8,659.98	6,186.54
Other Income	72.94	105.03	69.26	21.25
Total Income	7,524.50	8,900.88	8,729.24	6,207.79
Expenses				
Cost of Materials Consumed	5,355.66	6,453.23	6,496.34	4,901.17
Purchases of stock-in-trade	86.04	108.29	89.01	2.47
Changes in inventories of finished goods, by-products and work in progress and Stock in Trade	(34.63)	42.50	(64.96)	(10.55)
Employee Benefits Expenses	138.34	160.93	106.78	86.82
Finance Costs	68.51	79.41	76.17	82.90
Depreciation and Amortization Expense	142.39	173.71	169.68	167.74
Other Expenses	593.88	830.41	816.63	486.81
Total Expenses	6,350.19	7,848.48	7,689.65	5,717.36
Profit Before Tax	1,174.31	1,052.40	1,039.59	490.43
Tax Expense				
Current Tax	272.33	271.17	291.28	98.05
Deferred Tax	77.58	(104.97)	66.33	88.11
Total Tax Expense	349.91	166.20	357.61	186.16
Profit for the Year	824.40	886.20	681.98	304.27
Other Comprehensive Income				
Items that will not be reclassified to profit or loss				
Re-measurement of the net defined benefit liability/asset	0.95	1.54	3.76	2.89
Income tax relating to items that will not be reclassified to profit or loss	(0.33)	(0.54)	(1.31)	(1.01)
Total other comprehensive income, net of tax	0.62	1.00	2.45	1.88
Total comprehensive income for the year/Period	825.02	887.20	684.43	306.15
Earnings per Equity Share at face value of ₹ 5 each				
Basic & Diluted	3.36	3.61	2.78	1.24

* Not Annualised

SUMMARY OF RESTATED CASH FLOW STATEMENT

(₹ in million)

Particulars	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
A. Cash Flow from Operating Activities:				
Net Profit before tax	1,174.31	1,052.40	1,039.59	490.43
Adjusted for:				
Less: Interest Income	(69.36)	(76.60)	(44.89)	(9.47)
Add: (Profit)/Loss Due to Foreign Exchange Fluctuation	11.97	(12.28)	35.04	0.37
Add: (Profit)/Loss on Sale of Investment	(0.31)	-	-	-
Add: (Profit) / Loss on sale of Property, Plant & Equipment	0.41	-	(0.94)	1.82
Add : Financial Cost	68.51	79.41	76.17	82.90
Add : Depreciation on Fixed Assets	142.39	173.71	169.68	167.74
Operating Profit/(Loss) before working capital changes	1,327.92	1,216.64	1,274.65	7,333.79
(Increase)/Decrease in Inventories	37.17	(354.19)	(52.44)	(173.96)
(Increase)/Decrease in Trade Receivables	(441.44)	84.03	(131.46)	(47.56)
(Increase)/Decrease in other bank balance	9.25	(351.89)	(445.19)	(323.52)
(Increase)/Decrease in Other financial assets	(16.67)	(6.15)	5.04	(4.10)
(Increase)/Decrease in Other current assets	(159.38)	62.05	(139.49)	(42.82)
(Increase)/Decrease in other non-current assets	512.59	(670.43)	-	1.48
Increase/(Decrease) in Other financial liabilities	42.97	(14.82)	16.34	(24.63)
Increase/(Decrease) in Trade Payables	(81.22)	(29.55)	286.10	44.11
Increase/(Decrease) in Other Non-Current Liabilities	21.70	15.31	-	-
Increase/(Decrease) in Other Current Liabilities	13.02	(12.21)	17.72	29.56
(Increase)/Decrease in Mat credit entitlement	(2.63)	196.28	10.63	-
Increase/(Decrease) in Provisions	5.48	7.42	7.15	5.31
Cash Generated from / (used in) Operations	(59.16)	(1,074.15)	(425.60)	(536.12)
Income Taxes paid (Net of Refund)	(181.66)	(383.05)	(100.95)	(64.89)
Net Cash Generated from / (used in) Operating Activities	1,087.10	(240.56)	748.10	132.78
B. Cash Flow from Investing Activities				
Purchase of Property, plant and equipment	(1,304.98)	(535.57)	(316.25)	(94.22)
Interest Income on FDR	69.36	76.60	44.89	9.47
Profit on Sale of Investment	0.31	-	-	-
Proceeds from sale of Property, plant and equipment	0.89	-	5.83	6.45
Purchase of Shares	1.09	(17.15)	-	-
Net Cash Generated from /(used in) Investing Activities	(1,233.33)	(476.12)	(265.52)	(78.30)
C. Cash Flow from Financing Activities				
Payment of Interest	(67.59)	(78.28)	(75.14)	(81.95)
Profit/Loss due to foreign fluctuation	(11.97)	12.28	(35.04)	(0.37)
Increase/(Decrease) in long term borrowings	306.85	860.78	134.87	(447.65)
Increase/(Decrease) in short term borrowings	(231.25)	36.48	(590.86)	580.70

Particulars	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Net cash Generated from /(used in) Financing Activities	(3.96)	831.26	(566.17)	50.73
Net Increase/(Decrease) in Cash and Cash Equivalents	(150.19)	114.58	(83.59)	105.21
Cash and Cash Equivalents as at beginning of the Financial Year	184.54	69.96	153.55	48.34
Cash and Cash Equivalents as at end of the Financial Year	34.35	184.54	69.96	153.55

GENERAL INFORMATION

Registered and Corporate Office of our Company

The address of our Registered and Corporate Office is as follows:

Silverton Industries Limited (Formerly known as Silverton Industries Private Limited and Silverton Pulp and Papers Private Limited)

9th KM, Bhopa Road
Muzaffarnagar - 251001
Uttar Pradesh, India

Corporate Identification Number: U21093UP1995PLC018048

Company Registration Number: 018048

Address of Registrar of Companies

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

Registrar of Companies, Uttar Pradesh at Kanpur
37/17, Westcott Building
The Mall
Kanpur – 208001
Uttar Pradesh, India

Board of Directors of our Company

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

Name of Director	Designation	DIN	Address
Akshay Jain	Chairman and Managing Director	00144716	4, Rainbow Vihar, Meerut Road, Muzaffarnagar - 251002, Uttar Pradesh, India.
Rajeev Jain	Whole Time Director	00140469	4, Rainbow Vihar, Meerut Road, Muzaffarnagar - 251002, Uttar Pradesh, India.
Rajesh Jain	Whole Time Director	00141162	12A, Triloki Colony, DDA Park, Kotla Mubarakpur, Lodhi Road, Central Delhi - 110003, Delhi, India.
Kanhaiyalal Chunnilal Chandak	Independent Director	00013487	Apartment number 708, Saint John's Wood Apartments, Second Cross Chikk Adugodi, sixth floor, Cypress Block, Madiwala ward number 66, Bangalore South, Bengaluru - 560 029, Karnataka, India.
Pallavi Mittal	Independent Director	07186456	D-42, Orchid Park, Behind Ramdev Nagar, Satellite, Ahmedabad – 380 015, Gujarat, India.
Ajay Agarwal	Independent Director	06778079	Flat No- 491, Varun Apartment Plot No- C-58/28, Sector-62, Gautam Budh Nagar, Noida – 201309, Uttar Pradesh, India.

For further details in relation to our Directors, see “*Our Management*” on page 248 of this Draft Red Herring Prospectus.

Company Secretary and Compliance Officer

Ravikant is the Company Secretary and Compliance Officer of our Company. His contact details are as follows:

9th KM, Bhopa Road
Muzaffarnagar - 251001
Uttar Pradesh, India
Tel. No.: +91-8941094000
Email: cs@silvertonindustries.com

Investor grievances

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

All Offer-related grievances, other than of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary(ies) with whom the Bid cum Application Form was submitted, giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, address of Bidder, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary(ies) where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediaries in addition to the documents or information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

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

Book Running Lead Manager

Pantomath Capital Advisors Private Limited

Pantomath Nucleus House

Saki Vihar Road, Andheri East

Mumbai – 400072

Maharashtra, India

Tel: 1800 889 8711

E-mail: sillverton.ipo@pantomathgroup.com

Website: www.pantomathgroup.com

Investor Grievance E-mail: investors@pantomathgroup.com

Contact Person: Ashish Baid / Ritu Agarwal

SEBI Registration No.: INM000012110

Statement of Responsibilities

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

Legal Counsel to our Company as to Indian Law

Messrs. Kanga and Company

Advocates & Solicitors

Readymoney Mansion

43, Veer Nariman Road, Fort

Mumbai – 400 001

Tel No: +91 22 6623 0000

Statutory Auditors to our Company

Agarwal Ajay & Associates

655, Patel Nagar, New Mandi

Muzaffarnagar - 251001

Uttar Pradesh, India

Tel No.: +919837034955, +919897096952

Email: ajayfca@rediffmail.com
Contact person: CA Ajay Kumar Agarwal
Membership Number: 073934
Peer Review Number: 018714
Firm Registration Number: 005159C

Changes in statutory auditors

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

Particulars	Date of change	Reason of change
Sanjay Kumar Agarwal & Associates, Chartered Accountants 190/2-1, South Civil Lines Muzaffarnagar Uttar Pradesh - 251001 Email: fcasanjayagarwal@gmail.com Firm Registration Number: 002873C Peer Review Number: 012711	February 15, 2024	Resignation due to personal reasons.
Agarwal Ajay & Associates, Chartered Accountants 655 Patel Nagar, New Mandi Muzaffarnagar Uttar Pradesh - 251001 Email: ajayfca@rediffmail.com Peer Review Number: 018714 Firm Registration Number: 005159C	March 01, 2024	Appointment as Statutory Auditors to fill the casual vacancy caused by the resignation of the <i>erstwhile</i> statutory auditor, Sanjay Kumar Agarwal & Associates, Chartered Accountants, for a period of one Fiscal i.e. Fiscal 2024.
	September 30, 2024	Appointment as Statutory Auditor for a period of five financial years with effect from the AGM held in Fiscal 2025, i.e. September 30, 2024 till the conclusion of the Annual General Meeting of the Company to be held for the Fiscal 2030.

Registrar to the Offer

Name: Bigshare Services Private Limited
Address: S62, 6th Floor
Pinnacle Business Park
Mahakali Caves Road
next to Ahura Centre
Andheri East, Mumbai – 400093
Maharashtra, India
Tel: +91 22 6263 8200
E-mail: ipo@bigshareonline.com
Investor grievance E-mail: investor@bigshareonline.com
Website: www.bigshareonline.com
Contact person: Jibu John
SEBI Registration No: INR000001385

Bankers to our Company

Name: ICICI Bank Limited
Address: ICICI Bank Tower
Near Chakli Circle
Old Padra Road
Vadodara- 39000
Gujarat, India
Tel: +91 8657461887
E-mail: prateek.pandey@icicibank.com
Website: www.icicibank.com
Contact Person: Prateek Pandey

Name: Yes Bank Limited
Address: 4th Floor
Max Tower
Yes Bank Limited
Noida- 201301
Tel: +91 8527494259
E-mail: Shashank.agarwal3@yesbank.in
Website: yesbank.in
Contact Person: Shashank Agarwal

Name: HDFC Bank Limited
Address: HDFC Bank
Jansath Road
Muzaffarnagar
Tel: +91 9634190508
E-mail: nikunj.jain3@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Nikunj Jain

Name: Citi Bank N.A
Address: 9th Floor
DLF Square
Jacaranda Marg
DLF Phase II
Gurgaon - 121001
Tel: +91 9910078568
E-mail: vishal2.kapoor@citi.com
Website: www.citigroup.com/global/about-us/global-presence/india
Contact Person: Vishal Kapoor

Name: Axis Bank Limited
Address: Axis Bank Ltd, Ground Floor
Anupam Plaza, Shop No 1, 3 to 16
2 Sanjay Place
Agra, Uttar Pradesh 282002
Tel: +91 9953104602
E-mail: surendra1.katare@axisbank.com
Website: www.axisbank.com
Contact Person: Mr. Surendra Katare

Designated Intermediaries

Syndicate Members

The Syndicate Member(s) will be appointed prior to filing of the Red Herring Prospectus with the RoC.

Banker(s) to the Offer

The Banker(s) to the Offer will be appointed prior to filing of the Red Herring Prospectus with the RoC.

Escrow Collection Bank(s), Public Offer Account Bank(s), Refund Bank(s) And Sponsor Bank(s)

The Escrow Collection Bank(s), Public Offer Account Bank(s), Refund Bank(s) and Sponsor Bank(s) shall be appointed prior to filing of the Red Herring Prospectus with the RoC.

Self Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated Branches of the SCSBs with which an ASBA Bidder (other than UPI Bidders using the UPI Mechanism), not bidding through Syndicate/ Sub Syndicate or through a Registered Broker, RTA or CDP, may submit the Bid cum Application Forms, is available at

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34> or at such other websites as may be prescribed by SEBI from time to time. Further, the branches of the SCSBs where the Designated Intermediaries could submit the ASBA Form(s) of Bidders (other than RIIs) is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

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

In accordance with SEBI circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI ICDR Master Circular, UPI Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications whose names appear on the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 respectively and updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019.

Syndicate Self-Certified Syndicate Banks Branches

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

Registered Brokers

Bidders can submit ASBA Forms in the Offer using the stockbroker network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, as updated from time to time.

Collecting Registrar and Share Transfer Agents (RTAs)

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

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at <https://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx> and <https://www.nseindia.com/products/consent/equities/ipos/asba-procedures.htm>, respectively as updated from time to time and on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10, as updated from time to time.

Collecting Depository Participants (CDPs)

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx And www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Credit Rating

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

Green Shoe Option

No green shoe option is contemplated under this Offer.

Debenture Trustee

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

Grading of the Offer

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

Experts

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

Our Company has received a written consent dated June 26, 2025 from our Statutory Auditor, Agarwal Ajay & Associates, Chartered Accountants, who hold a valid peer review certificate dated November 28, 2024, to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 in respect of (i) the examination report dated June 14, 2025 on the Restated Financial Information and (ii) the Statement of Possible Tax Benefits dated June 26, 2025, included in this Draft Red Herring Prospectus and such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

Our Company has received written consent dated June 21, 2025, from Prateek Virmani, to include his name as an ‘expert’ as defined under Section 2(38) of the Companies Act to the extent and in his capacity as independent chartered engineer with respect to the certificates issued by them, as included in this Draft Red Herring Prospectus; and such consent as not been withdrawn as of the date of this Draft Red Herring Prospectus. However, the term ‘expert’ shall not be construed to mean an ‘expert’ as defined under U.S. Securities Act.

Our Company has received written consent dated June 26, 2025 from Ravi Shankar & Associates, Company Secretaries (having membership number 11987), the practicing company secretary, holding a valid certificate of practice from Institute of Company Secretaries of India, to include their name as an “expert” as defined under Section 2(38) of the Companies Act, to the extent and in their capacity as a practicing company secretary, and in respect of certain certificates issued by them and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term ‘expert’ shall not be construed to mean an ‘expert’ as defined under U.S. Securities Act.

Our Company has received written consents each dated June 26, 2025, from Er. Kamal Chawla and Er. Pratik Virmai, respectively to include their names as an ‘expert’ as defined under Section 2(38) of the Companies Act to the extent and in their capacity as independent chartered engineers with respect to the Cost Assessment Report issued by them, as included in this Draft Red Herring Prospectus; and such consents have not been withdrawn as of the date of this Draft Red Herring Prospectus. However, the term ‘expert’ shall not be construed to mean an ‘expert’ as defined under U.S. Securities Act.

Trustees

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

Monitoring Agency

Our Company will appoint the monitoring agency for monitoring the utilization of the Gross Proceeds in compliance with Regulation 41 of the SEBI ICDR Regulations, prior to filing of the Red Herring Prospectus with the RoC. For details, see “*Objects of the Offer – Monitoring of utilization of funds*” on page 137 of this Draft Red Herring Prospectus.

Appraising Agency

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

Filing of this Draft Red Herring Prospectus

A copy of this Draft Red Herring Prospectus has been filed electronically with SEBI through the SEBI intermediary portal at <https://siportal.sebi.gov.in>, in accordance with SEBI ICDR Master Circular and as specified in Regulation 25(8) of SEBI ICDR Regulations. A copy of this Draft Red Herring Prospectus will also physically be filed with SEBI at:

Securities and Exchange Board of India

Corporation Finance Department
Division of Issues and Listing
Plot No.C4-A, 'G' Block

Bandra-Kurla Complex, Bandra (East),
Mumbai - 400051, Maharashtra

PDF copies of the DRHP, along with the attachment of the PDF of the payment confirmation slip shall be filed under SEBI ICDR Regulations, and any other exemption requests and similar applications under SEBI ICDR Regulations shall be sent to the email address: cfddil@sebi.gov.in.

Filing of the Red Herring Prospectus and the Prospectus

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed, under Section 32 of the Companies Act, would be filed with the RoC at its office and a copy of the Prospectus required to be filed under Section 26 of the Companies Act, would be filed with the RoC at its office and through the electronic portal at <https://www.mca.gov.in/content/mca/global/en/foportal/fologin.html>. For details of the address of the RoC, see “-Address of Registrar of Companies” on page 78.

Book Building Process

The book building, in context of the Offer, refers to the process of collection of Bids on the basis of the Red Herring Prospectus and the Bid cum Application Forms (and the Revision Forms) within the Price Band. The Price Band and the minimum Bid lot will be decided by our Company, in consultation with the BRLM, and advertised in all editions of [●], a widely circulated English national daily newspaper and all editions of [●], a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Uttar Pradesh, where our Registered and Corporate Office is located, at least 2 (two) Working Days prior to the Bid/ Offer Opening Date and will be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company, in consultation with the BRLM, after the Bid/ Offer Closing Date. For details, see “Offer Procedure” beginning on page 399.

All Bidders (other than Anchor Investors) can participate in this Offer only through the ASBA process by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs. In addition to this, the UPI Bidders may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount was blocked by the SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Allocation to QIBs (other than Anchor Investors) will be on a proportionate basis while allocation to Anchor Investors will be on a discretionary basis. For further details on the Book Building Process and the method and process of Bidding, see “Terms of the Offer”, “Offer Procedure” and “Offer Structure” on pages 388, 399 and 395, respectively.

The Book Building Process is in accordance with guidelines, rules and regulations prescribed by SEBI and is subject to change. Bidders are advised to make their own judgment about an investment through this process prior to submitting a Bid in the Offer. Each Bidder by submitting a Bid in the Offer, will be deemed to have acknowledged the above restrictions and the terms of the Offer.

Investors should note the Offer is also subject to (i) filing of the Prospectus with the RoC; and (ii) obtaining final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment within three Working Days of the Bid/ Offer Closing Date or such other time as prescribed under applicable law.

For an illustration of the Book Building Process, price discovery process and allocation, see “Offer Procedure” on page 399.

Underwriting Agreement

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

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

(The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting

Agreement. The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus. This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC, upon the execution of the Underwriting Agreement.)

Name, address, telephone number and e-mail address of the Underwriters	Indicative Number of Equity Shares of face value of ₹ 5 each to be Underwritten	Amount Underwritten (₹ in million)
[•]	[•]	[•]

The above- mentioned underwriting commitment is indicative and will be finalized after determination of the Offer Price and actual allocation subject to the provisions of Regulation 40(3) of the SEBI ICDR Regulations.

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

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

CAPITAL STRUCTURE

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

(₹ in million, except share data)

		Aggregate value at face value	Aggregate value at Offer Price*
A	Authorized Share Capital⁽¹⁾		
	348,000,000 shares	1,750.00	-
	Comprising of		
	346,000,000 Equity Shares of face value of ₹ 5 each	1,730.00	-
	2,000,000 Preference Shares of face value of ₹ 10 each	20.00	-
B	Issued, Subscribed and Paid-Up Share Capital before the Offer		
	247,454,368 shares	1,247.27	-
	Comprising of		
	245,454,368 Equity Shares of face value of ₹ 5 each	1,227.27	-
	2,000,000 Preference Shares of face value ₹ 10 each.	20.00	-
C	Present Offer		
	Offer of up to [●] Equity Share of face value of ₹ 5 each aggregating up to ₹ [●] million ⁽²⁾	[●]	[●]
	Of which		
	Fresh Issue of up to [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹ 3,000.00 million ⁽²⁾	[●]	[●]
	Offer for Sale of up to 32,200,000 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million ⁽²⁾⁽³⁾	[●]	[●]
D	Issued, Subscribed and Paid-Up Capital after the Offer		
	[●] Equity Shares of face value of ₹5 each*	[●]	[●]
E	Securities Premium Account		
	Before the Offer (as on date of this Draft Red Herring Prospectus)	NIL	
	After the Offer	[●]	

* To be updated upon finalization of the Offer Price and Basis of Allotment.

⁽¹⁾ For details in relation to the changes in the authorised share capital of our Company in the last 10 years, see “History and Certain Corporate Matters - Amendments to our Memorandum of Association” on page 243.

⁽²⁾ Our Board has authorised the Offer, pursuant to the resolution passed at their meeting held on June 18, 2025. Our Shareholders have authorised the Offer pursuant to a special resolution passed at the EGM held on June 20, 2025. Further, our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to its resolution dated June 27, 2025.

⁽³⁾ The Equity Shares being offered by the Selling Shareholders are eligible to form part of the Offer for Sale in terms of the SEBI ICDR Regulations. Each of the Selling Shareholders, severally and not jointly, has confirmed that the Equity Shares being offered by them are eligible for being offered for sale pursuant to the Offer in terms of Regulation 8 of the SEBI ICDR Regulations. For details on the authorization and consent of the Selling Shareholders in relation to the Offer for Sale, see “The Offer” and “Other Regulatory and Statutory Disclosures-Authority for the Offer” on pages 71 and 377, respectively.

Notes to the Capital Structure

1. Equity Share capital history of our Company

(a) The following table sets forth the history of the Equity Share capital of our Company:

Date of allotment	Reason/nature of allotment	Name of allottees along with the number of Equity Shares allotted to each allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
May 5, 1995 ⁽¹⁾	Subscription to MoA	500 Equity Shares were allotted to Kamal Goel, 500 Equity Shares were allotted to Pankaj Goel, 500 Equity Shares were allotted to S.K. Goel, 500 Equity Shares were allotted to K.D. Goel, 500 Equity Shares were allotted to Deepak Goel, 500 Equity Shares were allotted to Satish Kumar Gupta, and 500 Equity Shares were allotted to Rajan Agarwal.	3,500	10	10	Cash	3,500	35,000
October 15, 2001	Preferential Allotment	10,000 Equity Shares were allotted to Saurabh Garg, 25,000 Equity Shares were allotted to Sudhir Garg, 20,000 Equity Shares were allotted to M/s. Saurabh Paper Trading Co. (P) Limited, 20,000 Equity Shares were allotted to M/s. Navgawan Leasing & Investment Limited, 80,000 Equity Shares were allotted to M/s. Swapnil Finance & Hire Purchase Co (P)	260,000	10	10	Cash	263,500	2,635,000

Date of allotment	Reason/nature of allotment	Name of allottees along with the number of Equity Shares allotted to each allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
		Limited, 55,000 Equity Shares were allotted to Anand Kumar Ambrish Kumar, 20,000 Equity Shares were allotted to Rajan Arora, 15,000 Equity Shares were allotted to M/s. Vijendra Kumar & Sons., 15,000 Equity Shares were allotted to Darshan Lal						
December 30, 2003	Preferential Allotment	100,000 Equity Shares were allotted to Enpol Private Limited, 50,000 Equity Shares were allotted to Enpro Gas Company Private Limited, 50,000 Equity Shares were allotted to Chambal Vally Sugar Mills Limited, 50,000 Equity Shares were allotted to Winsome Portfolio Private Limited, 50,000 Equity Shares were allotted to Skylark Marketing Private Limited, 50,000 Rabik Export Limited, 50,000 Polo Leasing & Finance Private Limited, 50,000 Equity Shares were allotted to Niti Housing Development & Finance Corporation Limited, 50,000	1,000,000	10	10	Cash	1,263,500	1,263,5000

Date of allotment	Reason/nature of allotment	Name of allottees along with the number of Equity Shares allotted to each allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
		Equity Shares were allotted to Welcare Realstate Private Limited, 50,000 Equity Shares were allotted to Jai Shiv Fabricators Private Limited, 50,000 Equity Shares were allotted to Milansaar Impex & Traders (P) Limited, 50,000 Equity Shares were allotted to Zigma Telecom (P) Limited, 50,000 Equity Shares were allotted to Amba Alloys Private Limited, 50,000 Equity Shares were allotted to Acoot India Private Limited, 50,000 Equity Shares were allotted to Saurabh Petrochem Private Limited, 50,000 Equity Shares were allotted to SPD Electricals Private Limited, 50,000 Equity Shares were allotted to RSG Marketing Private Limited, 50,000 Equity Shares were allotted to Dhiraj Consultants Private Limited, 50,000 Equity Shares were allotted to Mapple Sales Private Limited						

Date of allotment	Reason/nature of allotment	Name of allottees along with the number of Equity Shares allotted to each allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
March 31, 2004	Preferential Allotment	50,000 Equity Shares were allotted to Raunaq Aker Drilling Ltd, 50,000 Equity Shares were allotted to P. Videotronics Private Limited, 50,000 Equity Shares were allotted to Chardam Impex Private Limited, 50,000 Equity Shares were allotted to Syntex India Private Limited, 50,000 Equity Shares were allotted to Arsey Hosory Private Limited, 50,000 Equity Shares were allotted to Grafic Station Computer (P) Limited, 50,000 Equity Shares were allotted to Neelanchal Pharma & Marketing Private Limited, 50,000 Equity Shares were allotted to Gian Investment Private Limited, 50,000 Equity Shares were allotted to Scient Information India Private Limited, 50,000 Equity Shares were allotted to Wiseman Marketing Private Limited	500,000	10	10	Cash	1,763,500	17,635,000
November 30, 2004	Preferential Allotment	52,500 Equity Shares were allotted to	192,700	10	10	Cash	1,956,200	19,562,000

Date of allotment	Reason/nature of allotment	Name of allottees along with the number of Equity Shares allotted to each allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
		Deepak Goel, 25,000 Equity Shares were allotted to Pankaj Goel, 33,200 Equity Shares allotted to Anita Goel, 49,000 Equity Shares were allotted to Murti Devi, 7,000 Equity Shares were allotted to K.D. Goel, 5,000 Equity Shares were allotted to K.D. Goel & Sons, 6,000 Equity Shares were allotted to Mayank Goel, 5,000 Equity Shares were allotted to Rajesh Garg, 10,000 Equity Shares were allotted to Shri Pal Singhal.						
March 30, 2006	Preferential Allotment	10,000 Equity Shares were allotted to Raunaq Aker Drilling Limited, 20,000 Equity Shares were allotted to Candid Engineering Private Limited, 20,000 Equity Shares were allotted to Diversified Medicals Service Private Limited, 30,000 Equity Shares were allotted to Prolon Marketing Private Limited, 20,000 Equity Shares were allotted to Shakti Securities Private	300,000	10	50	Cash	2,256,200	22,562,000

Date of allotment	Reason/nature of allotment	Name of allottees along with the number of Equity Shares allotted to each allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
		Limited, 16,000 Equity Shares were allotted to Ram Niwas, 4,000 Equity Shares were allotted to Kamlesh, 20,000 Equity Shares were allotted to Sunayna, 10,000 Equity Shares were allotted to Rahul Kumar, 30,000 Equity Shares were allotted to Garg Organics Private Limited, 40,000 Equity Shares were allotted to Enpro Gas Company Private Limited, 20,000 Equity Shares were allotted to Chambal Vally Sugar Mills Private Limited, 20,000 Equity Shares were allotted to Aurangabad Vastra (P) Limited, 20,000 Equity Shares were allotted to Tayal Software Private Limited, 20,000 Equity Shares were allotted to Infodot Companies Private Limited						
March 15, 2007	Preferential Allotment	16,000 Equity Shares were allotted to Proton Marketing Private Limited, 18,000 Equity Shares were allotted to M V Marketing Private Limited,	228,000	10	50	Cash	2,484,200	24,842,000

Date of allotment	Reason/nature of allotment	Name of allottees along with the number of Equity Shares allotted to each allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
		18,000 Equity Shares were allotted to Paras Infotech (P) Ltd, 18,000 Equity Shares were allotted to Fair-N-Square Private Limited, 20,000 Equity Shares were allotted to URI Engineers Private Limited, 20,000 Equity Shares were allotted to PMP Farms Private Limited, 10,000 Equity Shares were allotted to Achaites Software Private Limited, 10,000 Equity Shares were allotted to Direct Courier Private Limited, 10,000 Equity Shares were allotted to BSA Fincap Private Limited, 10,000 Equity Shares were allotted to Amsons Apparels Private Limited, 14,000 Equity Shares were allotted to Elbee Port Folio Private Limited, 20,000 Equity Shares were allotted to B-Finlease (I) Private Limited, 30,000 Equity Shares were allotted to First Hi-Fin Limited, 14,000 Equity Shares were allotted to Rabik Export Limited						

Date of allotment	Reason/nature of allotment	Name of allottees along with the number of Equity Shares allotted to each allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
March 31, 2008	Preferential Allotment	50,000 Equity Shares were allotted to Paras Infotech (P) Limited, 50,000 Equity Shares were allotted to M. V. Marketing Private Limited, 37,000 Equity Shares were allotted to Kamlesh Rani, 19,000 Equity Shares were allotted to Ram Niwas, 30,000 Equity Shares were allotted to Sunayna Singhal, 19,000 Equity Shares were allotted to Pearl Infotech Private Limited, 15,000 Equity Shares were allotted to Houri Buildtech Private Limited, 16,000 Equity Shares were allotted to Senser Buildcon Private Limited, 20,000 Equity Shares were allotted to Raunaq Aker Drilling Limited, 20,000 Equity Shares were allotted to Janco Aqua Solutions (P) Limited, 24,000 Equity Shares were allotted to Amsons Apparels Private Limited, 6,000 Equity Shares were allotted to Randhir IT Solutions Private Limited, 30,000 Equity Shares	405,000	10	50	Cash	2,889,200	28,892,000

Date of allotment	Reason/nature of allotment	Name of allottees along with the number of Equity Shares allotted to each allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
		were allotted to Prolon Marketing Private Limited, 20,000 Equity Shares were allotted to Jai Garg Plastics India Private Limited, 49,000 Equity Shares were allotted to P. Videotronics Private Limited						
March 7, 2010	Preferential Allotment	7,000 Equity Shares were allotted to Kamlesh Singhal, 20,000 Equity Shares were allotted to Sunayna Singhal, 49,000 Equity Shares were allotted to P. Videotronics Private Ltd, 6,500 Equity Shares were allotted to Raunaq Aker Drilling Limited	82,500	10	100	Cash	2,971,700	29,717,000
March 10, 2012	Rights Issue in the ratio of one (1) new equity share for every fifteen (15) equity shares	65,000 Equity Shares were allotted to Trishla Jain, 35,000 Equity Shares were allotted to Akshay Jain, 30,000 Equity Shares were allotted to Monica Jain, 70,000 Equity Shares were allotted to Sumitra Jain.	200,000	10	10	Cash	3171,700	31,717,000
October 8, 2015	Rights Issue in the ratio of fourteen (14) new equity shares for	105,600 Equity Shares were allotted to Akshay Jain, 1,36,800 Equity Shares were allotted to Rajesh	1,654,944	10	50	Cash	4826,644	48,266,440

Date of allotment	Reason/ nature of allotment	Name of allottees along with the number of Equity Shares allotted to each allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
	every twenty five (25) equity share	Jain, 1,16,800 Equity Shares were allotted to Rajeev Jain, 1,62,800 Equity Shares were allotted to Trishla Jain, 1,44,000 Equity Shares were allotted to Divya Jain, 52,320 Equity Shares were allotted to Neena Jain, 1,75,040 Equity Shares were allotted to Monica Jain, 1,49,840 Equity Shares were allotted to Vibha Jain, 1,57,760 Equity Shares were allotted to Anubha Jain, 1,34,560 Equity Shares were allotted to Sumitra Jain, 1,76,944 Equity Shares were allotted to Nikita Jain, and 1,42,480 Equity Shares were allotted to Tanya Jain.						
August 26, 2016	Rights Issue in the ratio of four (4) new equity shares for every ten (10) equity share	86,000 Equity Shares were allotted to Akshay Jain, 43,000 Equity Shares were allotted to Rajesh Jain, 50,000 Equity Shares were allotted to Rajeev Jain, 92,000 Equity Shares were allotted to Trishla Jain, 1,00,000 Equity Shares were allotted to Divya Jain,	1,930,658	10	35	Cash	6,757,302	67,573,020

Date of allotment	Reason/ nature of allotment	Name of allottees along with the number of Equity Shares allotted to each allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
		86,328 Equity Shares were allotted to Neena Jain, 72,000 Equity Shares were allotted to Monica Jain, 57,000 Equity Shares were allotted to Vibha Jain, 1,65,752 Equity Shares were allotted to Anubha Jain, 72,000 Equity Shares were allotted to Sumitra Jain, 1,06,958 Equity Shares were allotted to Nikita Jain, 93,092 Equity Shares were allotted to Tanya Jain, 99,600 Equity Shares were allotted to Ramesh Chand Jain (HUF), 49,000 Equity Shares were allotted to Arun Kumar Jain, 49,000 Equity Shares were allotted to Sanjeev Jain, 73,000 Equity Shares were allotted to Rishabh Jain, 69,928 Equity Shares were allotted to Sanath Jain, 93,000 Equity Shares were allotted to Naresh Chand Jain (HUF), 1,15,000 Equity Shares were allotted to Akshay Jain HUF, 90,000						

Date of allotment	Reason/ nature of allotment	Name of allottees along with the number of Equity Shares allotted to each allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consider- ation	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
		Equity Shares were allotted to Arun Kumar Jain (HUF), 86,000 Equity Shares were allotted to Sanjeev Kumar Jain (HUF), 86,000 Equity Shares were allotted to Rajesh Jain (HUF), 86,000 Equity Shares were allotted to Rajeev Jain (HUF), and 10,000 Equity Shares were allotted to Pranika Jain.						
March 30, 2018	Rights Issue in the ratio of five (5) new equity shares for every thirty seven (37) equity share	45,000 Equity Shares were allotted to Akshay Jain, 18,000 Equity Shares were allotted to Rajesh Jain, 18,000 Equity Shares were allotted to Rajeev Jain, 45,000 Equity Shares were allotted to Trishla Jain, 18,000 Equity Shares were allotted to Divya Jain, 45,000 Equity Shares were allotted to Neena Jain, 45,000 Equity Shares were allotted to Monica Jain, 45,000 Equity Shares were allotted to Vibha Jain, 95,647 Equity Shares were allotted to Anubha Jain, 45,000 Equity Shares were allotted to	913,147	10	55	Cash	7,670,449	76,704,490

Date of allotment	Reason/ nature of allotment	Name of allottees along with the number of Equity Shares allotted to each allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
		Sumitra Jain, 45,000 Equity Shares were allotted to Nikita Jain, 45,000 Equity Shares were allotted to Tanya Jain, 18,000 Equity Shares were allotted to Ramesh Chand Jain (HUF), 18,000 Equity Shares were allotted to Shruti Jain, 18,000 Equity Shares were allotted to Arun Kumar Jain, 45,000 Equity Shares were allotted to Sanjeev Jain, 18,000 Equity Shares were allotted to Rishabh Jain, 18,000 Equity Shares were allotted to Sanath Jain, 16,500 Equity Shares were allotted to Naresh Chand Jain (HUF), 45,000 Equity Shares were allotted to Akshay Jain HUF, 45,000 Equity Shares were allotted to Arun Kumar Jain (HUF), 45,000 Equity Shares were allotted to Sanjeev Kumar Jain (HUF), 18,000 Equity Shares were allotted to Rajesh Jain (HUF), 45,000 Equity Shares were						

Date of allotment	Reason/ nature of allotment	Name of allottees along with the number of Equity Shares allotted to each allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
		allotted to Rajeev Jain (HUF), 18,000 Equity Shares were allotted to Pranika Jain, 18,000 Equity Shares were allotted to Sanskriti Jain, 18,000 Equity Shares were allotted to Samyak Jain.						
May 29, 2025	Bonus issue in the proportion of 15 (fifteen) equity shares of face value of ₹ 10 each for every 1 (one) equity share held of face value of ₹ 10 each ⁽²⁾	2,400,000 Equity Shares allotted to Akshay Jain HUF, 20,146,440 Equity Shares allotted to Akshay Jain, 1,440,255 Equity Shares allotted to Anubha Jain, 2,025,000 Equity Shares allotted to Arun Jain (HUF), 1,642,500 Equity Shares to Naresh Chand Jain HUF, 2,205,000 Equity Shares to Vibha Jain, 7,801,725 Equity Shares to Neena Jain, 1,965,000 Equity Shares to Rajeev Jain (HUF), 3,826,305 Equity Shares to Samyak Jain, 14,623,650 Equity Shares to Rajeev Jain, 4,589,760 Equity Shares to Divya Jain, 3,886,500 Equity Shares to Ramesh Chand Jain HUF, 10,914,000 Equity Shares to Rajesh Jain, 1,560,000 Equity Shares to Rajesh	115,056,735	10	N.A.	N.A.	122,727,184	1,227,271,840

Date of allotment	Reason/nature of allotment	Name of allottees along with the number of Equity Shares allotted to each allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
		Kumar Jain HUF, 3,240,000 Equity Shares to Rishabh Jain, 1,380,000 Equity Shares to Rishibha Jain Gupta, 3,193,920 Equity Shares to Sanath Ramesh Jain, 20,439,480 Equity Shares to Monica Jain, 3,000,000 Equity Shares to Nikita Jain, 1,965,000 Equity Shares to Sanjeev Jain HUF, and 2,812,200 Equity Shares to Sanskriti Jain						

Pursuant to a resolution passed by our Board dated May 29, 2025 and a resolution passed by our Shareholders dated June 3, 2025, Equity Shares of face value of ₹ 10 each of our Company were sub-divided into Equity Shares of face value of ₹ 5 each. Consequently, the issued and subscribed share capital of our Company comprising 122,727,184 Equity Shares of face value of ₹ 10 each was sub-divided into 245,454,368 Equity Shares of face value of ₹ 5 each.

⁽¹⁾ Our Company was incorporated on May 15, 1995. The date of subscription to the MoA is May 5, 1995 and the allotment of Equity Shares pursuant to such subscription was taken on record by our Board on June 6, 1995.

⁽²⁾ The bonus issue was in the proportion of 15 (fifteen) equity shares of face value of ₹ 10 each for every 1 (one) equity share of face value of ₹ 10 each held by the equity Shareholders, authorized by a resolution passed by the Board at their meeting held on May 27, 2025 and by a resolution passed by the Shareholders at their EGM held on May 27, 2025 with the record date as May 27, 2025, in the manner set out above by capitalization of the securities premium account of our Company or any other permitted reserve/surplus of our Company.

(b) Preference Share capital history of our Company

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

Date of allotment	Reason/nature of allotment / redemption	Name of allottees* along with the number of Preference Shares allotted to each allottee	Number of Preference Shares allotted / redeemed	Face value per Preference Share (₹)	Issue price per Preference Share (₹)	Nature of consideration
Redeemable, non-convertible, non-cumulative, preference shares of face value of ₹ 10 each ("Preference Shares")						
March 30, 2013	Preferential allotment	180,000 Preference Shares allotted to All Time Buildtech Private Limited, 171,250 Preference Shares allotted to All Time Softech Private Limited, 187,500 Preference Shares allotted to Ram Alloy Castings Private Limited, 112,500 Preference Shares	2,000,000	10	40	Cash

Date of allotment	Reason/nature of allotment / redemption	Name of allottees* along with the number of Preference Shares allotted to each allottee	Number of Preference Shares allotted / redeemed	Face value per Preference Share (₹)	Issue price per Preference Share (₹)	Nature of consideration
Redeemable, non-convertible, non-cumulative, preference shares of face value of ₹ 10 each ("Preference Shares")						
		allotted to Rudra Avatar Steel Private Limited, 175,000 Preference Shares allotted to Swami Advertising Private Limited, 175,000 Preference Shares allotted to Vibgyor Contractors Private Limited, 62,500 Preference Shares allotted to Mould Trading Private Limited, 250,000 Preference Shares allotted to Kabir Enterprises Private Limited, 112,500 Preference Shares allotted to Trendz Informatics Private Limited, 62,500 Preference Shares allotted to Mangal Mahay Buildtech Private Limited, 150,000 Preference Shares allotted to Mahak Industries Private Limited, 175,000 Preference Shares allotted to Direct Mercantile Company Private Limited, 150,000 Preference Shares allotted to BG Freight Shoppe (I) Private Limited, 36,250 Preference Shares allotted to G-Trading India Private Limited				

*The Preference Shares had been transferred to M/s. Mohan Trust vide share transfer dated March 31, 2014.

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

(c) Issue of shares for consideration other than cash or by way of bonus issue or out of revaluation reserves

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

Date of allotment	Number of equity shares allotted	Details of allottee and equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Reason/Nature of allotment	Benefits accrued to our Company
May 29, 2025 ⁽¹⁾	115,056,735	2,400,000 Equity Shares allotted to Akshay Jain HUF, 20,146,440 Equity Shares allotted to	10	N.A.	Bonus issue ⁽¹⁾	N.A.

Date of allotment	Number of equity shares allotted	Details of allottee and equity shares allotted	Face value per equity share (₹)	Issue price per equity share (₹)	Reason/Nature of allotment	Benefits accrued to our Company
		Akshay Jain, 1,440,255 Equity Shares allotted to Anubha Jain, 2,025,000 Equity Shares allotted to Arun Jain (HUF), 1,642,500 Equity Shares to Naresh Chand Jain, 2,205,000 Equity Shares to Vibha Jain, 7,801,725 Equity Shares to Neena Jain, 1,965,000 Equity Shares to Rajeev Jain (HUF), 3,826,305 Equity Shares to Samyak Jain, 14,623,650 Equity Shares to Rajeev Jain, 4,589,760 Equity Shares to Divya Jain, 3,886,500 Equity Shares to Ramesh Chand Jain (HUF), 10,914,000 Equity Shares to Rajesh Jain, 1,560,000 Equity Shares to Rajesh Kumar Jain HUF, 3,240,000 Equity Shares to Rishabh Jain, 1,380,000 Equity Shares to Rishibha Jain Gupta, 3,193,920 Equity Shares to Sanath Ramesh Jain, 20,439,480 Equity Shares to Monica Jain, 3,000,000 Equity Shares to Nikita Jain, 1,965,000 Equity Shares to Sanjeev Jain HUF, and 2,812,200 Equity Shares to Sanskriti Jain				

⁽¹⁾ The bonus issue was in the proportion of 15 (fifteen) equity shares of face value of ₹ 10 each for every 1 (one) equity share of face value of ₹ 10 each held by the equity Shareholders, authorized by a resolution passed by the Board at their meeting held on May 27, 2025 and by a resolution passed by the Shareholders at their EGM held on May 27, 2025 with the record date as May 27, 2025, in the manner set out above by capitalization of the securities premium account of our Company or any other permitted reserve/surplus of our Company.

(d) Equity Shares allotted in terms of any schemes of arrangement

Our Company has not issued or allotted any Equity Shares in terms of any scheme approved under Section 391-394 of the Companies Act, 1956 or Section 230-234 of the Companies Act, 2013.

(e) ***Equity Shares allotted at a price lower than the Offer Price in the last year***

Except for the allotment of Equity Shares pursuant to a bonus issue as disclosed in “ - *Issue of shares for consideration other than cash or by way of bonus issue or out of revaluation reserves*” and as disclosed under “ – *Notes to Capital Structure – Equity Share capital history of our Company*” on pages 102 and 87, respectively, our Company has not issued or allotted any Equity Shares at a price which may be lower than the Offer Price, during a period of one year preceding the date of this Draft Red Herring Prospectus.

2. ***Equity Shares issued pursuant to employee stock option schemes or stock appreciation rights schemes***

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

[Intentionally left blank]

3. Shareholding Pattern of our Company

The table below presents the shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus:

Category (I)	Category of Shareholder (II)	Number of Shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of Equity Shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number 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)				Number of Equity Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted Equity Share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								Number of voting rights			Total as a % of (A+B+ C)			Number (a)	As a % of total Equity Shares held (b)	Number (a)	As a % of total Equity Shares held (b)	
								Class eg: Equity Shares	Class eg: Others	Total								
(A)	Promoters and Promoter Group	21	245,454,368	-	-	245,454,368	100	245,454,368	-	-	100	-	100	-	-	-	-	245,454,368
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non Promoter- Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)(1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)(2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total (A)+(B)+(C)	21	245,454,368	-	-	245,454,368	100	245,454,368	-	-	100	-	100	-	-	-	-	245,454,368

4. Major shareholders

The list of our major Shareholders and the number of Equity Shares held by them is provided below:

- a) The details of our Shareholders holding 1% or more of the paid-up Equity Share capital of our Company as on the date of filing of this Draft Red Herring Prospectus are set forth below:

S. No.	Name of the Shareholders	Number of Equity Shares of face value of ₹ 5 each held	% of the pre-Offer share capital on a fully diluted basis
1.	Monica Jain	43,604,224	17.76
2.	Akshay Jain	42,979,072	17.51
3.	Rajeev Jain	31,197,120	12.71
4.	Rajesh Jain	23,283,200	9.49
5.	Neena Jain	16,643,680	6.78
6.	Divya Jain	9,791,488	3.99
7.	Ramesh Chand Jain (HUF)	8,291,200	3.38
8.	Samyak Jain	8,162,784	3.33
9.	Rishabh Jain	6,912,000	2.82
10.	Sanath Jain	6,813,696	2.78
11.	Nikita Jain	6,400,000	2.61
12.	Sanskriti Jain	5,999,360	2.44
13.	Akshay Jain HUF	5,120,000	2.09
14.	Vibha Jain	4,704,000	1.92
15.	Arun Jain (HUF)	4,320,000	1.76
16.	Rajeev Jain (HUF)	4,192,000	1.71
17.	Sanjeev Jain HUF	4,192,000	1.71
18.	Naresh Chand Jain HUF	3,504,000	1.43
19.	Rajesh Kumar Jain HUF	3,328,000	1.36
20.	Anubha Jain	3,072,544	1.25
21.	Rishibha Jain Gupta	2,944,000	1.20
Total		245,454,368	100.00

* Based on the beneficiary position statement dated June 26, 2025 and register of members of our Company, as applicable.

- b) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our Company ten days prior to the date of filing of this Draft Red Herring Prospectus are set forth below:

S. No.	Name of the Shareholders	Number of Equity Shares of face value of ₹ 5 each held	% of the pre-Offer share capital on a fully diluted basis
1.	Monica Jain	43,604,224	17.76
2.	Akshay Jain	42,979,072	17.51
3.	Rajeev Jain	31,197,120	12.71
4.	Rajesh Jain	23,283,200	9.49
5.	Neena Jain	16,643,680	6.78
6.	Divya Jain	9,791,488	3.99
7.	Ramesh Chand Jain (HUF)	8,291,200	3.38
8.	Samyak Jain	8,162,784	3.33
9.	Rishabh Jain	6,912,000	2.82
10.	Sanath Jain	6,813,696	2.78
11.	Nikita Jain	6,400,000	2.61
12.	Sanskriti Jain	5,999,360	2.44
13.	Akshay Jain HUF	5,120,000	2.09
14.	Vibha Jain	4,704,000	1.92
15.	Arun Jain (HUF)	4,320,000	1.76

S. No.	Name of the Shareholders	Number of Equity Shares of face value of ₹ 5 each held	% of the pre-Offer share capital on a fully diluted basis
16.	Rajeev Jain (HUF)	4,192,000	1.71
17.	Sanjeev Jain HUF	4,192,000	1.71
18.	Naresh Chand Jain HUF	3,504,000	1.43
19.	Rajesh Kumar Jain HUF	3,328,000	1.36
20.	Anubha Jain	3,072,544	1.25
21.	Rishibha Jain Gupta	2,944,000	1.20
Total		245,454,368	100.00

- c) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our Company one year prior to the date of filing of this Draft Red Herring Prospectus are set forth below:

S. No.	Name of the Shareholders	Number of equity shares of face value of ₹ 10 each held	% of the pre-Offer share capital on a fully diluted basis
1.	Monica Jain	1,330,059	17.34
2.	Akshay Jain	1,322,452	17.24
3.	Rajeev Jain	974,910	12.71
4.	Rajesh Jain	727,600	9.49
5.	Neena Jain	520,115	6.78
6.	Divya Jain	287,000	3.74
7.	Ramesh Chand Jain (HUF)	259,100	3.38
8.	Samyak Jain	234,000	3.05
9.	Nikita Jain	211,158	2.75
10.	Sanath Jain	212,928	2.78
11.	Rishabh Jain	216,000	2.82
12.	Akshay Jain HUF	160,000	2.09
13.	Sanskriti Jain	160,480	2.09
14.	Arun Kumar Jain HUF	135,000	1.76
15.	Vibha Jain	129,000	1.68
16.	Sanjeev Jain HUF	131,000	1.71
17.	Rajeev Jain (HUF)	131,000	1.71
18.	Rajesh Jain HUF	10,4000	1.36
19.	Naresh Chand Jain HUF	109,500	1.43
20.	Anubha Jain	96,017	1.25
21.	Rishibha Jain Gupta	92,000	1.20
22.	Garg Duplex and Paper Mills Private Limited	82,100	1.07
Total		7,625,419	99.40

* Based on the register of members of our Company.

- d) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our Company two years prior to the date of filing of this Draft Red Herring Prospectus are set forth below:

S. No.	Name of the Shareholders	Number of equity shares of face value of ₹ 10 each held	% of the pre-Offer share capital on a fully diluted basis
1.	Trishla Jain	664,800	8.67
2.	Monica Jain	664,040	8.66
3.	Sumitra Jain	634,450	8.27

S. No.	Name of the Shareholders	Number of equity shares of face value of ₹ 10 each held	% of the pre- Offer share capital on a fully diluted basis
4.	Akshay Jain	566,600	7.39
5.	Vibha Jain	563,840	7.35
6.	Divya Jain	537,000	7.00
7.	Rajeev Jain	424,800	5.54
8.	Anubha Jain	419,529	5.47
9.	Rajesh Jain	412,800	5.38
10.	Nikita Jain	388,102	5.06
11.	Neena Jain	347,148	4.53
12.	Tanya Jain	344,572	4.49
13.	Ramesh Chand Jain (HUF)	259,100	3.38
14.	Akshay Jain HUF	160,000	2.09
15.	Arun Kumar Jain HUF	135,000	1.76
16.	Sanjeev Jain HUF	131,000	1.71
17.	Rajeev Jain (HUF)	131,000	1.71
18.	Naresh Chand Jain HUF	109,500	1.43
19.	Rajesh Jain HUF	104,000	1.36
20.	Sanjeev Jain	94,000	1.23
21.	Rishabh Jain	91,000	1.19
22.	Sanath Jain	87,928	1.15
23.	Shruti Jain	85,000	1.11
24.	Garg Duplex and Paper Mills Private Limited	82,100	1.07
Total		7,437,309	97.00

* Based on the register of members of our Company.

5. Details of Shareholding of our Promoters and members of the Promoter Group in the Company

(i) Equity Shareholding of the Promoters and members of the Promoter Group

As on the date of this Draft Red Herring Prospectus, our Promoters hold 141,063,616 Equity Shares of face value of ₹ 5 and members of Promoter Group (other than our Promoters) hold 104,390,752 Equity Shares of face value of ₹ 5 each, equivalent to 57.47% and 42.53% of the issued, subscribed and paid-up Equity Share capital of our Company, respectively, as set forth in the table below:

S. No.	Name of the Shareholder	Pre-Offer		Post-Offer Equity Share Capital*	
		No. of Equity Shares	% of pre-Offer Equity Share capital	No. of Equity Shares	% of post-Offer Equity Share capital
Promoters					
1.	Monica Jain	43,604,224	17.76	[•]	[•]
2.	Akshay Jain	42,979,072	17.51	[•]	[•]
3.	Rajeev Jain	31,197,120	12.71	[•]	[•]
4.	Rajesh Jain	23,283,200	9.49	[•]	[•]
5.	Sanjeev Jain	Nil	Nil	[•]	[•]
Total (A)		141,063,616	57.47		
Promoter Group					
6.	Neena Jain	16,643,680	6.78	[•]	[•]
7.	Divya Jain	9,791,488	3.99	[•]	[•]
8.	Samyak Jain	8,162,784	3.33	[•]	[•]

S. No.	Name of the Shareholder	Pre-Offer		Post-Offer Equity Share Capital*	
		No. of Equity Shares	% of pre-Offer Equity Share capital	No. of Equity Shares	% of post-Offer Equity Share capital
9.	Rishabh Jain	6,912,000	2.82	[•]	[•]
10.	Sanath Jain	6,813,696	2.78	[•]	[•]
11.	Nikita Jain	6,400,000	2.61	[•]	[•]
12.	Sanskriti Jain	5,999,360	2.44	[•]	[•]
13.	Vibha Jain	4,704,000	1.92	[•]	[•]
14.	Anubha Jain	3,072,544	1.25	[•]	[•]
15.	Rishibha Jain Gupta	2,944,000	1.20	[•]	[•]
16.	Akshay Jain HUF	5,120,000	2.09	[•]	[•]
17.	Arun Jain (HUF)	4,320,000	1.76	[•]	[•]
18.	Rajeev Jain (HUF)	41,92,000	1.71	[•]	[•]
19.	Ramesh Chand Jain (HUF)	8,291,200	3.38	[•]	[•]
20.	Sanjeev Jain HUF	41,92,000	1.71	[•]	[•]
21.	Naresh Chand Jain HUF	3,504,000	1.43	[•]	[•]
22.	Rajesh Kumar Jain HUF	3,328,000	1.36	[•]	[•]
Total (B)		104,390,752	42.53		
Total (C = A+B)		245,454,368	100.00	[•]	[•]

* Subject to finalisation of Basis of Allotment

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

(iii) **Build-up of our Promoters' shareholding in our Company**

The build-up of the Equity shareholding of our Promoters since the incorporation of our Company is set forth in the table below:

Date of allotment/ transfer/ transmission	Details of allotment/ transfer	No. of Equity Shares	Nature of consideration	Face value per Equity Share (₹)	Issue price/ transfer price per Equity Share (₹)	Percentage of pre-Offer Equity Share capital	Percentage of post-Offer Equity Share capital*
Akshay Jain							
April 19, 2003	Transfer from Swapnil Finance & Hire Purchase Co. (P) Limited	80,000	Cash	10	2	0.07	[•]
April 19, 2003	Transfer from Saurabh Garg	10,000	Cash	10	2	0.01	[•]
March 31, 2007	Transfer from Ram Niwas	16,000	Cash	10	50	0.01	[•]
March 31, 2007	Transfer from Shakti Securities Private Limited	20,000	Cash	10	50	0.02	[•]
March 31, 2007	Transfer from Rahul Kumar	10,000	Cash	10	50	0.01	[•]
March 31,	Transfer from	20,000	Cash	10	50	0.02	[•]

Date of allotment/ transfer/ transmission	Details of allotment/ transfer	No. of Equity Shares	Nature of consideration	Face value per Equity Share (₹)	Issue price/ transfer price per Equity Share (₹)	Percentage of pre- Offer Equity Share capital	Percentage of post- Offer Equity Share capital*
2007	Sunayana Singhal						
March 31, 2007	Transfer from Kamlesh Singhal	4,000	Cash	10	50	0.00	[•]
March 31, 2007	Transfer from Raunaq Aker Drilling Limited	10,000	Cash	10	50	0.01	[•]
March 31, 2007	Transfer from Chambal Vally Sugar Mills Limited	20,000	Cash	10	50	0.02	[•]
September 8, 2008	Transfer from Raunaq Aker Drilling Limited	20,000	Cash	10	50	0.02	[•]
December 9, 2008	Transfer from Sunayana Singhal	30,000	Cash	10	50	0.02	[•]
December 9, 2008	Transfer from Kamlesh Singhal	37,000	Cash	10	50	0.03	[•]
March 10, 2012	Rights Issue	35,000	Cash	10	10	0.03	[•]
March 23, 2013	Transfer from Mayank Goel	6,000	Cash	10	10	0.00	[•]
March 23, 2013	Transfer from K.D Goel	7,000	Cash	10	10	0.01	[•]
March 23, 2013	Transfer from K.D Goel & Sons	5,000	Cash	10	10	0.00	[•]
October 8, 2015	Rights issue	105,600	Cash	10	50	0.09	[•]
August 26, 2016	Rights issue	86,000	Cash	10	35	0.07	[•]
March 30, 2018	Rights issue	45,000	Cash	10	55	0.04	[•]
April 5, 2024	Transfer from Vibha Jain by way of gift	432,340	-	10	N.A.	0.35	[•]
April 5, 2024	Transfer from Anubha Jain by way of gift	323,512	-	10	N.A.	0.26	[•]
September 25, 2024	Transfer from Garg Duplex and Paper Mills (P) Limited	20,644	Cash	10	503	0.02	[•]
May 29, 2025	Bonus issue ⁽¹⁾	20,146,440	N.A.	10	-	16.42	[•]
Pursuant to a resolution passed by our Board dated May 29, 2025 and a resolution passed by our Shareholders dated June 3, 2025, equity shares of face value of ₹ 10 each of our Company were sub-divided into Equity Shares							

Date of allotment/ transfer/ transmission	Details of allotment/ transfer	No. of Equity Shares	Nature of consideration	Face value per Equity Share (₹)	Issue price/ transfer price per Equity Share (₹)	Percentage of pre- Offer Equity Share capital	Percentage of post- Offer Equity Share capital*
of face value of ₹ 5 each. Consequently, 21,489,536 equity Shares of face value of ₹ 10 each, held by Akshay Jain were sub-divided into 42,979,072 Equity Shares of face value of ₹ 5 each.							
Total (A)		42,979,072				17.51	[•]
Monica Jain							
October 15, 2005	Transfer from Rabik Export Limited	50,000	Cash	10	10	0.04	[•]
October 15, 2005	Transfer from Niti Housing Development & Finance Corporation Limited	50,000	Cash	10	10	0.04	[•]
October 15, 2005	Transfer from Skylark Marketing Private Limited	50,000	Cash	10	10	0.04	[•]
October 15, 2005	Transfer from Polo Leasing & Finance Private Limited	50,000	Cash	10	10	0.04	[•]
May 03, 2008	Transfer from URI Engineers Private Limited	20,000	Cash	10	50	0.02	[•]
March 19, 2008	Transfer from Direct Courier Private Limited	10,000	Cash	10	50	0.01	[•]
March 20, 2008	Transfer from BSA Fincap Private Limited	10,000	Cash	10	50	0.01	[•]
March 14, 2008	Transfer from M.V Marketing Private Limited	18,000	Cash	10	50	0.01	[•]
April 14, 2008	Transfer from M.V Marketing Private Limited	50,000	Cash	10	50	0.04	[•]
November 3, 2008	Transfer from Rabik Export Limited	14,000	Cash	10	50	0.01	[•]
March 10, 2012	Rights Issue	30,000	Cash	10	10	0.02	[•]
March 23, 2013	Transfer from Anita Goel	20,000	Cash	10	10	0.02	[•]

Date of allotment/ transfer/ transmission	Details of allotment/ transfer	No. of Equity Shares	Nature of consideration	Face value per Equity Share (₹)	Issue price/ transfer price per Equity Share (₹)	Percentage of pre- Offer Equity Share capital	Percentage of post- Offer Equity Share capital*
October 8, 2015	Rights issue	175,040	Cash	10	50	0.14	[•]
August 26, 2016	Rights issue	72,000	Cash	10	35	0.06	[•]
March 30, 2018	Rights issue	45,000	Cash	10	55	0.04	[•]
December 31, 2023	Transmission of shares upon death of Sumitra Jain	211,483	Cash	10	N.A.	0.17	[•]
December 31, 2023	Transfer from Vibha Jain by way of gift	8,500	-	10	N.A.	0.01	[•]
April 1, 2024	Transfer from Arun Kumar Jain by way of gift	67,000	-	10	N.A.	0.05	[•]
April 1, 2024	Transfer from Nikita Jain by way of gift	176,944	-	10	N.A.	0.14	[•]
April 1, 2024	Transfer from Tanya Jain by way of gift	202,092	-	10	N.A.	0.16	[•]
September 25, 2024	Transfer from Nikita Jain by way of gift	11,158	-	10	N.A.	0.01	[•]
September 25, 2024	Transfer from Garg Duplex and Paper Mills (P) Limited	21,415	Cash	10	503	0.02	[•]
May 29, 2025	Bonus issue ⁽¹⁾	20,439,480	N.A.	10	-	16.65	[•]
Pursuant to a resolution passed by our Board dated May 29, 2025 and a resolution passed by our Shareholders dated June 3, 2025, equity shares of face value of ₹ 10 each of our Company were sub-divided into Equity Shares of face value of ₹ 5 each. Consequently, 21,802,112 equity shares of face value of ₹ 10 each, held by Monica Jain were sub-divided into 43,604,224 Equity Shares of face value of ₹ 5 each.							
Total (B)		43,604,224				17.76	[•]
Rajeev Jain							
October 15, 2005	Transfer from RSG Marketing Private Limited	50,000	Cash	10	10	0.04	[•]
October 15, 2005	Transfer from SPD Electronics Private Limited	50,000	Cash	10	10	0.04	[•]
October 15, 2005	Transfer from Acoot India Private Limited	50,000	Cash	10	10	0.04	[•]

Date of allotment/ transfer/ transmission	Details of allotment/ transfer	No. of Equity Shares	Nature of consideration	Face value per Equity Share (₹)	Issue price/ transfer price per Equity Share (₹)	Percentage of pre- Offer Equity Share capital	Percentage of post- Offer Equity Share capital*
October 15, 2005	Transfer from Saurabh Petochem Private Limited	50,000	Cash	10	10	0.04	[•]
March 31, 2007	Transfer from Enpro Gas Company Private Limited	40,000	Cash	10	50	0.03	[•]
October 8, 2015	Rights issue	116,800	Cash	10	50	0.10	[•]
August 26, 2016	Rights issue	50,000	Cash	10	35	0.04	[•]
March 30, 2018	Rights issue	18,000	Cash	10	55	0.01	[•]
December 31, 2023	Transmission of shares upon death of Trishla Jain	300,000	-	10	N.A.	0.24	[•]
January 5, 2024	Transfer from Sharwan Kumar	10	Cash	10	316	0.00	[•]
January 5, 2024	Transfer from Ravi Jain	10	Cash	10	316	0.00	[•]
January 5, 2024	Transfer from Ruchi Garg	10	Cash	10	316	0.00	[•]
January 5, 2024	Transfer from S.K. Garg & Sons. (HUF)	10	Cash	10	316	0.00	[•]
April 1, 2024	Transfer from Neena Jain by way of gift	250,000	Cash	10	N.A.	0.20	[•]
January 5, 2024	Transfer from Anshu Garg	10	Cash	10	316	0.00	[•]
January 5, 2024	Transfer from Payal Jain	10	Cash	10	316	0.00	[•]
January 5, 2024	Transfer from Mridula Garg	10	Cash	10	316	0.00	[•]
January 5, 2024	Transfer from Mohit Garg	10	Cash	10	316	0.00	[•]
January 5, 2024	Transfer from Divyansh Garg	10	Cash	10	316	0.00	[•]
January 5, 2024	Transfer from Bhagyashree Garg	10	Cash	10	316	0.00	[•]
January 5, 2024	Transfer from Ravi Jain & Sons (HUF)	10	Cash	10	316	0.00	[•]
May 29, 2025	Bonus issue ⁽¹⁾	14,623,650	N.A.	10	-	11.92	[•]
Pursuant to a resolution passed by our Board dated May 29, 2025 and a resolution passed by our Shareholders							

Date of allotment/ transfer/ transmission	Details of allotment/ transfer	No. of Equity Shares	Nature of consideration	Face value per Equity Share (₹)	Issue price/ transfer price per Equity Share (₹)	Percentage of pre- Offer Equity Share capital	Percentage of post- Offer Equity Share capital*
dated June 3, 2025, equity shares of face value of ₹ 10 each of our Company were sub-divided into Equity Shares of face value of ₹ 5 each. Consequently, 15,598,560 equity shares of face value of ₹ 10 each, held by Rajeev Jain were sub-divided into 31,197,120 Equity Shares of face value of ₹ 5 each.							
Total (C)		31,197,120				12.71	[•]
Rajesh Jain							
April 19, 2003	Transfer from Darshan Lal	15,000	Cash	10	2	0.01	[•]
October 15, 2005	Transfer from Wiseman Marketing Private Limited	50,000	Cash	10	10	0.04	[•]
October 15, 2005	Transfer from Neelanchal Pharma & Marketing Private Limited	50,000	Cash	10	10	0.04	[•]
October 15, 2005	Transfer from Scient Information Private Limited	50,000	Cash	10	10	0.04	[•]
October 15, 2005	Transfer from Gian Investment Private Limited	50,000	Cash	10	10	0.04	[•]
October 8, 2015	Rights issue	136,800	Cash	10	50	0.11	[•]
August 26, 2016	Rights issue	43,000	Cash	10	35	0.04	[•]
March 30, 2018	Rights issue	18,000	Cash	10	55	0.01	[•]
December 31, 2023	Transmission of shares upon death of Trishla Jain	64,800	-	10	N.A.	0.05	[•]
April 1, 2024	Transfer from Divya Jain by way of gift	250,000	-	10	N.A.	0.20	[•]
May 29, 2025	Bonus issue ⁽¹⁾	10,914,000	N.A.	10	-	8.89	[•]
Pursuant to a resolution passed by our Board dated May 29, 2025 and a resolution passed by our Shareholders dated June 3, 2025, equity shares of face value of ₹ 10 each of our Company were sub-divided into Equity Shares of face value of ₹ 5 each. Consequently, 11,641,600 equity shares of face value of ₹ 10 each, held by Rajesh Jain were sub-divided into 23,283,200 Equity Shares of face value of ₹ 5 each.							
Total (D)		23,283,200				9.49	[•]
Sanjeev Jain							
August 26, 2016	Rights issue	49,000	Cash	10	35	0.04	[•]
March 30, 2018	Rights issue	45,000	Cash	10	55	0.04	[•]

Date of allotment/ transfer/ transmission	Details of allotment/ transfer	No. of Equity Shares	Nature of consideration	Face value per Equity Share (₹)	Issue price/ transfer price per Equity Share (₹)	Percentage of pre- Offer Equity Share capital	Percentage of post- Offer Equity Share capital*
September 25, 2024	Transfer to Sanskriti Jain by way of gift	(27,000)	-	10	N.A.	-0.02	[•]
September 25, 2024	Transfer to Vibha Jain by way of gift	(18,000)	-	10	N.A.	-0.01	[•]
April 1, 2024	Transfer to Vibha Jain by way of gift	(49,000)	-	10	N.A.	-0.04	[•]
Total (E)	Nil		Nil				[•]
Total (F)	141,063,616		57.47				

* Subject to finalisation of Basis of Allotment

⁽¹⁾ The bonus issue was in the proportion of 15 (fifteen) equity shares of face value of ₹ 10 each for every 1 (one) equity share of face value of ₹ 10 each held by the equity Shareholders, authorized by a resolution passed by the Board at their meeting held on May 27, 2025 and by a resolution passed by the Shareholders at their EGM held on May 27, 2025 with the record date as May 27, 2025, in the manner set out above by capitalization of the securities premium account of our Company or any other permitted reserve/surplus of our Company.

- (iv) All the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment or acquisition, as applicable, of such Equity Shares.
- (v) As on the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoters are pledged or are otherwise encumbered.
- (vi) Our Promoters do not hold any Preference Shares.
- (vii) Except as disclosed above and under “-Build-up of our Promoters’ shareholding in our Company” and “-Secondary transactions of Equity Shares and Preference Shares by our Promoters, members of the Promoter Group and Selling Shareholders” on pages 109 and 115, none of the members of the Promoter Group, the Promoters, the Directors of our Company, nor any of their respective relatives, as applicable, have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.
- (viii) **Secondary Transactions of Equity Shares and Preference Shares by our Promoters, members of the Promoter Group and Selling Shareholders**

Except as disclosed below and in “-Build-up of our Promoters’ shareholding in our Company” on page 109, there has been no acquisition of Equity Shares through secondary transactions by the Promoters, members of the Promoter Group and Selling Shareholders, as on the date of this Draft Red Herring Prospectus.

Equity Shares:

Name of transferor	Name of transferee	Date of transfer of Equity Shares	Number of Equity Shares transferred	Face Value per Equity Share (₹)	Transfer price per Equity Share (in ₹)	Nature of Consideration
Anand Kumar Ambrish Kumar	Neena Jain	April 19, 2003	25,000	10	2	Cash
Rajan Agarwal	Neena Jain	April 19, 2003	500	10	2	Cash
Satish Kumar Gupta	Neena Jain	April 19, 2003	500	10	2	Cash
Anand	Neena Jain	April 19, 2003	30,000	10	2	Cash

Name of transferor	Name of transferee	Date of transfer of Equity Shares	Number of Equity Shares transferred	Face Value per Equity Share (₹)	Transfer price per Equity Share (in ₹)	Nature of Consideration
Kumar Ambrish Kumar						
Deepak Goel	Neena Jain	April 19, 2003	500	10	2	Cash
Mayank Goel	Neena Jain	April 19, 2003	1,500	10	2	Cash
Rajan Arora	Neena Jain	April 19, 2003	20,000	10	2	Cash
K.D. Goel	Neena Jain	April 19, 2003	500	10	2	Cash
Vijendra Kumar & Sons (HUF)	Divya Jain	April 19, 2003	15,000	10	2	Cash
Saurabh Paper Trading Co. Private Limited	Divya Jain	April 19, 2003	10,000	10	2	Cash
Navgawan Leasing & Investment Limited	Divya Jain	April 19, 2003	10,000	10	2	Cash
Navgawan Leasing & Investment Limited	Divya Jain	April 19, 2003	10,000	10	2	Cash
Saurabh Paper Trading Co. Private Limited	Divya Jain	April 19, 2003	10,000	10	2	Cash
Enpro Gas Company Private Limited	Divya Jain	October 15, 2005	50,000	10	10	Cash
Enpol Private Limited	Divya Jain	October 15, 2005	100,000	10	10	Cash
Welcare Realstate Private Limited	Neena Jain	October 15, 2005	50,000	10	10	Cash
Zigma Telecom (P) Limited	Vibha Jain	October 15, 2005	50,000	10	10	Cash
Amba Alloy Private Limited	Vibha Jain	October 15, 2005	50,000	10	10	Cash
Milansar Impex & Traders (P) Limited	Vibha Jain	October 15, 2005	50,000	10	10	Cash
Jain Shiv Fabrication Private Limited	Vibha Jain	October 15, 2005	50,000	10	10	Cash
Candid	Neena Jain	March 31, 2007	20,000	10	50	Cash

Name of transferor	Name of transferee	Date of transfer of Equity Shares	Number of Equity Shares transferred	Face Value per Equity Share (₹)	Transfer price per Equity Share (in ₹)	Nature of Consideration
Engineering Private Limited						
Tayal Software Private Limited	Divya Jain	March 31, 2007	20,000	10	50	Cash
Raunaq Aker Drilling Private Limited	Divya Jain	March 31, 2007	50,000	10	50	Cash
Garg Organic Private Limited	Divya Varshney	March 31, 2007	30,000	10	50	Cash
Proton Marketing Private Limited	Divya Varshney	March 31, 2007	30,000	10	50	Cash
Aurangabad Vastra (P) Limited	Vibha Jain	March 31, 2007	20,000	10	50	Cash
Infodot Companies Private Limited	Vibha Jain	March 31, 2007	20,000	10	50	Cash
I M/s. Fair-N-Square Export Private Limited	Vibha Jain	March 18, 2008	18,000	10	50	Cash
Achaites Software Private Limited	Vibha Jain	March 20, 2008	10,000	10	50	Cash
Elbee Portfolio Private Limited	Shruti Jain	March 24, 2008	14,000	10	50	Cash
PMP Farms Private Limited	Vibha Jain	March 25, 2008	20,000	10	50	Cash
Proton Marketing Private Limited	Nikita Jain	March 27, 2008	16,000	10	50	Cash
Pearl Infotech Pvt Limited	Tanya Jain	April 18, 2008	19,000	10	50	Cash
M/s. Randhir IT Solutions Private Limited	Rishibha Jain Gupta	April 19, 2008	6,000	10	50	Cash
M/s. Jai Garg Plastics India Private	Rishibha Jain Gupta	April 24, 2008	20,000	10	50	Cash

Name of transferor	Name of transferee	Date of transfer of Equity Shares	Number of Equity Shares transferred	Face Value per Equity Share (₹)	Transfer price per Equity Share (in ₹)	Nature of Consideration
Limited						
Proton Marketing Private Limited	Nikita Jain	April 27, 2008	30,000	10	50	Cash
B. Finlease (I) Private Limited	Tanya Jain	May 3, 2008	20,000	10	50	Cash
Houri Buildtech Private Limited	Neena Jain	May 20, 2008	15,000	10	50	Cash
Ram Niwas	Shruti Jain	September 22, 2008	19,000	10	50	Cash
P. Videotronics Private Limited	Ramesh Chand Jain (HUF)	September 22, 2008	114,000	10	50	Cash
Amsons Apparels Private Limited	Shruti Jain	October 4, 2008	24,000	10	50	Cash
Amsons Apparels Private Limited	Shruti Jain	October 4, 2008	10,000	10	50	Cash
Sincere Buildcon (P) Limited	Rishibha Jain Gupta	October 4, 2008	16,000	10	50	Cash
Murti Devi	Tanya Jain	March 23, 2013	25,000	10	10	Cash
Anita Goel	Nikita Jain	March 23, 2013	13,200	10	10	Cash
Murti Devi	Vibha Jain	March 23, 2013	24,000	10	10	Cash
Deepak Goel	Ramesh Chand Jain (HUF)	March 23, 2013	27,500	10	10	Cash
Sunayana	Garg Duplex and Paper Mills (P) Limited	October 10, 2014	19,900	10	10	Cash
Kamlesh Rani	Garg Duplex and Paper Mills (P) Limited	October 10, 2014	6,900	10	10	Cash
Raunaq Aker Drilling Limited	Garg Duplex and Paper Mills (P) Limited	October 10, 2014	6,400	10	10	Cash
P. Videotronics Private Limited	Garg Duplex and Paper Mills (P) Limited	October 10, 2014	48,900	10	10	Cash
P. Videotronics Private Limited	Anubha Jain	October 10, 2014	100	10	10	Cash

Name of transferor	Name of transferee	Date of transfer of Equity Shares	Number of Equity Shares transferred	Face Value per Equity Share (₹)	Transfer price per Equity Share (in ₹)	Nature of Consideration
Raunaq Aker Drilling Limited	Anubha Jain	October 10, 2014	100	10	10	Cash
Kamlesh Rani	Anubha Jain	October 10, 2014	100	10	10	Cash
Sunayana Singhal	Anubha Jain	October 10, 2014	100	10	10	Cash
Anubha Jain	Payal Jain	March 6, 2017	10	10	10	Cash
Anubha Jain	Ravi Jain	March 6, 2017	10	10	10	Cash
Anubha Jain	Ravi Jain & Sons HUF	March 6, 2017	10	10	10	Cash
Vibha Jain	Samyak Jain	December 31, 2023	188,000	10	-	Gift
Tanya Jain	Sanskriti Jain	December 31, 2023	142,480	10	-	Gift
Sumitra Jain	Neena Jain	December 31, 2023	422,967	10	-	Transmission
Trishla Jain	Rishabh Jain	December 31, 2023	125,000	10	-	Transmission
Trishla Jain	Sanath Jain	December 31, 2023	125,000	10	-	Transmission
Trishla Jain	Rishibha Jain Gupta	December 31, 2023	50,000	10	-	Transmission
Parnika Jain	Samyak Jain	April 1, 2024	28,000	10	-	Gift
Divya Varshney	Vibha Jain	April 1, 2024	60,000	10	-	Gift
Shruti Jain	Vibha Jain	April 1, 2024	85,000	10	-	Gift
Nishant Kuchhal	Samyak Jain	June 30, 2024	10	10	503	Cash
Jitendra Kumar Kuchhal	Samyak Jain	June 30, 2024	10	10	503	Cash
Jitendra Kumar Kuchhal (HUF)	Samyak Jain	June 30, 2024	10	10	503	Cash
Garg Duplex and Paper Mills (P) Limited	Divya Jain	September 25, 2024	18,984	10	503	Cash
Garg Duplex and Paper Mills (P) Limited	Samyak Jain	September 25, 2024	21,057	10	503	Cash

* Subject to finalisation of Basis of Allotment

Preference Shares:

There has been no acquisition of Preference Shares through secondary transactions by the Promoters, members of the Promoter Group and Selling Shareholders, as on the date of this Draft Red Herring Prospectus.

- (ix) There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors, or their relatives have financed the purchase by any other person of securities of our Company during a period of six months immediately preceding the date of this Draft Red Herring Prospectus.

6. Details of lock-in of Equity Shares

(i) Details of Promoters' contribution and lock-in

Pursuant to Regulations 14 and 16 (1) of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post- Offer Equity Share capital of our Company held by our Promoters, shall be considered as minimum Promoters' contribution and locked-in for a period of 3 years from the date of Allotment or any other period as may be prescribed under applicable law ("Minimum Promoters' Contribution") and the shareholding of our Promoters in excess of 20% shall be locked in for a period of one year from the date of Allotment.

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

Name of the Promoter	Date of allotment / transfer of the Equity Shares*	Nature of transaction	No. of Equity Shares held	Face Value (₹)	Offer/ acquisition price per Equity Share (₹)	No. of Equity Shares locked-in	Percentage of the pre- Offer paid-up capital (%)	Percentage of the pre- Offer paid-up capital (%)**	Date up to which the Equity Shares are subject to lock-in
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Total						[•]	[•]	[•]	

* All the Equity Shares were fully paid-up on the respective dates of allotment or acquisition, as the case may be, of such Equity Shares.

** Subject to finalisation of Basis of Allotment.

Note: The above details shall be filled in the Prospectus to be filed with the RoC.

Our Promoters have consented to include such number of Equity Shares held by it as may constitute 20% of the fully diluted post- Offer Equity Share capital of our Company as Minimum Promoters' Contribution. Our Promoters have agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber, in any manner, the Minimum Promoters' Contribution from the date of filing this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted in accordance with the SEBI ICDR Regulations.

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

- (a) The Equity Shares offered for Promoters' Contribution do not include Equity Shares acquired in the three immediately preceding years (a) for consideration other than cash involving revaluation of assets or capitalisation of intangible assets; or (b) resulting from a bonus issue of Equity Shares out of revaluation reserves or unrealised profits of our Company or from a bonus issuance of Equity Shares against Equity Shares, which are otherwise ineligible for computation of Minimum Promoters' Contribution. The price per Equity Share for determining securities ineligible for Minimum Promoters' Contribution, shall be determined, after adjusting the same for corporate actions such as share split, bonus issue, etc. undertaken by our Company;

- (b) The Minimum Promoters' Contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which the Equity Shares are being issued to the public in the Offer;
- (c) Our Company has not been formed by the conversion of a partnership firm or a limited liability partnership firm into a company in the preceding one year and hence, no Equity Shares have been issued in the one year immediately preceding the date of this Draft Red Herring Prospectus pursuant to conversion from a partnership firm or a limited liability partnership firm; and
- (d) The Equity Shares forming part of the Minimum Promoters' Contribution are not subject to any pledge.

(ii) **Other Lock-in requirements**

- i. In terms of Regulation 17 of the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital of our Company (other than the Minimum Promoters' Contribution and Equity Shares held by our Promoters in excess of Minimum Promoters Contribution will shall be locked in as prescribed in “- *Details of Promoters' contribution and lock-in*” on page 120) will be locked-in for a period of six months from the date of Allotment in the Offer except for (a) the Equity Shares successfully transferred as a part of the Offer for Sale; and (b) Equity Shares held by a venture capital fund or alternative investment fund of category I or category II or foreign venture capital investor. As on the date of this Draft Red Herring Prospectus, our Company does not have Shareholders that are venture capital funds or alternative investment funds of category I or category II or a foreign venture capital investor.
 - ii. Any unsubscribed portion of the Equity Shares forming part of the Offer for Sale would also be locked-in as required under the SEBI ICDR Regulations.
 - iii. In terms of Regulation 21 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters, which are locked-in as per Regulation 16 of the SEBI ICDR Regulations, may be pledged only with scheduled commercial banks, public financial institutions, NBFC-SIs or housing finance companies as collateral security for loans granted by such entities, provided that such loans have been granted for the purpose of financing one or more of the objects of the Offer and pledge of the Equity Shares is a term of sanction of such loans. However, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.
 - iv. In terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters, which are locked-in may be transferred to and amongst the members of the Promoter Group including other Promoters or to any new promoter, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI ICDR Regulations has expired.
 - v. 50% of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period 90 days from the date of Allotment and the remaining 50% shall be locked-in for a period of 30 days from the date of Allotment.
7. There are no outstanding options or stock appreciation rights or convertible securities, including any outstanding warrants or rights to convert debentures, loans or other instruments which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus.
 8. As on the date of this Draft Red Herring Prospectus, our Company has a total of 22 Shareholders comprising 21 Equity Shareholders and 1 Preference Shareholder.
 9. Our Company, our Promoters, our Directors and the BRLM have not entered into buyback arrangements and / or any other similar arrangements for the purchase of Equity Shares to be offered through the Offer.
 10. All Equity Shares are fully paid-up as on the date of this Draft Red Herring Prospectus. The Equity Shares to be issued or transferred pursuant to the Offer shall be fully paid-up at the time of Allotment.
 11. As on the date of this Draft Red Herring Prospectus, the BRLM and its respective associates (determined as per the definition of 'associate company' under the Companies Act, 2013 and as per definition of the term 'associate' under the SEBI Merchant Bankers Regulations) do not hold any Equity Shares of our Company. The BRLM and its

affiliates may engage in the transactions with and perform services for our Company and/or for the Selling Shareholders in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

12. None of the existing Shareholders of our Company are indirectly/directly related to the BRLM, and/or their respective associates as defined under SEBI Merchant Bankers Regulations.
13. The BRLM and persons related to the BRLM or Syndicate Members cannot apply in the Offer under the Anchor Investor Portion, except for Mutual Funds sponsored by entities which are associates of the BRLM, or insurance companies promoted by entities which are associates of the BRLM or AIFs sponsored by entities which are associates of the BRLM, or a FPI (other than individuals, corporate bodies and family offices) sponsored by entities which are associates of the BRLM.
14. Except as disclosed in “*Our Management*” on page 248, none of our Directors or Key Managerial Personnel and Senior Management of our Company hold any Equity Shares as on the date of this Draft Red Herring Prospectus.
15. No person connected with the Offer, including, but not limited to, our Company, the Selling Shareholders, the members of the Syndicate, our Promoters, the members of our Promoter Group, or our Directors, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.
16. Our Company may alter its capital structure within a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), in addition to the Equity Shares proposed to be allotted pursuant to the Fresh Issue, whether on a preferential basis, or by way of issue of bonus Equity Shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise to finance an acquisition, merger or joint venture or organic and/or inorganic growth or for regulatory compliance or such other scheme of arrangement or for acquiring assets or for expansion or business purposes or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.
17. Except to the extent of sale of the Equity Shares in the Offer for Sale by the Promoter Selling Shareholders and the Promoter Group Selling Shareholders, none of our Promoters or members of our Promoter Group will participate in the Offer.
18. Except for the proceeds that shall be received by Selling Shareholders, pursuant to the Equity Shares being offered by them pursuant to the Offer for Sale, our Promoters and members of our Promoter Group will not receive any proceeds from the Offer.
19. Except as disclosed above in “*-Equity Share capital history of our Company*” on page 87, our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.
20. All transactions in Equity Shares by our Promoters and members of our Promoter Group between the date of filing of this Draft Red Herring Prospectus and the date of closing of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions.
21. All Equity Shares offered through the Offer will be made fully paid-up, if applicable, or may be forfeited for non-payment of calls within twelve months from the date of allotment of Equity Shares.
22. There shall be only one denomination of the Equity Shares of our Company, unless otherwise permitted by law.

OBJECTS OF THE OFFER

The Offer comprises of a Fresh Issue of [●] Equity Shares, aggregating up to ₹ 3,000.00 million by our Company and an Offer for Sale of up to 32,200,000 Equity Shares, aggregating to ₹ [●] million by the Selling Shareholders. See “*Summary of the Offer Document*” and “*The Offer*” on pages 27 and 71, respectively.

The Offer for Sale

The Selling Shareholders will be entitled to their respective portion of the proceeds from the Offer for Sale, after deducting their respective portion of the Offer related expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale by the Selling Shareholders and the proceeds from the Offer for Sale will not form part of the Net Proceeds. For further details, please see “- *Offer related expenses*” on page 135.

Fresh Issue

The details of the proceeds of the Fresh Issue are summarized in the table below:

Particulars	Estimated Amount (in ₹ million)
Gross Proceeds of the Fresh Issue	3,000.00
<i>Less: Offer related expenses in relation to the Fresh Issue*</i>	[●]
Net Proceeds*	[●]

**To be finalized upon determination of Offer Price and updated in the Prospectus prior to filing with the RoC.*

Requirement of funds

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

1. Funding capital expenditure requirements towards investment in sustainability initiatives within our existing Manufacturing Facility by way of installation of (a) 14MW waste-to-energy captive power plant (“**Captive Power Plant**”) and (b) Compressed Bio Gas (“**CBG**”) plant.
2. Funding capital expenditure requirements of our Company at our existing Manufacturing Facility by way of (a) enhancement of rewinder and sheeter capacity; and (b) construction of in-house warehouses.
3. Repayment and/or pre-payment, in part or full, of certain borrowings availed by our Company; and
4. General corporate purposes.

*(collectively, the “**Objects**”)*

In addition, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges including enhancing our visibility and our brand image among our existing and potential customers and creation of a public market for our Equity Shares in India.

The main objects clause and the objects ancillary to the main objects clause of our Memorandum of Association enable us to (i) to undertake our existing business activities and (ii) to undertake the activities proposed to be funded from the Net Proceeds.

Proposed utilisation, schedule of implementation and deployment of Net Proceeds

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

(in ₹ million)

Sr. No.	Particulars	Total Estimated Amount ⁽¹⁾	Amount deployed till June 20, 2025 [^]	Balance Estimamted amount	Estimated Amount proposed to be funded from the Net Proceeds	Estimated deployment from the Net Proceeds in Fiscal 2026
1.	Funding capital expenditure requirements towards investment in sustainability initiatives within our existing Manufacturing Facility by way of installation of (a) Captive Power Plant and (b) CBG Plant	1,775.07	130.16	1,644.91	1,293.91	1,293.91
2.	Funding capital expenditure requirements of our Company at our existing Manufacturing Facility by way of (a) Enhancement of rewinder and sheeter capacity and (b) Construction of in-house warehouses	346.39	-	346.39	252.49	252.49
3.	Repayment and/or pre-payment, in part or full, of certain borrowings availed by our Company	720.00	-	720.00	720.00	720.00
4.	General corporate purposes*	[●]	-	-	[●]	[●]
Total		[●]	[●]	[●]	[●]	[●]

* To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes alone shall not exceed 25% of the Gross Proceeds.

⁽¹⁾ Applicable taxes, to the extent required, have been included in the estimated cost

[^] As certified by Agarwal Ajay & Associates, Chartered Accountants, our Statutory Auditors, by way of their certificate dated June 26, 2025.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds, as indicated above, are based on our current business plan and circumstances, management estimates, prevailing conditions and other commercial and technical factors, including interest rates, exchange rate fluctuations and other charges, estimated costs basis the valid quotations obtained from various third-party vendors and the Cost Assessment Report. These fund requirements have not been appraised by any bank, financial institution, or any other external agency. Our Company may have to revise its funding requirements and deployment on account of a variety of factors, including but not limited to our financial and market condition, business and strategy, competition, interest or exchange rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to applicable law. For further details, see “Risk Factors – 37. Our funding requirements and proposed deployment of the Net Proceeds of the Fresh Issue have not been appraised by a bank or a financial institution, and the proposed utilization of Net Proceeds is based on, amongst others, our current business plan and management estimates, and if there are any delays or cost overruns, our business, cash flows, financial condition and results of operations may be adversely affected.”, beginning on page 59.

In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds, as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to availability and compliance with applicable laws. Further, in case of a shortfall in the Net Proceeds, our management may explore a range of options including utilising our internal accruals or seeking additional equity and / or debt arrangements from existing and future lenders. If the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used for (i) general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with the SEBI ICDR

Regulations; or (ii) towards any other object where there may be a shortfall, at the discretion of the management of our Company and in compliance with applicable laws.

In the event the Net Proceeds are not completely utilised for the Objects during the respective periods stated above due to factors such as (i) economic and business conditions; (ii) timely completion of the Offer; (iii) market conditions outside the control of our Company; and (iv) any other commercial considerations, the remaining Net Proceeds shall be utilised (in part or full) in subsequent periods as may be determined by our Company, in accordance with applicable laws. Further, capital expenditure towards the stated Objects may also be accelerated, due to early completion of various activities mentioned in this section.

Means of finance

Our Company proposes to fund the entire Objects from the Net Proceeds and existing identifiable internal accruals. Accordingly, the requirements prescribed under Regulation 7(1)(e) and Paragraph 9(C)(1) of Part A of Schedule VI of the SEBI ICDR Regulations which require firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue and existing identifiable internal accruals, is not applicable. In case of a shortfall in the Net Proceeds or any increase in the actual utilisation of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals or availing debt for capital expenditure.

Details of the Objects of the Offer

The details in relation to objects of the Offer are set forth herein below.

1. Funding capital expenditure requirements towards investment in sustainability initiatives within our existing Manufacturing Facility by way of installation of (a) Captive Power Plant; and (b) CBG plant.

The paper manufacturing industry has been increasingly focusing on adopting sustainable practices to minimize its environmental footprint and ensure an eco-friendlier production process. As the industry continues to evolve, companies are prioritizing sustainability initiatives that promote responsible forestry management, reduce waste, and conserve natural resources (*Source: CRISIL Report*).

The adoption of renewable energy sources, innovative waste reduction and recycling methods, and waste-to-energy technologies are also gaining traction, as companies explore new ways to reduce their environmental impact. Overall, the industry's shift towards sustainability is driven by a growing recognition of the need to balance economic growth with environmental stewardship, and to create a more sustainable future for generations to come (*Source: CRISIL Report*).

In line with our strategy to invest in ESG initiatives by adopting sustainable practices, we have implemented environmentally conscious policies in respect of our manufacturing activities. We primarily utilise waste paper as a key raw material and generate electricity for captive consumption through our waste-to-energy boiler, with capacity of 4.5 MW and a coal fired boiler with the capacity of 16 MW, which convert waste generated during the production process into usable energy. These measures support our efforts toward waste reduction, resource efficiency, and promotion of recycling. For further details, see “*Our Business - Our Strengths – Focus on sustainability and recycling capabilities*” on page 219.

As part of our ongoing efforts to reduce waste and minimize environmental impact, we have installed an anaerobic digester within our Manufacturing Facility. This system helps in the treatment of organic waste generated during production, converting it into biogas for internal usage and sale to third parties. For further details, see “*Our Business – Our Strategies - Continue to invest in our ESG initiatives by adopting sustainable practices*” on page 222.

In order to support our aforementioned business strategy and to align with our ongoing efforts to reduce our carbon footprint, we are also proposing to install an additional Captive Power Plant and an CBG plant within our existing Manufacturing Facility. These installations are expected to enhance the overall energy efficiency of our operations, support uninterrupted production, and contribute to long-term cost savings.

(a) Captive Power Plant

A Waste to Energy (WtE) Power Plant is a facility where Refuse Derived Fuel (RDF), made from processed municipal solid waste (MSW), is used to generate electricity and/or steam for internal (captive) use by an industrial or commercial entity. The most common method involves combustion of RDF in a boiler to produce steam, which is then used to generate electricity via a steam turbine. This process not only addresses the issue of waste disposal but also contributes to energy generation in a sustainable manner.

Following the successful commissioning of our 4.5 MW waste to energy boiler and 16MW coal fired power plant, which has contributed to a reduction in our power and fuel costs, our Company now proposes to install a new RDF based Captive Power Plant. This is likely to result in additional cost savings in power consumption, enhance energy security, and further align our operations with sustainable energy practices. Integration of the new Captive Power Plant into our existing manufacturing infrastructure will provide greater operational flexibility, and enhance the overall environmental performance of our facility.

(b) CBG plant

The investment in an CBG plant is aimed at strengthening our captive energy infrastructure and further reducing dependency on external power sources. Additionally, the CBG plant will utilize anaerobic digestion to process organic waste and generate raw biogas, which will be further upgraded to pipeline-quality CBG. The output is intended to be supplied to third parties through suitable offtake arrangements. The proposed plant is expected to produce approximately 5 to 6 metric cube of CBG per day, supporting our sustainability objectives while contributing to an additional revenue stream.

The proposed CBG plant by our Company will incorporate anaerobic digesters, biogas purification technologies and upgradation of facilities to produce CBG. These components aim to achieve a sustainable, technically sound, and economically viable solution for energy generation and waste management. For further details, see “*Our Business – Our Strategies - Continue to invest in our ESG initiatives by adopting sustainable practices*” on page 222.

The estimated cost for installation of the Captive Power Plant and CBG Plant would be ₹ 1,775.07 million, inclusive of taxes, as applicable. Accordingly, we propose to utilise an amount of ₹ 1,293.91 million out of the Net Proceeds, as approved by our Board in their meeting dated June 27, 2025, towards the installation of the Captive Power Plant.

[intentionally left blank]

The detailed break-up of the total estimated cost for installation of the Captive Power Plant and CBG Plant, is as set forth below:

Sr. No.	Description of the Plant and Machinery	Cost per unit (in ₹ million)	Quantity	Amount (in ₹ million)	Name of the vendor	Date of the quotation	Validity
1.	Screw air Compressor EG 18-8.5, 114 CFM Capacity	0.84	2	1.69	AS Equipment Private Limited	May 23, 2025	6 months from date of quotation
2.	Refrigerated Air Dryer, Vertical Air receiver Tank, Pre Filter, Fine Filter and Carbon Filter	0.44	1	0.44			
3.	Screw air Compressor EG 55-8, 380 CFM Capacity	1.90	2	3.81	AS Equipment Private Limited	May 23, 2025	6 months from date of quotation
4.	Vertical receiver Tank, Pre Filter, Fine Filter and Carbon Filter	0.31	1	0.31			
5.	Double Girder EOT Crane including erection and commissioning	5.10	1	5.10	Pull-MAC cranes India Pvt. Ltd.	May 8, 2025	180 days from date of quotation
6.	Cooling tower - Design, engineering & supply including erection and commissioning	1.83	6	10.95	GS Cooling towers & Components P Ltd	May 26, 2025	6 months from date of quotation
7.	R. O. Plant including supervision of erection and commissioning charges	10.80	1	10.80	Himtex Engineers Pvt Ltd	May 3, 2025	180 days from date of quotation
8.	Refuse Derived Fuel (RDF) processing equipments				ALFA Therm Limited	May 9, 2025	6 months from date of quotation
	a) Conveyor, Separator and Trommel	9.28	2	18.56			
	b) Primary Shredder and final output conveyor	8.98	1	8.98			
9.	Erection and Commisioning of 1x14 MW STG Set & Auxillaries	-	-	10.00	Royal Tech	May 28, 2025	6 months from date of quotation
10.	Civil Work of RDF Shed and Auxillary Work	-	-	50.49	Ankit kumar Goyal	May 15, 2025	6 months from date of quotation
11.	Steam line Turbine Generator, Conveyor, coal crusher, electricals, Pressure Reducing and Desuperheating System and Steam Drum & Valves	-	-	107.50	Thermo Fab Engineers	May 8, 2025	6 months from date of quotation
12.	Boiler system	-	-	800.00	Thermo Fab Engineers	May 16, 2025	6 months from date of quotation
13.	Transformer	-	-	6.98	Swastik Engineers	May 30, 2025	6 months from date of quotation
14.	Civil and structural work for Captive Power Plant and building (with material)	-	-	103.34	N A Construction	May 12, 2025	6 months from date of quotation
15.	Polycab make electric Cable	-	-	6.61	Swastik Engineers	May 30, 2025	6 months from date of quotation
16.	Cables	-	-	1.90	Uttam Electric Store	June 4, 2025	6 months from date of quotation
17.	1x18.63 MW STG st with auxillaries	-	-	125.80	Siemens Limited	December 12, 2024	9 months from date of quotation

Sr. No.	Description of the Plant and Machinery	Cost per unit (in ₹ million)	Quantity	Amount (in ₹ million)	Name of the vendor	Date of the quotation	Validity
18.	JCB Loadall 530-110 3Ton Payload with 74HP JCB Eng and 11M Lift	3.48	2	6.96	A & A Earthmovers Pvt Ltd	May 10, 2025	Valid till December 7, 2025
19.	Supply, Erection & Commissioning of CBG System	-	-	82.50	NetXeroC Private Limited	May 2, 2025	6 months from the date of quotation
20.	Civil Building Construction Work	-	-	3.00	Kiaan Enterprises	May 25, 2025	6 months from the date of quotation
Taxes as applicable				247.99			
Estimated Cost				1,613.70			
Contingency expenses calculated at 10% of the Cost				161.37			
Total Amount				1,775.07			

2. *Funding capital expenditure requirements towards modernisation of our existing Manufacturing Facility by way of (a) enhancement of rewinder and sheeter capacity; and (b) construction of in-house warehouses.*

We are engaged in manufacturing and marketing of eco-friendly specialty paper, serving a diverse spectrum of end-use industries through our integrated operations. Our comprehensive range of paper-based products comprise of (i) writing and printing paper; (ii) kraft paper; (iii) cupstock paper, and (iv) other specialised grade papers. Our product offerings find applications in (i) retail, corporate, educational and government sectors; (ii) packaging, FMCG, and secondary packaging; (iii) food & beverage, quick service restaurants; and (iv) label and stationery solutions; and (v) the packaging for the pharmaceutical sector among others.

To improve product quality and increase the production capacity of specific paper grades, our Company plans to install additional rewinder and sheeter machines. The rewinder machine is used to convert large paper rolls into smaller rolls of customer-specified dimensions, correct imperfections, and enhance roll consistency and sheeter is used to cut continuous paper webs into standardized sheets suitable for printing and other applications. Additionally, to enhance the value and precision of our finished products, we utilize slitters and rewinders, which convert jumbo paper rolls into customer-specific sizes, as well as sheeters, designed for formats like A3 and A4 sheets of paper.

Over the years, we have strategically diversified our business portfolio through sustained capital expenditure, thus evolving from a conventional paper manufacturer to a multi-paper packaging solutions company catering to a wide array of industries. From time to time, we have invested in our Manufacturing Facility to expand our installed capacity up to a current level of 270,000 MT per annum.

In India, the packaging industry is experiencing considerable growth, solidifying its position as a key player in the global packaging landscape. (*Source: CRISIL Report*). The packaging industry in India grew at a CAGR of 15.6% from Rs. 1,567 billion in FY21 to Rs. 2,421 billion in FY24. Further, the industry is expected to witness a strong CAGR of 8-10% from FY25 to FY29 to reach Rs. 3,600- 3,800 billion in FY29 on the back of continuous demand across all segments (*Source: CRISIL Report*).

The beverage sector, encompassing dairy products and fruit juices, is expected to be the fastest-growing segment in India's paper packaging market, with a projected growth rate of around 21% between 2024 and 2029. This rapid growth is largely driven by the increasing demand for paper-based packaging solutions in the dairy industry, as well as the rising popularity of fruit juices and ready-to-drink beverages. As a result, paper packaging is becoming an increasingly vital component of the Indian beverage industry, offering a sustainable and safe alternative to traditional packaging materials (*Source: CRISIL Report*).

In order to capitalise and meet the growing demand in this industry, we plan to continue to drive diversification within our paper-based product portfolio in order to capitalise on market opportunities and cater to growing demand for sustainable paper-based packaging solutions. As part of our proposed capital expenditure initiatives, we intend to invest in our Manufacturing Facility through installation of additional machinery and equipment *i.e.* rewinder and sheeter machines with the objective of enhancing operational efficiencies, product quality, and process reliability. For further details, see “*Our Business – Our Strategies - Capturing market opportunities in the growing paper industry and increasing wallet share in value added products by enhancing our production capacities.*” on page 221.

(a) *Enhancement of rewinder and sheeter capacity*

The rewinder machine will convert jumbo paper rolls into customer-specified sizes, correct imperfections, and improve roll consistency. The sheeter machine will cut paper webs into standardized sheets for printing and other applications. The new equipment will support slitting, rewinding (using surface winders, center winders, or coreless winders), and sheeting processes critical for producing customized, high-quality paper products. (*Source: Cost Assessment Report*).

(a) *Construction of in-house warehouses*

As on the date this Draft Red Herring Prospectus, we have 1 (one) warehouse to cater to our current inventory management needs. We intend to construct additional warehousing facilities for raw materials and finished goods. This is expected to enable us with storage of higher volumes of raw material and finished

goods, safeguard imported raw materials in covered environments to preserve quality, and ensure continuity in inventory management and supply chain efficiency. This proposed expansion effectively positions to capitalize on new opportunities across various geographies and cater to a wider customer base by leveraging our integrated operations and operational efficiencies. The development of covered warehouse is expected to yield multiple operational benefits, including enhanced material safety, reduced fire, contamination risks, and improved logistics management.

The estimated cost for enhancement of rewinder and sheeter capacity and construction of in- house warehouses is ₹ 346.39 million, inclusive of taxes, as applicable. Accordingly, we propose to utilise an amount of ₹ 252.49 million out of the Net Proceeds, as approved by our Board in their meeting dated June 27, 2025, towards such procurement and installation of machinery and equipment.

The detailed break-up of the total estimated cost for enhancement of rewinder and sheeter capacity and construction of in- house warehouses, is as set forth below:

Sr. No.	Description of the Plant and Machinery	Amount (in ₹ million)	Name of the vendor	Date of the quotation	Validity
1.	Slitter rewinder machine, combined slitter pair movement with digital display of slitter position	53.60	Globe Radio Private Limited	May 28, 2025	6 months from the date of quotation
2.	Folio size sheeter – 3 Nos.	127.50	Lineomatic India Private Limited	May 28, 2025	180 days from the date of quotation
3.	Civil Work of 4 in-house warehouses, shed and auxiliary works	85.76	Ankit Kumar Goel	May 18, 2025	6 months from the date of quotation
Taxes as applicable		48.04			
Estimated Cost		314.90			
Contingency expenses calculated at 10% of the Cost		31.49			
Total Amount		346.39			

Land, utilities and manpower requirements

- i. **Land:** Our Manufacturing Facility currently spans 251,502 square meters (~58.92 acres) of land, which is sufficient to support the proposed expansion. Our existing Manufacturing Facility has adequate space to accommodate our proposed capital expenditure and expansion without the need for any additional land acquisition.
- ii. **Electricity:** Our Company currently operates two captive power plants having power of 16 MW and 4.5 MW, respectively. These plants are currently utilized at 60–70% capacity, leaving adequate headroom for additional internal power demands.
- iii. **Water:** Our Company has obtained a no objection certificate/ authorization for the use of groundwater, with an approved annual drawl capacity of 1,336,500 m³. This quantity is deemed adequate to meet the water demand for both existing operations and the proposed expansion projects.
- iv. **Manpower:** The total manpower estimation is expected to increase to 760 skilled and 285 unskilled workers, which is deemed realistic and adequate for the scale of the proposed expansion and aligns with operational benchmarks observed in similar industrial projects.

Government and other approvals

In relation to the above-mentioned Objects, we are required to obtain certain approvals which are routine in nature. In the event of any unanticipated delay in receipt of such approvals, the proposed schedule of implementation and deployment of the Net Proceeds may be extended or vary.

The necessary approvals shall be procured as and when they are required in accordance with applicable law. However, in the event of any regulatory changes there might be an ask for additional approvals beyond what the

current norms require which might lead to the extension or delay in the above-mentioned Objects.

The following statutory approvals are required for the above-mentioned object as per the Cost Assessment Report. The current status of each approval, along with the issuing authority and governing legislation, is summarized below:

Sr. No.	Approval / Certificate	Governing Law	Issuing Authority	Approval Status
1	Consolidated Consent to Establish – For Captive Power Plant	Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of Pollution) Act, 1981	Uttar Pradesh Pollution Control Board	Received
2	Consolidated Consent to Operate – For Captive Power Plant	Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of Pollution) Act, 1981	Uttar Pradesh Pollution Control Board	To be applied before commencement of commercial operations
3	Certificate from Directorate of Electrical Safety – For Captive Power Plant	Electricity Act, 2003	Office of Director, Power Safety, Uttar Pradesh	To be applied before commencement of commercial operations
4	Amendment in Factory Map – For Captive Power Plant	Factories Act, 1948	Labour Department, Uttar Pradesh	To be applied before completion of construction activities
5	Amendment in Factory Map – For CBG Plant	Factories Act, 1948	Labour Department, Uttar Pradesh	To be applied before completion of construction activities
6	Amendment in Factory Map – For construction of in-house warehouses	Factories Act, 1948	Labour Department, Uttar Pradesh	To be applied before completion of construction activities
7	PESO Certification	Explosives Act, 1884	Petroleum and Explosives Safety Organization	To be applied before commencement of commercial operations

Bridge Loan

Our Company has availed sanction of loan amounting to ₹ 1,450.00 million from Axis Bank Limited on June 17, 2025, for the proposed Object in relation to funding capital expenditure requirements. Depending upon business requirements, our Company may consider raising further bridge financing facilities including by way of any other short-term instrument, which may be repaid from the Net Proceeds.

Certain confirmations:

In addition to estimated expenses mentioned above for the capital expenditure related Objects, there may be revision in the final amounts payable towards these quotations pursuant to any other taxes or levies payable on such item.

With respect to the civil works and other expenses, we have not entered into definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the raw materials and other items or at the same costs. The quantity of the materials and other items to be purchased is based on the present estimates of our management. All quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus. If we engage vendors other than the identified third-party vendors from whom we have obtained quotations or if the quotations obtained expire, such vendor's estimates and actual costs for the items listed above may differ from the current estimates. No second-hand or used equipment and machinery are proposed to be purchased out of the Net Proceeds. For further details, see *“Risk Factors – 34. We have not yet placed orders in relation to the capital expenditure to be incurred which we intend to fund through our Net Proceeds. In the event of any delay in placing the orders, or in the event the*

vendors are not able to provide the equipment in a timely manner, or at all, may result in time and cost over-runs and our business, prospects and results of operations may be adversely affected.” on page 57.

Our Company shall have the flexibility to deploy the resources as per the internal estimates of our management and business requirements. This may vary depending on the demand. The actual mode of deployment has not been finalised as on the date of this Draft Red Herring Prospectus. For further details, see *“Risk Factors – 37. Our funding requirements and proposed deployment of the Net Proceeds of the Fresh Issue have not been appraised by a bank or a financial institution, and the proposed utilization of Net Proceeds is based on, amongst others, our current business plan and management estimates, and if there are any delays or cost overruns, our business, cash flows, financial condition and results of operations may be adversely affected.”* on page 59.

Further, our Promoters, Directors, Key Managerial Personnel, members of the Senior Management, Promoter Group and Group Companies do not have any interest in the proposed acquisition of plant, machinery and equipment for the proposed capital expenditure or in the vendors from whom we have obtained quotations in relation to such proposed acquisition of the plant, machinery and equipment.

3. Repayment and/or pre-payment, in part or full, of certain borrowings availed by our Company

Our Company has entered into certain financing arrangements with banks and financial institutions. For details of our Company’s secured and unsecured borrowings as on June 20, 2025, see *“Financial Indebtedness”* beginning on page 338.

Our Company proposes to utilise an estimated amount of up to ₹ 720.00 million out of the Net Proceeds towards repayment and/or pre-payment of certain existing borrowings availed by our Company. Further, our Company shall pay the prepayment charges, if any, on the loans identified below, out of the portion of Net Proceeds earmarked for this Object. In the event the Net Proceeds are insufficient for payment of pre-payment penalty or accrued interest, as applicable, such payment shall be made from the internal accruals of our Company. Our Company may repay or refinance part of its existing borrowings prior to the Allotment. Accordingly, our Company may utilise the Net Proceeds for part or full pre-payment or scheduled repayment of any such refinanced borrowings or additional borrowings obtained. Further, the amounts outstanding under the borrowings of our Company as well as the sanctioned limits are dependent on several factors and may vary with our Company’s business cycle with multiple intermediate repayments, drawdowns and enhancement of sanctioned limits. However, our Company confirms that the aggregate amount to be utilised from the Net Proceeds towards pre-payment and/or scheduled repayment of its existing borrowings (including re-financed or additional borrowings availed, if any), in part or full, will not exceed ₹ 720.00 million.

We may choose to repay and/or pre-pay certain borrowings availed by us, other than those identified in the table below, which may include additional borrowings we may avail after the filing of this Draft Red Herring Prospectus. Given the nature of these borrowings and the terms of repayment/pre-payment, the aggregate outstanding borrowing amounts may vary from time to time. In light of the above, at the time of filing the Red Herring Prospectus or Prospectus with the Registrar of Companies, the details in this section shall be suitably updated to reflect the revised amounts or loans as the case may be which have been availed by us. In the event our Board deems appropriate, the amount allocated for estimated schedule of deployment of Net Proceeds in a particular Fiscal may be repaid/ pre-paid in part or full by our Company in the subsequent Fiscal.

We believe that the pre-payment or scheduled repayment will help reduce our existing borrowings, assist us in maintaining a favourable debt-equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion. In addition, we believe that this will improve our debt-equity ratio, enabling us to raise further resources in the future at competitive rates to fund potential business development opportunities and plans to grow and expand our business in the future.

As on June 20, 2025, the aggregated outstanding borrowings of our Company amounted to ₹ 2,743.01 million. The following table provides the details of outstanding borrowings availed by our Company, any of which are proposed to be repaid or prepaid, in full or in part, from the Net Proceeds.

Sr. No.	Name of the Lender	Nature of Loan	Date of latest sanction letter	Amount Sanctioned (in ₹ million)	Amount Outstanding at June 20, 2025 (in ₹ million)	Rate of Interest as at June 20, 2025	Repayment Date / Validity Period / Validity Date	Purpose for which the loan was availed #	Pre-payment / Pre-closure Charges
1	HDFC Bank Limited	Working Capital - Cash Credit	January 30, 2025	1,000.00	14.25	7.90%	January 30, 2026	Working capital	NIL
2	YES Bank Limited	FCNR Term Loan	January 1, 2025, Addendum facility Letter dated June 11, 2025	1,500.00	1,195.00	As per separate term sheet for each disbursement	84 months / 114 months	For fresh capital expenditure or reimbursement of capex requirement for upgradation of machinery or capacity expansion	Any outstanding FCY facility disbursed by Bank will be mandatorily retired by INR Term Loan disbursement through utilization of Hedging Contract irrespective of any EOD.
		270.0			3 M T Bill + 2.90%				
		Working Capital - Cash Credit		50.00	-	NA	12 months	Working capital	1 month to 57 months: 2% 58 months to 114 months: NIL
3	ICICI Bank Limited	FCNR B Term Loan	October 30, 2023	450.00	450.00	As per separate term sheet for each disbursement	March 31, 2026	For purchase of machineries, equipment, raw material, consumable stores, spares and tools, etc.	Nil
		Working Capital - Cash Credit	April 8, 2025	100.00	-	8.80%	March 25, 2026	Working capital	NIL
4	Citibank N.A.	FCNR Term Loan	May 07,2025	350.00	350.00	4.28%	5 years from date of sanction letter	For expansion of our Manufacturing Facility and setting up bottling unit	2.00%
		Rupee Term Loan				TBill + 1.48 / TBill + 2			
		Working Capital - Cash Credit	May 07,2025	250.00	-	8.25%	Nov 30, 2025	Working capital	Nil
Total					2,279.25				

*The rate of interest mentioned in the table above, is the current rate of interest and is subject to changes as per the sanction letters/ loan agreements issued by the respective banks.

Note: As certified by Agarwal Ajay & Associates, Chartered Accountants, our Statutory Auditors, by way of their certificate dated June 26, 2025. Our Statutory Auditor has confirmed that the borrowings set out in the table above have been utilised for the purposes as stipulated in each of the relevant borrowing documents.

The selection of borrowings to be repaid/prepaid by our Company as set out above shall be based on various factors including; (i) any conditions attached to the loans restricting our ability to pre-pay existing borrowings and time taken to fulfil such requirements or obtain waivers for fulfilment of such conditions; (ii) levy of any pre-payment penalties and the quantum thereof; (iii) provisions of any law, rules, regulations and contracts governing such borrowings; and (iv) other commercial considerations including, the interest rate on such borrowings, the amount of the borrowing outstanding and the remaining tenor of the such borrowing.

In case we are unable to raise the Offer Proceeds till the due date for repayment of above mentioned portion of the loan, the funds earmarked for such repayment may be utilised for payment of future instalments of the above mentioned loans or other loans for an amount not more than the amount mentioned above. For further details in relation to the terms and conditions under the aforesaid loan agreement as well as restrictive covenants in relation to thereof, see the section “*Financial Indebtedness*”, beginning on page 338. Our Company may also avail further loans after the date of filing of this Draft Red Herring Prospectus. Accordingly, we may utilise the Net Proceeds towards pre-payment of such additional indebtedness or borrowings. In addition to the above, we may, from time to time, enter into further financing arrangements and draw down funds thereunder. However, the quantum of Net Proceeds that will be utilised for pre-payment or repayment of loans shall not exceed ₹ 720.00 million.

For the purposes of the Offer, our Company has intimated and has obtained necessary consent from its lenders, as is required under the relevant facility documentation for undertaking the Offer and certain actions related thereto, including consequent actions, such as change in the capital structure, change in shareholding pattern of our Company, amendment to the Articles of Association of our Company, change in composition of board of directors etc.

4. General corporate purposes

Our Company intends to deploy the balance left out of the Net Proceeds aggregating to ₹ [●] million towards general corporate purposes, as approved by our management from time to time, subject to such utilisation for general corporate purposes not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations. The allocation or quantum of utilisation of funds towards the specific purposes described above will be determined by our Board, based on our business requirements and other relevant considerations, from time to time. Our management, in accordance with the policies of the Board, shall have the flexibility in utilising surplus amounts, if any.

Such general corporate purposes may include, but are not restricted to, the following:

- (i) funding strategic initiatives;
- (ii) funding growth opportunities;
- (iii) strengthening marketing capabilities;
- (iv) meeting ongoing general corporate contingencies;
- (v) meeting fund requirements and other working capital requirements of our Company, in the ordinary course of their business;
- (vi) meeting expenses incurred in the ordinary course of business including payment of commission and/or fees to consultants; and
- (vii) any other purpose, as may be approved by the Board or duly appointed committee, from time to time, subject to compliance with applicable law.

In the event our Company is unable to utilise the Net Proceeds towards other Objects for any of the reasons as aforementioned, our Company may at its discretion utilise such Net Proceeds towards general corporate purposes, provided that the aggregate amount deployed towards general corporate purposes shall not exceed 25% of the Gross Proceeds.

The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount available under this head and the business requirements of our Company, from time to time. Our Company’s management, in accordance with the policies of our Board, shall have flexibility in utilising surplus amounts, if any. In the event that we are unable to utilise the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilise such unutilised amount(s) in the subsequent Fiscals.

Offer related expenses

The total expenses of the Offer are estimated to be approximately ₹ [●] million.

Other than for (i) listing fees, audit fees of the statutory auditors (other than to the extent attributable to the Offer), corporate advertisements expenses in the ordinary course of business by the Company (not in connection with the Offer), and stamp duty payable on issue of Equity Shares pursuant to Fresh Issue which shall be borne solely by the Company, and (ii) stamp duty as applicable and payable on transfer of the Equity Shares offered pursuant to the Offer for Sale, the Company and the Selling Shareholders agree to share, on a pro rata basis, the costs and expenses (including all applicable taxes) directly attributable to the Offer (including fees and expenses of the Book Running Lead Manager, legal counsel appointed by the Company for the Offer and other intermediaries, advertising and marketing expenses, printing, offer advertising, research expense, road show expenses, underwriting commission, procurement commission (if any), brokerage and selling commission and payment of fees and charges to various regulators in relation to the Offer) in proportion to the number of Equity Shares issued and allotted by the Company through the Fresh Issue and transferred and sold by the Selling Shareholders through the Offer for Sale, respectively, in accordance with Applicable Law. The Company agrees to pay the cost and expenses of the Offer on behalf of the Selling Shareholders in the first instance, (in accordance with the appointment or engagement letter or memoranda of understanding or agreements with such entities), and the Selling Shareholders agree that they shall reimburse the Company, in proportion to their respective portion of the Offer, for any documented expenses incurred by the Company on behalf of the Selling Shareholders, subject to receipt of supporting documents for such expenses upon commencement of listing and trading of the Equity Shares on the Stock Exchanges pursuant to the Offer in accordance with Applicable Law, except for such costs and expenses as described above, in relation to the Offer which are paid for directly by the Selling Shareholders. Further, in the event the Offer is withdrawn for any reasons, the Company and the Selling Shareholders shall share the costs and expenses (including all applicable taxes) directly attributable to the Offer, in proportion of the Equity Shares offered through the Fresh Issue and the Offer for Sale.

The estimated Offer expenses are as under:

(₹ in million)

Expenses*	Estimated expenses (₹ in million)**	As a % of the total estimated Offer expenses**	As a % of the Offer Proceeds**
Fixed fees payable to Book Running Lead Manager	[●]	[●]	[●]
Underwriting /Selling Commission to the BRLM	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Bank(s) and fees payable to sponsor bank(s) for bids made by RIBs, Bankers to the Offer(s), Brokerage and Syndicate Fees, bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Other expenses including but not limited to:			
Listing fees, SEBI filing fees, upload fees, BSE and SE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
Printing and distribution of stationery	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fees payable to legal counsel	[●]	[●]	[●]
Fees payable to other advisors to the Offer, including but not limited to Statutory Auditors, industry report provider, practising company secretary, cost assessment report provider and independent chartered engineer; and	[●]	[●]	[●]
Miscellaneous expenses	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

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

**Amounts and Amounts as a % of Offer Proceeds will be finalised and incorporated in the Offer Document on determination of the Offer Price including applicable taxes, where applicable.

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

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

*Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price. No additional uploading/ processing fees shall be payable by our Company and the Selling Shareholders to the SCSBs on the applications directly procured by them. The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the bid book of stock exchanges.

- (2) Processing fees payable to the SCSBs for processing the Bid cum Application for the portion of Retail Individual Bidders and Non-Institutional Bidders which are procured by the Syndicate Member/ Sub-Syndicate Members/ Registered Brokers / RTAs / CDPs and submitted to SCSBs for blocking would be as follows:

Portion for Retail Individual Bidders	₹ [●] per valid application (plus applicable taxes)
Portion for Non-Institutional Bidders	₹ [●] per valid application (plus applicable taxes)

In case the total ASBA processing charges payable to SCSBs exceeds ₹ [●] million the amount payable to SCSBs would be proportionately distributed based on the number of valid applications such that the total ASBA processing charges payable does not exceed ₹ [●] million.

- (3) For Syndicate (including their Sub-Syndicate Members), RTAs and CDPs, Brokerages, selling commission and processing/uploading charges on the portion for Retail Individual Bidders (using the UPI mechanism) and portion for Non-Institutional Bidders (up to 0.5 million) which are procured by members of Syndicate (including their Sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts-linked online trading, demat and bank account provided by some of the brokers which are members of Syndicate (including their Sub-Syndicate Members) would be as follows:

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

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

The selling commission payable to the Syndicate/ Sub-Syndicate Members will be determined: (i) for RIIs and NIIs and on the basis of the application form number/ series, provided that the application is also bid by the respective Syndicate/ Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number/ series of a Syndicate/ Sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate/ Sub-Syndicate Member; and (ii) for NIIs (above ₹ 500,000), Syndicate ASBA Form bearing SM Code & Sub-Syndicate Code of the application form submitted to SCSBs for Blocking of the Fund and uploading on the Exchanges platform by SCSBs. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the Syndicate / Sub Syndicate members and not the SCSB.

The payment of selling commission payable to the sub-brokers/ agents of Sub-Syndicate Members are to be handled directly by the respective Sub-Syndicate Member.

The Selling commission payable to the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of stock exchanges.

- (4) Uploading charges/ processing fees for applications made by UPI Bidders would be as follows:

Members of Syndicate/RTAs/CDPs/Registered Brokers	₹ [●] per valid application (plus applicable taxes)*
Sponsor Bank(s)	₹ [●] per valid Bid cum Application Form (plus applicable taxes) The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NCPI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws

*In case the total uploading charges payable under this head exceeds ₹ [●] million, the amount payable would be proportionately distributed based on the number of valid applications such that the total uploading charges payable does not exceed ₹ [●] million.

- (5) Uploading charges of ₹ [●] per valid applications (plus applicable taxes) are applicable only in case of Bid uploaded by the members of the Syndicate, Registered Brokers, RTAs and CDPs: (a) for applications made by Retail Individual

Bidders using 3-in-1 type accounts; and (b) for Non-Institutional Bids using Syndicate ASBA mechanism / using 3-in-1 type accounts. (In case the total uploading charges payable under this head exceeds ₹ [●] million, the amount payable would be proportionately distributed based on the number of valid applications such that the total processing charges payable does not exceed ₹ [●] million.)

Pursuant to SEBI ICDR Master Circular, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Syndicate/ Sub-Syndicate Members shall not be able to Bid the Application Form above ₹ 0.50 million and the same Bid cum Application Form need to be submitted to SCSB for blocking of the fund and uploading on the stock exchange bidding platform. To identify bids submitted by Syndicate/ Sub-Syndicate Members to SCSB a special Bid-cum application form with a heading/ watermark “Syndicate ASBA” may be used by Syndicate/Sub-Syndicate Members along with SM code and broker code mentioned on the Bid-cum Application Form to be eligible for brokerage on allotment. However, such special forms, if used for bid by Retail Individual Investor and bids by Non-Institutional Investors up to ₹ 0.50 million will not be eligible for brokerage.

Further the processing fees for Bid cum application forms which are procured by the Registered Brokers/ RTAs / CDPs and submitted to the SCSB for blocking shall be ₹ [●] per valid Bid cum Application Form (plus applicable taxes). The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after a written confirmation is provided by such banks in compliance with the SEBI ICDR Master Circular.

The offer expenses shall be payable in accordance with the arrangements or agreements entered into by our Company with the respective Designated Intermediary.

Interim use of Net Proceeds

Our Company, in accordance with the policies established by the Board from time to time, will have the flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described above, our Company will temporarily invest the Net Proceeds in deposits in one or more scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934, for the necessary duration, as may be approved by the Board. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for any investment in the equity markets.

Appraising Entity

None of the Objects for which the Net Proceeds will be utilised, require appraisal from, or have been appraised by, any bank/ financial institution/ any other agency, in accordance with applicable law. For details, see “Risk Factors – 37. Our funding requirements and proposed deployment of the Net Proceeds of the Fresh Issue have not been appraised by a bank or a financial institution, and the proposed utilization of Net Proceeds is based on, amongst others, our current business plan and management estimates, and if there are any delays or cost overruns, our business, cash flows, financial condition and results of operations may be adversely affected ” on page 59.

Monitoring of Utilization of Funds

In terms of Regulation 41 of the SEBI ICDR Regulations, prior to filing the Red Herring Prospectus with the RoC, we will appoint a SEBI registered credit rating agency as a monitoring agency to monitor the utilization of the Gross

Proceeds as the size of the Fresh Issue exceeds ₹ 1,000.00 million. Our Audit Committee and the monitoring agency will monitor the utilisation of the Gross Proceeds (including in relation to the utilisation of the Gross Proceeds towards the general corporate purposes) and submit the report required under Regulation 41(2) of the SEBI ICDR Regulations on a quarterly basis, until such time as the Gross Proceeds have been utilised in full. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose the utilisation of the Gross Proceeds, including interim use under a separate head in its balance sheet for such Fiscals, as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Gross Proceeds have been utilised. Our Company will also, in its balance sheet for the applicable Fiscals, provide details, if any, in relation to all such Gross Proceeds that have not been utilised, if any, of such unutilised Gross Proceeds.

Pursuant to the Regulation 32(3) and Part C of Schedule II, of the SEBI Listing Regulations, our Company shall on a quarterly basis disclose to the Audit Committee the uses and application of the Gross Proceeds. The Audit Committee shall review the report submitted by the Monitoring Agency and make recommendations to our Board for further action, if appropriate. Our Company shall, on an annual basis, prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee. Such disclosure shall be made only

till such time that all the Gross Proceeds have been utilised in full. The statement shall be certified by the Statutory Auditor of our Company. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement including deviations, if any, in the utilization of the Gross Proceeds of the Offer from the Objects as stated above. The information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the Audit Committee. We will disclose the utilization of the Gross Proceeds under a separate head along with details in our balance sheet(s) until such time as the Gross Proceeds remain unutilized clearly specifying the purpose for which such Gross Proceeds have been utilized.

Variation in Objects of the Offer

In accordance with Sections 27 of the Companies Act, 2013 and Schedule XI and XX of the SEBI ICDR Regulations, any material deviation in the Objects of the Offer requires the Company to obtain the approval of its Shareholders by way of a special resolution. 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 and be published in accordance with the Companies Act, 2013. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where the Registered Office is situated. Pursuant to the Companies Act, 2013, the Promoters or controlling Shareholders will be required to provide an exit opportunity to the Shareholders who do not agree to such material deviation of the objects, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act, 2013 and provisions of Schedule XX of the SEBI ICDR Regulations.

Other Confirmations

No part of the Net Proceeds will be utilized by our Company as consideration to the Promoters, members of the Promoter Group, the Directors, the Group Companies or Key Managerial Personnel or members of the Senior Management. Further, there are no material existing or anticipated transactions in relation to the utilisation of the Net Proceeds entered into or to be entered into by our Company with our Directors, Promoters, Promoter Group, Group Companies, Directors or Key Managerial Personnel/ members of Senior Management.

Except to the extent of any proceeds received pursuant to the sale of Equity Shares proposed to be sold by the Selling Shareholders in the Offer for Sale, none of our Promoters, members of the Promoter Group, Directors, KMPs, Senior Management or Group Companies will receive any portion of the Offer Proceeds and there are no material existing or anticipated transactions in relation to utilization of the Offer Proceeds with our Promoters, members of the Promoter Group, Directors, KMPs, Senior Management or Group Companies.

BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company, in consultation with the Book Running Lead Manager, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 5 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Investors should also see “Risk Factors”, “Summary of Financial Information”, “Our Business”, “Restated Financial Information”, and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 38, 73, 209, 276 and 341, respectively, to have an informed view before making an investment decision.

Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for computing the Offer Price are as follows:

- *Diversified and continuously expanding paper-based product portfolio with wide industry application:* Our comprehensive and diversified paper-based product portfolio has enabled us to capitalise on the growing demand in the paper-based packaging sector to serve a broad spectrum of end-use industries. In order for us to be able to cater to the requirements of our customers, our products are available in a wide range. For instance, our (i) writing and printing paper is available in grams per square meter ranging from 54 to 120; (ii) kraft paper is available in grams per square meter ranging from 100 to 350; (iii) cupstock papers are available in grams per square meter ranging from 135 to 250 and (iv) other special grade paper are available in grams per square meter ranging from 35 to 350. This helps us cater to diverse requirements of our customers, by gaining access to wide categories of end use products demanded by our customers.
- *A comprehensive distribution network enabling access to diverse industries:* By offering a diversified portfolio of paper-based products tailored to meet the varied needs of industries, we have cultivated longstanding relationships with a wide network of dealers, ensuring efficient and widespread distribution to several end-use customers across multiple sectors. Over the years, we have developed an extensive distribution network comprising 191 dealers as of December 31, 2024, enabling us to effectively reach and serve varied end use customers across the paper-based packaging industries.
- *Strategically located, integrated facilities resulting in quality products and cost and operational efficiencies:*
 - (i) *Strategic Location:* We have implemented a region-focused strategy by concentrating our operations in North India enabling effective utilisation of our resources and infrastructure for offering premium quality paper and packaging products to a targeted customer base.
 - (ii) *Availability of land with ample scope for future expansion:* Our Manufacturing Facility is located on an aggregate land area of 251,502 square meters (~58.92 acres) of which 75,450 square metres (~17.68 acres) is available for future expansion.
 - (iii) *Automation:* Our Manufacturing Facility is equipped with stable and secure IT infrastructure and applications such as DCS and QCS. The automated manufacturing process has helped us significantly increase production efficiencies while ensuring quality of our products.
- *Focus on sustainability and recycling capabilities:* We have adopted sustainable practices, which include utilisation of waste material as a key raw material for manufacturing of our products and for generation of electricity for captive consumption. We have installed a waste-to-energy boiler, with a capacity 4.5 MW and a coal-fired boiler of 16 MW, which convert waste generated from our production processes, along with waste materials procured from municipal authorities, into electricity.
- *Experienced Promoters with a legacy of industry presence demonstrating execution capabilities:* Our Promoters and members of Senior Management possess relevant exposure and acumen in manufacturing of speciality paper across the value chain including raw material procurement, supplier and distribution relationships management, business development, product development, finance, operations, administration, marketing and human resource management. The knowledge and exposure of our Promoters and our members of Senior Management provide us with a competitive advantage as we seek to grow our existing markets and enter new geographical markets.
- *Financially stable business model:* Our Company has organically grown its operations and has demonstrated an increase in revenues and profitability. We believe that our focus on operational and functional excellence has

contributed to our track record of healthy financial performance. According to the CRISIL Report, amongst the peer companies considered, we had the highest RoE for FY 24 and the second highest growth in PAT from FY22 to FY24. Our RoE for FY 24 was 26.74%. Our PAT has increased at a CAGR of 70.66% from ₹ 304.27 million in Fiscal 2022 to ₹ 886.20 million in Fiscal 2024.

For further details, see “Risk Factors” and “Our Business – Our Competitive Strengths” on pages 38 and 140, respectively.

Quantitative Factors

Some of the information presented below relating to our Company is derived from the Restated Financial Information. For details, see “Restated Financial Information” beginning on page 276.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

A. Basic and Diluted Earnings Per Equity Share (“EPS”) (face value of each Equity Share is ₹ 5):

Fiscal/Period Ended	Basic & Diluted EPS (in ₹)	Weight
2024	3.61	3
2023	2.78	2
2022	1.24	1
Weighted Average	2.94	
December 31, 2024 [#]	3.36	N.A.

[#]Not annualised

Notes:

Basic and diluted earnings per Equity Share are computed in accordance with Indian Accounting Standard 33.

B. Price/Earning (“P/E”) ratio in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share:

Particulars	P/E at the Floor Price* (number of times)	P/E at the Cap Price* (number of times)
Based on basic EPS for year ended March 31, 2024	[●]	[●]
Based on diluted EPS for year ended March 31, 2024	[●]	[●]

*To be computed after finalization of Price Band

Notes: P/E ratio = Price per Equity Share / Earnings per Equity Share.

C. Industry Peer Group P/E ratio

Particulars	Industry Peer P/E ratio
Highest	6.74
Lowest	4.64
Average	5.52

The industry high and low has been considered from the industry peer set provided later in this section. For further details, see “Basis for Offer Price - Comparison of Accounting Ratios with Listed Industry Peers” beginning on page 141. The industry P/E ratio mentioned above is computed based on the closing market price of equity shares on NSE on June 20, 2025 divided by the Diluted EPS as on for the Fiscal ended 2024.

D. Return on Net worth (“RoNW”)

Fiscal/Period Ended	RoNW (%)	Weight
2024	26.74	3
2023	28.11	2
2022	17.47	1
Weighted Average	25.65	
December 31, 2024 [#]	19.92	

[#]Not annualized

Notes:

- (1) Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year / Total of weights;
- (2) Return on Net Worth (%) = Net profit after tax divided by Net worth as at the end of the year/ period;
- (3) Net worth has been defined under Regulation 2(1)(hh) of the SEBI ICDR Regulations as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

E. Net Asset Value (“NAV”) per Equity Share

Particulars	Amount (₹)
As on March 31, 2024	13.50
As on December 31, 2024	16.86
After the completion of the Offer*	
- At the Floor Price	[•]
- At the Cap Price	[•]
Offer Price	[•]

*Offer Price per Equity Share will be determined on conclusion of the Book Building Process.

Notes:

Net Asset Value per Equity Share is defined as the Net worth divided by number of equity shares outstanding as at the end of year/period. The Net Asset Value per share disclosed above is after considering the impact of sub-division and bonus issue of equity shares.

F. Comparison of accounting ratios with Listed Industry Peers

Name of the Company	Face Value (₹ per share)	CMP (₹ per share)	Revenue from operations (in ₹ million)	Earnings per share (₹)		Net Asset Value per Equity share ⁽²⁾	Price / Earnings Ratio ⁽³⁾	Return on networth (%) ⁽⁴⁾
				Basic	Diluted			
Our Company	5	[•]	8,795.85	3.61	3.61	13.50	[•]	26.74
Peer Group								
JK Paper Limited	10	355.00	66,592.30	66.22	59.15	299.26	6.00	22.35
Kuantam Papers Limited	1	113.60	12,112.97	21.07	21.07	128.79	5.39	16.36
Seshasayee Paper And Boards Limited	2	303.00	18,018.30	44.96	44.96	303.05	6.74	14.17
West Coast Paper Mills Limited	2	503.00	44,476.82	104.77	104.77	490.80	4.80	24.25
N R Agarwal Industries Limited	10	342.20	12,931.29	73.72	73.72	446.73	4.64	16.50

Source for our Company: Based on the Restated Financial Information for the year ended March 31, 2024.

Source: All the financial information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the annual reports / annual results as available of the respective company for the financial year ended March 31, 2024 submitted to stock exchanges.

Notes:

- (1) Net Asset Value per Equity Share is defined as the Net worth divided by number of equity shares outstanding as at the end of year/period. The Net Asset Value per share disclosed above is after considering the impact of sub-division and bonus issue of equity shares;

- (2) Price/earnings ratio for the peer group has been computed based on the current market price (CMP) of equity shares on NSE as on June 20, 2025, divided by the diluted earnings per share;
- (3) Return on Net Worth is computed as profit after tax divided by net worth. Net worth has been computed as sum of paid-up share capital and other equity.

G. Key Performance Indicators

The tables below set forth the details of our certain financial data based on our Restated Financial Information, certain non-GAAP measures and KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated June 27, 2025 and the Audit Committee has confirmed that other than the KPIs set out below, our Company has not disclosed any other KPIs to investors at any point of time during the three years period prior to the date of this Draft Red Herring Prospectus. The KPIs disclosed below have been used historically by our Company to understand and analyze its business performance, which helps in analyzing the growth of various verticals in comparison to our Company's listed peers, and other relevant and material KPIs of the business of our Company that have a bearing for arriving at the Basis for Offer Price. The KPIs disclosed below have been certified by Agarwal Ajay & Associates., Chartered Accountants, our Statutory Auditors, pursuant to certificate dated June 27, 2025 which has been included in "Material Contracts and Documents for Inspection—Material Documents" on page 439.

The management of our Company has prepared a note that inter-alia takes on record GAAP, Non-GAAP and operational measures identified as KPIs along with the rationale for the classification of each of these KPIs under GAAP, Non-GAAP and operational measures along with the rationale for such classification. The note was placed before the members of our Audit Committee prior to the resolution dated June 27, 2025, approving and confirming the KPIs disclosed below.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board), until the later of (a) one year after the date of listing of the Equity Shares on the Stock Exchanges; and (ii) complete utilisation of the proceeds of the Offer as disclosed in "Objects of the Offer" on page 123, or for such other duration as may be required under the SEBI ICDR Regulations. For details of our other operating metrics disclosed elsewhere in this Draft Red Herring Prospectus, see sections titled "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 209 and 341, respectively. We have described and defined the KPIs, as applicable, in "Definitions and Abbreviations – Technical Industry Related Terms or Abbreviations" on page 20. Bidders are encouraged to review the Ind AS financial measures and not to rely on any single financial or operational metric to evaluate our business. For further details, see "Risk Factors – 46. We have in this Draft Red Herring Prospectus included certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance. These non-GAAP measures and industry measures may vary from any standard methodology that is applicable across the Indian manufacturing industry, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies." on page 62.

H. The list of our KPIs along with brief explanation of the relevance of the KPI for our business operations are set forth below:

Particulars	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our company and size of our business.
EBITDA	EBITDA provides information regarding the operational efficiency of our business.
EBITDA Margin	EBITDA Margin is an indicator of the operational profitability and financial performance of our business and assists in tracking the margin profile of our business.
Profit After Tax for the Year	PAT represents the profit / loss that our company makes for the Fiscal / period. It provides information regarding the overall profitability of our business.
PAT Margin	PAT Margin is an indicator of the overall profitability and financial performance of the business.
EPS (Basic & Diluted)	EPS provides information on per share profitability of our company which helps us in taking key corporate finance decisions.
Total Borrowings	Total Borrowings is used by us to track our leverage position on time to

	time basis.
Net worth	Net worth is used to track the book value and overall value of shareholder's equity.
Return on Equity / Net Worth (ROE/ RoNW)	ROE provides how efficiently our company generates profits from shareholder's funds.
Return on Capital employed (ROCE)	ROCE provides how efficiently our company generates earnings from the capital employed in the business.
Debt / Equity	Debt to Equity Ratio is used to measure the financial leverage of our company and provides comparison benchmark against peers.
Inventory Days	Inventory days provides number of days a business holds its inventory before selling it.
Paper Manufacturing Capacity (MTPA)	Paper manufacturing capacity denotes the annual production potential of a manufacturing operation which is measured in metric tonne per annum.
Revenue CAGR (FY 2022 to FY 2024)	Revenue CAGR measures the average annual growth rate of a company's revenue over a specific period.
EBITDA CAGR (FY 2022 to FY 2024)	EBITDA CAGR measures the average annual growth rate of a company's EBITDA over a specific period.
PAT CAGR (FY 2022 to FY 2024)	PAT CAGR measures the average annual growth rate of a company's PAT over a specific period.

Details of our KPIs as of and for the nine months period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, are set out below:

Our Operating and Financial Metrics

(₹ in million, except as otherwise stated)

Particulars	For nine months period ended December 31, 2024*	For the Fiscal		
		2024	2023	2022
Revenue from Operations ⁽¹⁾	7,451.56	8,795.85	8,659.98	6,186.54
EBITDA ⁽²⁾	1,312.27	1,200.49	1,216.18	719.82
EBITDA Margin (%) ⁽³⁾	17.61	13.65	14.04	11.64
Profit After Tax for the Year ⁽⁴⁾	824.40	886.20	681.98	304.27
PAT Margin (%) ⁽⁵⁾	11.06	10.08	7.88	4.92
Basic EPS ⁽⁶⁾	3.36	3.61	2.78	1.24
Diluted EPS ⁽⁶⁾	3.36	3.61	2.78	1.24
Total Borrowings ⁽⁷⁾	1,938.63	1,862.11	963.73	1,418.68
Net worth ⁽⁸⁾	4,138.67	3,313.65	2,426.45	1,742.02
Return on Equity (%) ⁽⁹⁾	19.92	26.74	28.11	17.47
Return on Capital employed (%) ⁽¹⁰⁾	24.00	26.93	41.96	21.02
Debt / Equity ⁽¹¹⁾	0.47	0.56	0.40	0.81
Inventory Days ⁽¹²⁾	80	67	48	60
Paper Manufacturing Capacity (TPA) ⁽¹³⁾	270,000	270,000	216,000	216,000
Revenue CAGR (FY 2022 to FY 2024) (%) ⁽¹⁴⁾	19.24			
EBITDA CAGR (FY 2022 to FY 2024) (%) ⁽¹⁵⁾	29.14			
PAT CAGR (FY 2022 to FY 2024) (%) ⁽¹⁶⁾	70.66			

* Not annualized

As certified by Agarwal Ajay & Associates., Chartered Accountants, Statutory Auditors pursuant to their certificate dated June 27, 2025.

Notes:

- 1) Revenue from operations is calculated as revenue from sale of products & services and other operating revenue as per the Restated Financial Information;

- 2) EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year and adding back finance costs, depreciation and amortisation and impairment expense and reducing other income;
- 3) EBITDA Margin is calculated as EBITDA divided by revenue from operations;
- 4) PAT represents total profit after tax for the year / period;
- 5) PAT Margin is calculated as PAT divided by Revenue from Operations;
- 6) EPS is calculated as Net Profit after tax, as restated, divided by weighted average no. of equity shares outstanding during the year/ period. (as adjusted for change in capital due to bonus shares);
- 7) Total Borrowings include current and non-current borrowings;
- 8) Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as per SEBI ICDR Regulations.
- 9) Return on Equity is calculated as PAT divided by Net worth
- 10) Return on Capital Employed is calculated as EBIT divided by capital employed where (i) EBIT means EBITDA minus depreciation and amortisation expense and (ii) Capital employed means Net worth as defined in (6) above + total current & non-current borrowings– cash and cash equivalents and other bank balances;
- 11) Debt Equity Ratio: This is defined as total debt divided by total equity. Total debt is the sum of total current & non-current borrowings; total equity means sum of equity share capital and other equity;
- 12) Inventory Days is calculated as inventory divided by cost of goods sold for the year / period;
- 13) Paper Manufacturing Capacity means installed capacity of paper manufacturing facilities on annulaised basis;
- 14) Revenue CAGR (FY 2022 to FY 2024) measures the average annual growth rate of a company's revenue over a specific period;
- 15) EBITDA CAGR (FY 2022 to FY 2024) measures the average annual growth rate of a company's EBITDA over a specific period;
- 16) PAT CAGR (FY 2022 to FY 2024) measures the average annual growth rate of a company's PAT over a specific period.

I. Description on the historic use of the KPIs by our Company to analyze, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs are not intended to be considered in isolation or as a substitute for the Restated Financial Information. We use these KPIs to evaluate our financial and operating performance. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS.

J. Comparison of KPIs based on additions or dispositions to our business

Our Company has not undertaken any acquisitions or dispositions of assets/ business during the nine months period ended December 31, 2024 and Fiscals 2024, 2023, 2022.

K. Comparison with Listed Industry Peers

Set forth below is a comparison of our KPIs with our listed peer group companies:

For the nine months period ended December 31, 2024

(in ₹ million, except percentages and ratios)

Key Performance Indicators*	Silverton Industries Limited	JK Paper Limited	Kuantam Papers Limited	Seshasayee Paper and Boards Limited	West Coast Paper Mills Limited	N R Agarwal Industries Limited
Revenue from Operations ⁽¹⁾	7,451.56	50,285.70	8,296.86	12,520.30	30,210.05	11,932.96
EBITDA ⁽²⁾	1,312.27	7,114.40	1,827.17	861.90	4,003.31	833.88
EBITDA Margin (%) ⁽³⁾	17.61	14.15	22.02	6.88	13.25	6.99
Profit After Tax for the	824.40	3,349.30	890.64	821.00	2,894.90	244.70

Year ⁽⁴⁾						
PAT Margin (%) ⁽⁵⁾	11.06	6.66	10.73	6.56	9.58	2.05
Basic EPS ⁽⁶⁾	3.36	19.69	10.21	13.63	40.45	14.38
Diluted EPS ⁽⁶⁾	3.36	18.46	10.21	13.63	40.45	14.38
Total Borrowings ⁽⁷⁾	1,938.63	N.A.	N.A.	N.A.	N.A.	N.A.
Net worth ⁽⁸⁾	4,138.67	N.A.	N.A.	N.A.	N.A.	N.A.
Return on Equity(%) ⁽⁹⁾	19.92	N.A.	N.A.	N.A.	N.A.	N.A.
Return on Capital employed (%) ⁽¹⁰⁾	24.00	N.A.	N.A.	N.A.	N.A.	N.A.
Debt / Equity ⁽¹¹⁾	0.47	N.A.	N.A.	N.A.	N.A.	N.A.
Inventory Days ⁽¹²⁾	80	-	-	-	-	-
Paper Manufacturing Capacity (TPA) ⁽¹³⁾	270,000	N.A.	N.A.	N.A.	N.A.	N.A.

Above details are not on annualised basis.

*Revenue CAGR, EBITDA CAGR and PAT CAGR are not applicable for above period.

N.A. = Not available

For the Fiscal 2024

(in ₹ million, except percentages and ratios)

Key Performance Indicators	Silverton Industries Limited	JK Paper Limited	Kuantam Papers Limited	Seshasayee Paper and Boards Limited	West Coast Paper Mills Limited	N R Agarwal Industries Limited
Revenue from Operations ⁽¹⁾	8,795.85	66,592.30	12,112.97	18,018.30	44,476.82	12,931.29
EBITDA ⁽²⁾	1,200.49	16,156.60	3,330.65	3,399.20	10,919.50	1,761.12
EBITDA Margin (%) ⁽³⁾	13.65	24.26	27.50	18.87	24.55	13.62
Profit After Tax for the Year ⁽⁴⁾	886.20	11,332.00	1,838.26	2,707.70	7,860.85	1,254.63
PAT Margin (%) ⁽⁵⁾	10.08	17.02	15.18	15.03	17.67	9.70
Basic EPS ⁽⁶⁾	3.61	66.22	21.07	44.96	104.77	73.72
Diluted EPS ⁽⁶⁾	3.61	59.15	21.07	44.96	104.77	73.72
Total Borrowings ⁽⁷⁾	1,862.11	21,253.20	5,125.01	210.00	2,509.05	5,526.71
Net worth ⁽⁸⁾	3,313.65	50,695.00	11,238.40	19,113.10	32,417.06	7,602.91
Return on Equity (%) ⁽⁹⁾	26.74	22.35	16.36	14.17	24.25	16.50
Return on Capital employed (%) ⁽¹⁰⁾	26.93	18.33	18.28	22.36	26.29	10.71
Debt / Equity ⁽¹¹⁾	0.56	0.42	0.46	0.01	0.08	0.73
Inventory Days ⁽¹²⁾	67	100	115	109	117	86
Paper Manufacturing Capacity (TPA) ⁽¹³⁾	270,000	7,61,000	1,64,250	2,55,000	3,20,000	4,40,000
Revenue CAGR (FY 2022 to FY 2024) ⁽¹⁴⁾	19.24	29.54	20.78	15.31	14.75	(10.56)
EBITDA CAGR (FY 2022 to FY 2024) (%) ⁽¹⁵⁾	29.14	27.28	67.33	43.22	31.30	18.31
PAT CAGR (FY 2022 to FY 2024) (%) ⁽¹⁶⁾	70.66	44.35	270.07	56.88	50.75	43.39

For the Fiscal 2023

(in ₹ million, except percentages and ratios)

Key Performance Indicators*	Silverton Industries Limited	JK Paper Limited	Kuantam Papers Limited	Seshasayee Paper and Boards Limited	West Coast Paper Mills Limited	N R Agarwal Industries Limited
Revenue from Operations ⁽¹⁾	8,659.98	64,368.10	13,095.58	20,828.00	49,207.63	17,660.67
EBITDA ⁽²⁾	1,216.18	20,118.00	3,792.13	5,341.30	16,421.89	1,849.11
EBITDA Margin(%) ⁽³⁾	14.04	31.25	28.96	25.64	33.37	10.47

Profit After Tax for the Year ⁽⁴⁾	681.98	12,082.20	1,361.52	3,958.30	10,870.12	993.04
PAT Margin (%) ⁽⁵⁾	7.88	18.77	10.40	19.00	22.09	5.62
Basic EPS ⁽⁶⁾	2.78	70.59	15.60	65.72	142.62	58.35
Diluted EPS ⁽⁶⁾	2.78	70.59	15.60	65.72	142.62	58.35
Total Borrowings ⁽⁷⁾	963.73	27,385.20	5,128.08	-	2,023.25	1,345.05
Net worth ⁽⁸⁾	2,426.45	40,340.00	9,668.11	16,353.60	25,807.50	6,356.33
Return on Equity (%) ⁽⁹⁾	28.11	29.95	14.08	24.20	42.12	15.62
Return on Capital employed (%) ⁽¹⁰⁾	41.96	25.74	22.82	42.95	53.64	20.70
Debt / Equity ⁽¹¹⁾	0.40	0.68	0.53	-	0.08	0.21
Inventory Days ⁽¹²⁾	48	104	81	89	88	43
Paper Manufacturing Capacity (TPA) ⁽¹³⁾	216,000	761,000	164,250	255,000	320,000	246,000

*Revenue CAGR, EBITDA CAGR and PAT CAGR are not applicable for above period.

For the Fiscal 2022

(in ₹ million, except percentages and ratios)

Key Performance Indicators	Silverton Industries Limited	JK Paper Limited	Kuantam Papers Limited	Seshasayee Paper and Boards Limited	West Coast Paper Mills Limited	N R Agarwal Industries Limited
Revenue from Operations ⁽¹⁾	6,186.54	39,685.60	8,303.95	13,552.00	33,776.70	16,165.06
EBITDA ⁽²⁾	719.82	9,972.70	1,189.49	1,657.10	6,334.09	1,258.16
EBITDA Margin (%) ⁽³⁾	11.64	25.13	14.32	12.23	18.75	7.78
Profit After Tax for the Year ⁽⁴⁾	304.27	5,438.20	134.23	1,100.20	3,458.81	610.22
PAT Margin (%) ⁽⁵⁾	4.92	13.70	1.62	8.12	10.24	3.77
Basic EPS ⁽⁶⁾	1.24	32.03	1.54	18.27	46.49	35.85
Diluted EPS ⁽⁶⁾	1.24	32.03	1.54	18.27	46.49	35.85
Total Borrowings ⁽⁷⁾	1,418.68	30,675.40	7,623.16	41.00	4,458.74	1,429.95
Net worth ⁽⁸⁾	1,742.02	29,960.40	8,304.72	12,552.60	16,862.07	5,360.50
Return on Equity (%) ⁽⁹⁾	17.47	18.15	1.62	8.76	20.51	11.38
Return on Capital employed (%) ⁽¹⁰⁾	21.02	13.31	4.62	13.44	20.31	13.59
Debt / Equity ⁽¹¹⁾	0.81	1.02	0.92	0.00	0.26	0.27
Inventory Days ⁽¹²⁾	60	110	103	58	85	56
Paper Manufacturing Capacity (TPA) ⁽¹³⁾	216,000	761,000	148,500	255,000	N.A.	288,000

*Revenue CAGR, EBITDA CAGR and PAT CAGR are not applicable for above period.

N.A. = Not Available

Source: All the financial information for listed industry peers mentioned above is sourced from the financial results of the respective company for the nine months period ended December 31, 2024 and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 submitted to Stock Exchanges.

All the financial information for our Company mentioned above is as per Restated Financial Information.

Notes:

- 1) Revenue from operations is calculated as revenue from sale of products & services and other operating revenue as per the Restated Financial Information;
- 2) EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year and adding back finance costs, depreciation and amortisation and impairment expense and reducing other income;
- 3) EBITDA Margin is calculated as EBITDA divided by revenue from operations;
- 4) PAT represents total profit after tax for the year / period;
- 5) PAT Margin is calculated as PAT divided by Revenue from Operations;
- 6) EPS is calculated as Net Profit after tax, as restated, divided by weighted average no. of equity shares outstanding during the year/ period. (as adjusted for change in capital due to bonus shares);
- 7) Total borrowings include current and non-current borrowings;

- 8) *Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as per SEBI ICDR Regulations.*
- 9) *Return on Equity is calculated as PAT divided by Net worth*
- 10) *Return on Capital Employed is calculated as EBIT divided by capital employed where (i) EBIT means EBITDA minus depreciation and amortisation expense and (ii) Capital employed means Net worth as defined in (6) above + total current & non-current borrowings– cash and cash equivalents and other bank balances;*
- 11) *Debt Equity Ratio: This is defined as total debt divided by total equity. Total debt is the sum of total current & non-current borrowings; total equity means sum of equity share capital and other equity;*
- 12) *Inventory Days is calculated as inventory divided by cost of goods sold for the year / period;*
- 13) *Paper Manufacturing Capacity means installed capacity of paper manufacturing facilities on annualized basis;*
- 14) *Revenue CAGR (FY 2022 to FY 2024) measures the average annual growth rate of a company's revenue over a specific period*
- 15) *EBITDA CAGR (FY 2022 to FY 2024) measures the average annual growth rate of a company's EBITDA over a specific period;*
- 16) *PAT CAGR (FY 2022 to FY 2024) measures the average annual growth rate of a company's PAT over a specific period.*

Weighted average cost of acquisition ("WACA"), floor price and cap price

1. **Price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under the ESOP Scheme) during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")**

Except below, there has been no issuance of Equity Shares, other than bonus issue on May 29, 2025, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the company (calculated based on the pre-Offer capital before such transaction(s) in a single transaction or multiple transactions combined together over a span of rolling 30 days-

Date of transaction	No. of Equity Shares	Face value per Equity Share (₹)	Issue price/ transaction price per Equity Share (₹)	Nature of transaction	Nature of consideration	Total consideration
May 29, 2025	115,056,735	5	-	Bonus Issue	Nil*	Nil*

*Represents cost of Equity Shares issued pursuant to a bonus issue.

2. **Price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving any of the Promoters/ Selling Shareholders, members of the Promoter Group, or other shareholders with rights to nominate directors during the 18 months preceding the date of filing of this Draft Red Herring Prospectus / the Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")**

There have been no secondary sale/ acquisitions of Equity Shares or any convertible securities ("Security(ies)"), where the Promoters, Selling Shareholders, members of the Promoter Group, or the Shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

3. **The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition at which the equity shares were issued by our Company, or acquired or sold by the Selling Shareholder or other shareholders with rights to nominate directors are disclosed below:**

Past Transactions	Weighted average cost of acquisition (in ₹) #	Floor Price* (in ₹)	Cap Price* (in ₹)
Weighted average cost of acquisition of primary issuances	Nil	[●] times	[●] times
Weighted average cost of acquisition of secondary transactions	Not Applicable	[●] times	[●] times
Since both paragraphs 1 and 2 are not applicable, please see below			
Based on primary issuances, as per paragraph 3 above	Not Applicable	[●] times	[●] times
Based on secondary transactions, as per paragraph 3 above	Not Applicable	[●] times	[●] times

*To be computed after finalization of Price Band.

#As certified by Agarwal Ajay & Associates., Chartered Accountants, our Statutory Auditors by way of their certificate dated June 27, 2025.

4. Justification for Basis of Offer price

- (i) The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of equity shares that were issued by our Company or acquired or sold by the Promoters, members of the Promoter Group, or other shareholders with rights to nominate directors by way of primary and secondary transactions in the last three full Fiscals preceding the date of this Draft Red Herring Prospectus compared to our Company's KPIs for the six months ended December 31, 2024 and for the Fiscals 2024, 2023 and 2022

[●]*

*to be computed after finalization of Price Band

- (ii) The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of equity shares that were issued by our Company or acquired or sold by the Promoters, members of the Promoter Group, or other shareholders with rights to nominate directors by way of primary and secondary transactions in the last three full Fiscals preceding the date of this Draft Red Herring Prospectus compared to our financial ratios for the for the nine months period ended December 31, 2024 and for the Fiscals 2024, 2023 and 2022

[●]*

*to be computed after finalization of Price Band

- (iii) The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of equity shares that were issued by our Company or acquired by the Promoters/ Selling Shareholders, members of the Promoter Group, or other shareholders with rights to nominate directors by way of primary and secondary transactions in view of external factors, if any

[●]*

*to be computed after finalization of Price Band

The Offer Price of ₹ [●] has been determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the demand from investors for the Equity Shares through the Book Building process. Investors should read the abovementioned information along with "Risk Factors", "Our Business" and "Restated Financial Information" beginning on pages 38, 209 and 276, respectively, to have a more informed view.

STATEMENT OF SPECIAL TAX BENEFITS

To,

The Board of Directors

Silverton Industries Limited

9th K M Bhopa Road,
Muzaffarnagar – 251 001,
Uttar Pradesh, India.

Pantomath Capital Advisors Private Limited

Pantomath Nucleus House, Saki Vihar Road,
Andheri East, Mumbai – 400 072,
Maharashtra, India.

(the “**Book Running Lead Manager**”)

Re: Proposed initial public offering of equity shares (the “Equity Shares”) of Silverton Industries Limited (the “Company” and such offer, the “Offer”)

Dear Sir(s),

We, **M/S AGARWAL AJAY & ASSOCIATES, FRN 005159C**, Statutory Auditor of the Company, report that the enclosed statement in the **Annexure**, states the possible special tax benefits, available to the Company and its shareholders, as per the provisions of the Income-tax Act, 1961, including the rules, regulations, circulars and notifications issued in connection with the Taxation Laws, as presently in force and applicable to the latest assessment year 2025-2026 relevant to the financial year 2024-2025, under the direct and indirect tax laws presently in force in India, as on the date of this certificate. Several of these benefits are dependent on the Company and its shareholders, fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company or its shareholders face in the future, the Company and its shareholders may or may not choose to fulfil.

We confirm that as on date of this certificate, the Company does not have any subsidiaries.

The benefits discussed in the enclosed **Annexure** are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer. We are neither suggesting nor advising the investor to invest in the Offer based on this statement.

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

- (i) the Company and its shareholders will continue to obtain these benefits in future; or
- (ii) the conditions prescribed for availing the benefits have been/would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

We also consent to the references to us as “Experts” as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013 to the extent of the certification provided hereunder and included in the draft red herring prospectus of the Company or in any other documents in connection with the Offer.

We hereby give consent to include this statement of special tax benefits in the draft red herring prospectus, and in any other material used in connection with the Offer.

We hereby confirm that while providing this certificate we have complied with the Code of Ethics and the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the Institute of Chartered Accountants of India.

We have conducted our examination in accordance with the ‘Guidance Note on Audit Reports and Certificates for Special Purposes (Revised 2016)’ issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.

We confirm that the information in this certificate is true, fair and correct, and is in accordance with the requirements of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable law, and there is no untrue statement or omission which would render the contents of this certificate misleading in its form or context. We confirm that the information in this certificate is adequate to enable investors to make a well-informed decision, to the extent that such information with respect to us is relevant to the prospective investor to make a well-informed decision.

This certificate is for information and for inclusion (in part or full) in the Offer Documents or any other Offer-related material, and may be relied upon by the Company, the Book Running Lead Manager and their respective legal advisors in relation to the Offer. We hereby consent to the submission of this certificate as may be necessary to SEBI, the Registrar of Companies, Uttar Pradesh at Kanpur (“RoC”), the relevant stock exchanges, any other regulatory authority and/or for the records to be maintained by the Book Running Lead Manager and in accordance with applicable law. We hereby consent to this certificate being disclosed by the Book Running Lead Manager, if required (i) by reason of any law, regulation or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

We confirm that we will immediately communicate any changes in writing in the above information to the Book Running Lead Manager until the date when the Equity Shares commence trading on the relevant stock exchanges. In the absence of any such communication from us, the Book Running Lead Manager and the legal advisors, can assume that there is no change to the above information until the Equity Shares commence trading on the relevant stock exchanges pursuant to the Offer. All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully,

***M/S AGARWAL AJAY & ASSOCIATES,
Chartered Accountants,***

**(CA Ajay Kumar Agarwal)
Partner
Membership No.: 073934
ICAI Firm Registration No: 005159C
UDIN: 25073934BMOORX4176
Date: June 26, 2025**

ANNEXURE

1) Special tax benefits available to the Company

DIRECT TAXATION

This Annexure sets out only the possible special direct tax benefits available to the Company and its shareholders under the Income Tax Act, 1961 (the "Act") as amended by the Finance Act, 2024 i.e. applicable to Financial Year 2024-25 relevant to Assessment Year 2025-2026, presently in force in India

Lower Corporate Tax Rate under section 115BAA

A new section 115BAA was inserted by the Taxation Laws (Amendment) Act, 2019 ('The Amendment Act, 2019') granting an option to domestic companies to compute corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and cess of 4%), subject to the condition that going forward it does not claim specified deductions/ exemptions as specified in section 115BAA(2) of the Act and computes total income as per the provisions of section 115BAA(2) of the Act. Proviso to section 115BAA(5) provides that once the company opts for paying tax as per section 115BAA of the Act, such option cannot be subsequently withdrawn for the same or any other previous year. Further, the provisions of Section 115JB i.e. MAT provisions shall not apply to the company on exercise of the option under section 115BAA, as specified under sub-section (5A) of Section 115JB of the Act.

Section 80-IA – Deduction in respect of profits and gains from infrastructure development

As per the provisions of **Section 80-IA** of the Income-tax Act, 1961, as amended from time to time, the Company may be eligible to claim a deduction of 100% of profits and gains derived from its eligible business of **generation of power**, subject to fulfillment of conditions laid down under the said section. The Company is claiming this deduction from AY 2019-2020.

Section 80JJAA – Deduction in respect of employment of new employees

As per the provisions of **Section 80JJAA** of the Income-tax Act, 1961, the Company is eligible to claim a deduction of **30% of additional employee cost** incurred in the course of employment of new employees, subject to fulfillment of the prescribed conditions.

The Company has commenced claiming this deduction in Assessment Year 2024–2025, Accordingly, the deduction will continue to be available for the subsequent two assessment years, i.e., AY 2025–2026 and AY 2026–2027, in respect of the same eligible employees.

INDIRECT TAXATION

a. Import of capital goods without payment of customs duty under Export Promotion Capital Goods Scheme ("EPCG Scheme")

The objective of the EPCG Scheme is to facilitate import of capital goods for producing quality goods and services and enhance India's manufacturing competitiveness. EPCG Scheme allows import of capital goods for pre-production, production and post-production at zero customs duty (i.e. exemption from basic customs duty, additional customs duty along with Integrated Goods and Services Tax ("IGST") and compensation cess). EPCG Scheme covers manufacturer exporters with or without supporting manufacturer(s), merchant exporters tied to supporting manufacturer(s) and service providers.

As per provisions contained under Chapter 5 of Foreign Trade Policy 2023 ("FTP") and Handbook of Procedures 2023 read with Notification No. 26/2023 – Customs dated 01 April 2023, the imports under EPCG Scheme are subject to an Export Obligation ("EO") equivalent to six times of duties, taxes and cess saved on capital goods which is required to be fulfilled within six years reckoned from date of issue of license. Further, the license is valid for undertaking import of goods for 24 months from the date of issue of license.

The Company has obtained EPCG authorization (license) from Directorate General of Foreign trade ("DGFT") towards availing the benefit of duty-free import of capital goods.

b. Concession/exemption on customs duty on import of certain products under Notification 50/2017

The Customs Act, 1962, provides power to the Central Government to exempt duty of customs leviable on goods and from so much of integrated tax leviable thereon under sub-section (7) of section 3 of said Customs Tariff Act, read with

section 5 of the IGST Act as is in excess of the amount calculated at the rate specified in the corresponding entry in column (4) towards customs leviable under the first schedule and in column (5) towards Integrated tax leviable thereon under sub-section (7) of section 3 of said Customs Tariff Act described under in the Notification 50/2017 – Customs dated 30 June 2017 read with Customs (Import of Goods at Concessional Rate of Duty) Rules, 2017 and Notification No. 11/2021-Customs as amended from time to time.

c. Duty Drawback on exported products:

The duty drawback scheme has been notified for a large number of export products by the Government after an assessment of the average incidence of Customs, Central Excise duties, and Transaction Costs suffered by the export products. The duty drawback scheme aims to provide the refund/ recoupment of custom and excise duties paid on inputs or raw materials and indirect taxes on the input services used in manufacturing export goods.

2) Special tax benefits available to Shareholders

- a. Dividend income earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of domestic corporate shareholders, deduction under Section 80M of the Act would be available on fulfilling the conditions. Further, in case of shareholders who are individuals, Hindu Undivided Family, Association of Persons, Body of Individuals, whether incorporated or not and every artificial juridical person, surcharge would be restricted to 15%, irrespective of the amount of dividend.
- b. Any dividend income received by the shareholders would be subject to tax deduction at source by the company under section 194 @ 10%. However, in case of individual shareholders, this would apply only if dividend income exceeds Rs 5,000. Further, dividend income is now taxable in the hands of the shareholders.
- c. In respect of non-resident shareholders, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.
- d. Section 112A of the Income Tax Act, 1961 provides for concessional tax rate of 10% (plus applicable surcharge and cess) on long term capital gains (exceeding Rs. 1,00,000) arising from the transfer of equity shares or units of an equity-oriented fund or shares / units and subject to fulfilment of other prescribed conditions (including Notification No.60/2018/F.No.370142/9/2017-TPL dated 1 October 2018). The above-mentioned rate of tax is applicable up to 22nd July 2024.

The Finance Act (No. 2), 2024, has amended the rate of tax in respect of long-term capital gains under section 112A from 10% to 12.50% (exceeding limit increased from Rs. 1,00,000 to Rs. 1,25,000) on or after 23 July 2024.

Note:

- i. The above Statement set out in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
- ii. The above statement covers only certain relevant direct tax law benefits and does not cover any benefit under any other law.
- iii. This Statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time.

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

1. Global macroeconomic overview

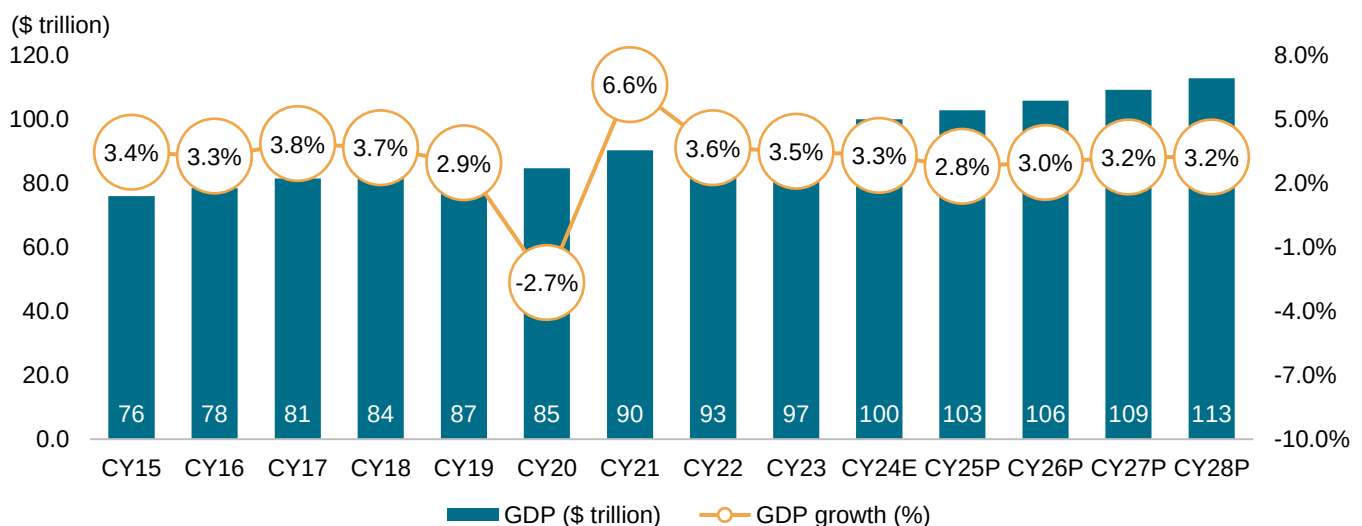
Global GDP is estimated to grow at 2.8% in CY25 and 3.0% in CY26 amid moderating inflation and steady growth in key economies.

As per the International Monetary Fund's (IMF) April 2025 update, global gross domestic product (GDP) growth is projected at 2.8% in 2025 and 3.0% in 2026. This growth going forward is majorly propelled by the emerging and developing economies with regional differences on account of global economic tensions.

Signs of stabilization were emerging through much of 2024, after a prolonged and challenging period of unprecedented shocks. Inflation, down from multidecade highs, followed a gradual decline toward central bank targets, whereas labour markets normalized, with unemployment and vacancy rates returning to pre pandemic levels. Overall, the growth hovered around 3% in the past few years.

However, the swift escalation of trade tensions and extremely high levels of policy uncertainty are expected to have a significant impact on global economic activity. Overall, in the near term, the global growth is projected to grow at 2.8% in 2025, before recovering to 3% in 2026.

Global GDP trend and outlook (CY18-28P, \$ trillion)



Note: E: Estimated, P: Projection

Source: IMF economic database, Crisil Intelligence

India among fastest-growing major economies

India became the fifth largest in the world by fiscal 2023 and is expected to be the fourth largest economy by the end of 2025. It has grown at a faster growth rate compared to top key economies. Additionally, India's expanding economy along with growing per capita income, could positively impact the consumer purchasing power, which in turn will influence the demand for discretionary spends like entertainment, leisure, tourism, etc.

United States: For the United States, growth is projected to decrease in 2025 to 1.8%, 1% lower than the rate for 2024 as a result of greater policy uncertainty, trade tensions, and a softer demand outlook, given slower-than-anticipated consumption growth. Tariffs are also expected to weigh on growth in 2026, which is projected at 1.7% amid moderate private consumption.

Euro area: Growth in the euro area is expected to decline slightly to 0.8% in 2025, before picking up modestly to 1.2% in 2026. Rising uncertainty and tariffs are key drivers of the subdued growth in 2025. Offsetting forces that support the modest pickup in 2026 include stronger consumption on the back of rising real wages and a projected fiscal easing in Germany.

For advanced economies, growth under the reference forecast is projected to drop from an estimated 1.8% in 2024 to

1.4 percent in 2025 and 1.5 percent in 2026. The forecasts for 2025 include significant downward revisions for Canada, Japan, the United Kingdom, and the United States and an upward revision for Spain.

Emerging market and developing economies: For emerging market and developing economies, growth is projected to drop to 3.7% in 2025 and 3.9% in 2026, following an estimated 4.3% in 2024.

Real GDP growth comparison between India and advanced and emerging economies

Real GDP growth (annual percent change)	2019	2020	2021	2022	2023	2024E	2025P	2026P
Advanced economies	1.9	-4.0	6.0	2.9	1.7	1.8	1.4	1.5
Canada	1.9	-5.0	6.0	4.2	1.5	1.5	1.4	1.6
China	6.1	2.3	8.6	3.1	5.4	5.0	4.0	4.0
Japan	-0.4	-4.2	2.7	0.9	1.5	0.1	0.6	0.6
Emerging market and developing economies	3.7	-1.7	7.0	4.1	4.7	4.3	3.7	3.9
Euro area	1.6	-6.0	6.3	3.5	0.4	0.9	0.8	1.2
India*	3.9	-5.8	9.7	7.6	9.2	6.5	6.5**	6.3
United Kingdom	1.6	-10.3	8.6	4.8	0.4	1.1	1.1	1.4
United States	2.6	-2.2	6.1	2.5	2.9	2.8	1.8	1.7
World	2.9	-2.7	6.6	3.6	3.5	3.3	2.8	3.0

Notes: P- projected

* Historical numbers for India are for financial year from April to March (2020 is FY21 and so on) and as per MoSPI.

**2025 Projection is as per the Crisil forecast for FY26, 2026 projection is as per IMF

Source: IMF economic database, MoSPI, Crisil Intelligence

Growth drivers of global economy

Next-generation trade agreements: Ongoing uncertainty in global trade policies may lead to a renewed push for regional, multilateral, and plurilateral agreements, which could help reduce risks and increase policy stability. Comprehensive and non-discriminatory agreements that encompass a wide range of areas, including digital trade, services, and investment, could promote widespread benefits without creating new trade distortions. Furthermore, strengthening international cooperation and regional integration, such as the European Union's single market, could have a positive impact on investment, productivity, and economic growth, while also enhancing countries' ability to withstand external economic shocks by expanding their market reach and diversifying their trade relationships.

Structural reform momentum: A generalized acceleration of structural reforms, driven in part by peer benchmarking and challenging global economic conditions, could have a substantial impact on growth. Simplifying regulatory frameworks and reducing bureaucratic hurdles would facilitate market access, increase competition, and foster a more dynamic business environment, leading to more efficient allocation of resources. Greater integration of financial, labour, and product markets could provide the necessary scale and depth to drive innovation and accelerate productivity growth. In Europe, addressing remaining internal barriers would enable companies to expand and grow. By accelerating European integration through the reduction of regulatory obstacles and strengthening the Capital Markets Union, investment could be increased, productivity lifted, and potential growth enhanced. This approach would also help to develop the European capital market, which is currently underdeveloped, and contribute to a reduction in global economic imbalances.

Growth engine powered by artificial intelligence: The growing enthusiasm for Artificial Intelligence (AI), combined with anticipated yearly reduction in AI implementation costs and future technological breakthroughs, could lead to considerable gains in productivity and consumption. As AI technologies become more widespread, they are likely to generate knowledge spillovers across various sectors and geographic regions, driving innovation and reducing costs on a global scale. These benefits can be realized without significant negative impacts on employment, provided that AI adoption is complemented by policies that modernize regulatory frameworks and facilitate the reallocation of labour. Furthermore, these gains can be achieved without leading to increased electricity prices and environmental costs, if policymakers and businesses collaborate to capitalize on the opportunity by promoting and incentivizing the use of renewable energy sources and innovative production methods.

Mitigation of conflicts: A peaceful resolution or reduction in ongoing conflicts could have a profound impact on the global economy, potentially leading to a decline in commodity prices and a more efficient allocation of resources. The end of hostilities, followed by reconstruction efforts, would not only stimulate economic growth in countries directly affected by conflicts but also have a positive ripple effect on neighbouring countries. For example, a ceasefire in Ukraine

could lead to a surge in regional growth, driven by a resurgence in consumer confidence and a decrease in energy prices, particularly in Europe. However, countries that have invested in alternative infrastructure or energy sources as a response to conflict-related shortages may face temporary negative consequences if a reversal of circumstances prevents them from realizing the expected returns on their investments.

Challenges impacting global economy

Rising long-term interest rates: Additional upward pressure on already elevated US bond yields, combined with ongoing exchange rate fluctuations driven by further policy changes and uncertainty, could potentially trigger capital and foreign direct investment (FDI) outflows from emerging market and developing economies. The increasing concentration of capital in safe-haven countries and assets could worsen capital imbalances and misallocation, leading to a more unstable global financial environment. Furthermore, the structural pressure on long-term yields could limit the already constrained fiscal space needed to address the economic damage caused by the pandemic or meet new spending needs, and could also exacerbate concerns about fiscal sustainability, particularly in countries with high levels of debt. This could create a vicious cycle of debt, where borrowing costs rise as fiscal adjustments become increasingly difficult to achieve, ultimately leading to a debt spiral.

Rising social discontent: The ongoing cost-of-living crisis, coupled with diminished growth prospects, may intensify polarization and social unrest, ultimately hindering the implementation of necessary reforms to stimulate economic growth. Certain regions, such as Africa, are particularly vulnerable to instability due to the devastating impact of conflicts, soaring food and energy costs, and limited fiscal resources. Similarly, some Asian countries face challenges related to restricted democratic participation and rising inequality, which may exacerbate social tensions. While emerging and developing economies have shown remarkable resilience in recent years, their ability to navigate domestic challenges, including high debt levels, may be tested in a deteriorating global economic landscape. A potential resurgence in food and energy price inflation, triggered by market disruptions or climate-related disasters, could further erode living standards and exacerbate food insecurity, particularly in low-income nations. A common thread among instances of social unrest is widespread discontent with governance and representation, which may undermine efforts to implement structural reforms and address the root causes of instability.

Labour supply gaps: The reliance on international labour has been a common strategy for many countries to mitigate workforce shortages, especially in the aftermath of the COVID-19 pandemic. However, a reduction in the influx of foreign workers to developed economies could have a double-edged effect. On one hand, it might alleviate pressure on local amenities and infrastructure and potentially lead to a modest increase in domestic incomes. On the other hand, the long-term consequences would likely be detrimental, with a decline in economic output both in the countries that receive these workers and globally. Furthermore, the subsequent decrease in the labour force could pose significant risks to fiscal stability and hinder economic growth, particularly in nations where immigrant workers are well-assimilated, and their skills meet and complement labour market needs.

Increasing challenges to international cooperation: The rising incidence and economic cost of natural disasters, as well as the escalating intensity of conflicts, necessitate sustained and collaborative global efforts. Reducing investments in climate adaptation and international assistance would not only render previous efforts ineffective but also hinder progress towards creating a more sustainable and robust economy, ultimately depleting human capital in regions where it is most crucial. A sudden withdrawal of financial support would have devastating consequences, including a decline in living standards and health outcomes in vulnerable countries, potentially leading to social instability and forcing these nations to rely on public funding, which would further exacerbate their debt burdens. The macroeconomic implications for countries reliant on aid would be significant, featuring deteriorating trade balances, depletion of foreign exchange reserves, pressure on exchange rates and prices, and decreased consumer and investment spending.

2. India's macroeconomic overview

India GDP logged 6.1% CAGR between FY12 and FY25

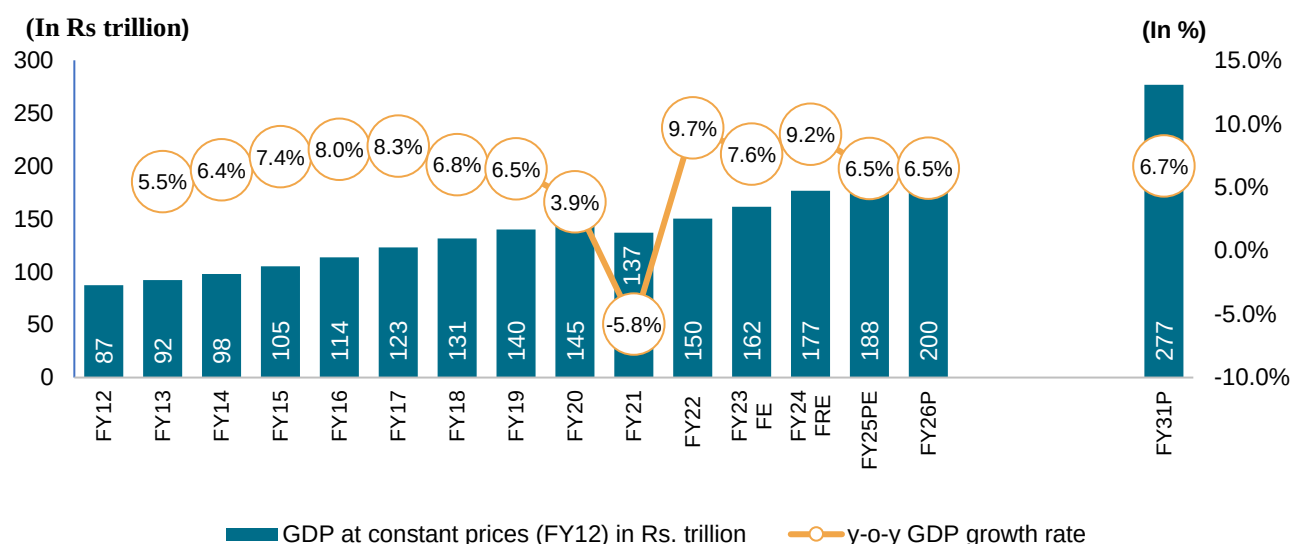
India's GDP grew at 6.1% compounded annual growth rate (CAGR) between FY12 and FY25 to Rs. 188 trillion in FY25 from Rs. 87 trillion in FY12. During this period, the surge in the non-agricultural economy has driven growth. The government's investment push, along with easing input cost pressures for industry, has also played a major role in shoring up growth. However, services have been slowing owing to waning pent-up demand (post the pandemic), with the exception of financial, real estate and professional services, which have powered ahead on the back of a robust growth in banking and real estate sectors.

Additionally, as per the Provisional estimates of GDP for FY25, India's GDP grew 6.5% in FY25 to Rs. 188 trillion. Moving forward, Crisil expects GDP growth to be steady in FY26 at 6.5% despite uncertainties stemming from geopolitical turns and trade-related issues led by US tariff actions. Additionally, cooling food inflation, the tax benefits

announced in the Union Budget 2025-2026, and lower borrowing costs are expected to drive discretionary consumption. However, India's current account deficit (CAD) is expected to rise mildly in fiscal 2026. Given the tariff related issues, and the subdued global growth environment, India's goods exports are expected to face further headwinds in fiscal 2026. However, a healthy services trade balance and robust remittances growth will limit the widening. At an overall level, India's real GDP is expected to be 6.5% in FY26.

Going forward, the US tariff hikes are a key risk to Crisil's GDP growth forecast for fiscal 2026. Slower global growth, along with anticipated reciprocal tariffs on India, is likely to hit exports. Uncertainty about the duration and frequent changes in tariffs could hinder investments.

India real GDP growth at constant prices (new series)



Note: FE: Final Estimates, FRE: First Revised Estimates, PE: Provisional Estimates, P: Projected

These values are reported by the government under various stages of estimates

Only actuals and estimates of GDP are provided in the bar graph

Source: Provisional Estimates of annual GDP for 2024-25, Ministry of Statistics and Program Implementation (MoSPI), Crisil Intelligence

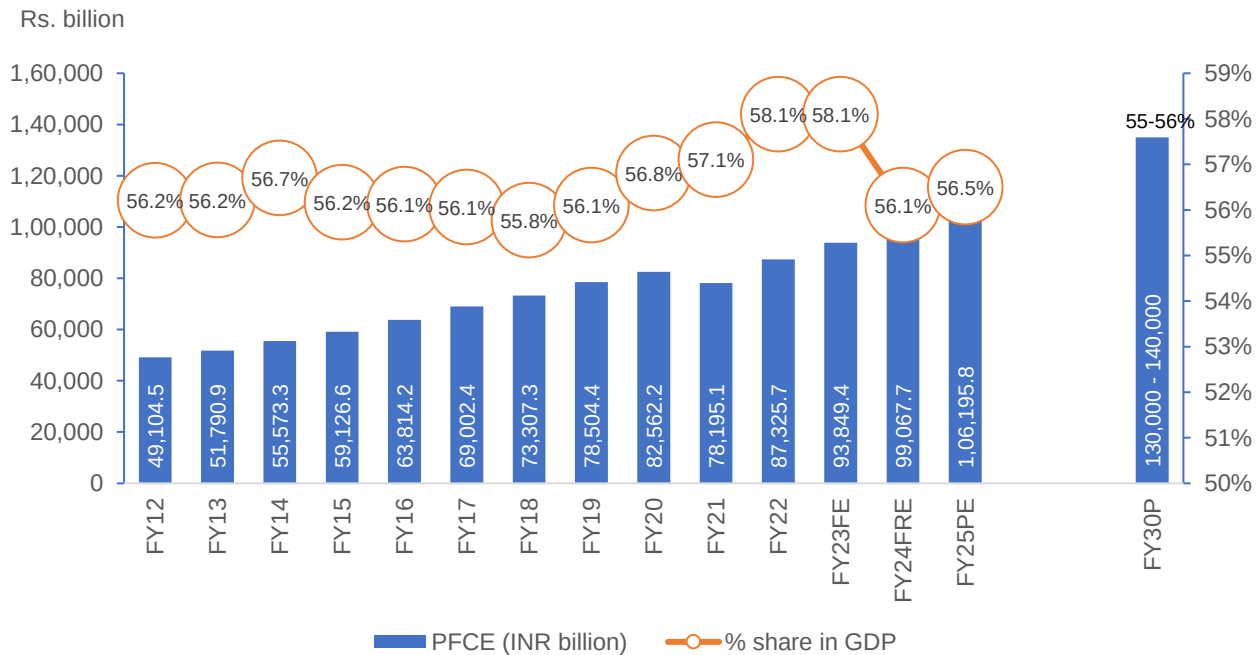
PFCE to maintain dominant share in GDP

Private Final Consumption Expenditure (PFCE) at constant prices clocked 6.1% CAGR between FY12-23, maintaining its dominant share of 58.1% in FY23 (Rs 93,849 billion in absolute terms, up 7.5% year-on-year). Growth was led by healthy monsoon, wage revisions due to the implementation of the Seventh Central Pay Commission's (CPC) recommendations, benign interest rates, growing middle age population and low inflation. As of FY24, PFCE is estimated to have further increased to Rs 99,067.7 billion, registering a y-o-y growth of 5.6% and forming 56.1% of India's GDP. The increasing share of discretionary spending from FY12 suggests rising disposable incomes and spending capacity of households.

The PFCE CAGR growth of approximately 6.1% has been in line with India's GDP CAGR growth of 6.1% from FY2012 to FY2025. As of FY25PE, PFCE is estimated to have further increased to Rs. 106,195.8 billion, registering a y-o-y growth of 7.2% and forming ~56.5% of India's GDP.

Crisil estimates the PFCE to grow at an average annual growth rate of 6-8% from FY2024 to FY2030, representing approximately 55-56% of GDP in FY2030.

PFCE (at constant prices)



Note: FE: Final Estimates; FRE: First Revised Estimates; PE: Provisional Estimates; P: Projection

Source: Provisional Estimates of Annual GDP for 2024-25, MoSPI, Crisil Intelligence

Healthy growth of gross value added in fiscal 2025 in line with GDP growth

As of FY25PE, GVA has reached to INR 171.9 trillion, up from INR 161.51 trillion, registering a y-o-y growth of ~6.41%. Financial, Real Estate & Professional Services had the highest contribution to GVA at ~23.79%, whereas construction and Public Administration, Defence & Other Services GVA had the registered the highest annual growth at ~9.35% & ~8.86% respectively.

GVA at constant prices

INR trillion	FY12	FY19	FY20	FY21	FY22	FY23 FE	FY24 FRE	FY25 PE	Share in GVA FY25	Annual growth in FY25
Agriculture, forestry and fishing	15.02	18.79	19.94	20.74	21.70	23.06	23.67	24.77	14.41%	4.63%
Mining and quarrying	2.61	3.27	3.17	2.91	3.09	3.20	3.30	3.39	1.97%	2.69%
Manufacturing	14.10	23.29	22.60	23.29	25.61	25.16	28.26	29.54	17.18%	4.52%
Electricity, gas, water supply & other utility services	1.87	2.94	3.01	2.88	3.18	3.52	3.83	4.05	2.36%	5.88%
Construction	7.77	10.27	10.43	9.95	11.94	13.02	14.38	15.72	9.15%	9.35%
Trade, Hotels, Transport, Communication & Services related to Broadcasting	14.13	25.39	26.90	21.54	24.80	27.86	29.95	31.77	18.48%	6.09%
Financial, Real Estate & Professional Services	15.31	27.14	28.98	29.54	31.23	34.59	38.15	40.88	23.79%	7.17%
Public Administration, Defence & Other Services	10.26	16.25	17.32	16.01	17.22	18.36	19.99	21.76	12.66%	8.86%
Total GVA at constant prices	81.07	127.34	132.36	126.87	138.77	148.78	161.51	171.87	100.00 %	6.41%

FE: Final Estimates, FRE: First Revised Estimates, PE: Provisional Estimates

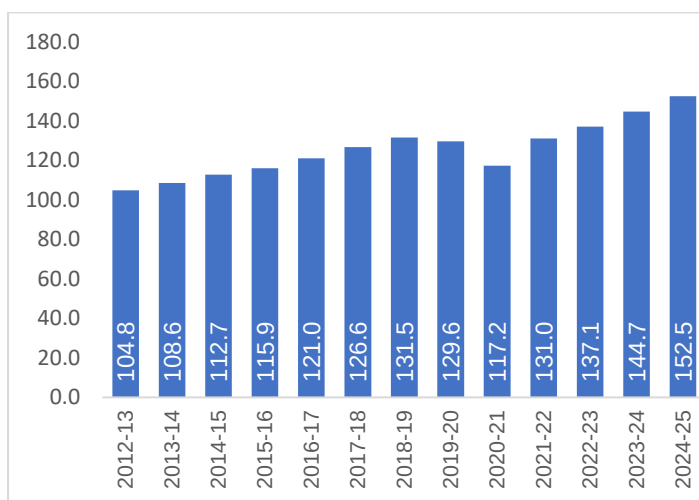
Source: MoSPI, Crisil Intelligence

Manufacturing IIP increased to 152.5 in FY25

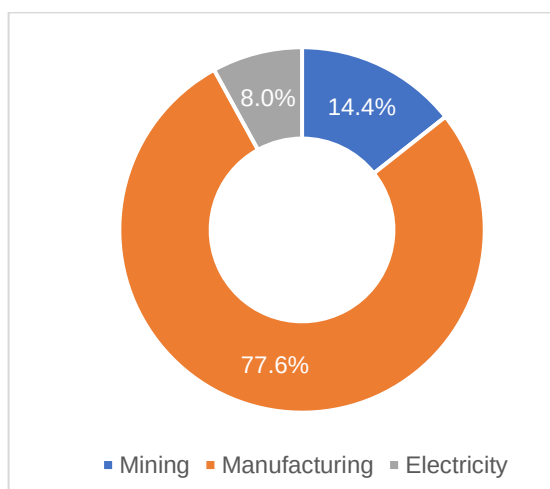
The Index of Industrial Production (IIP) for manufacturing rose to 152.5 in FY25 from 104.8 in FY13. The manufacturing sector is a significant contributor to the country's overall industrial growth, with 78% weightage in the overall IIP as of FY25.

Even though manufacturing IIP declined in FY20 to 129.6 and to 117.2 in FY21 owing to the pandemic, it recovered to 131.0 in FY22 on the back of easing of Covid-19 related restrictions, government stimulus measures, rising consumer demand and efforts to revitalise the manufacturing sector. Consequently, in FY25, manufacturing IIP stood at 152.5.

Manufacturing IIP (FY13 to FY25)



Weight of manufacturing in IIP (FY25)



Source: MoSPI, Crisil Intelligence

Key government initiatives to boost manufacturing sector in India

Growth driver	Description and reasoning
Make in India	Launched on September 25, 2014, by the Prime Minister. The 'Make in India' initiative was designed to transform India into a global hub for design and manufacturing. Its core objectives were to facilitate investment, encourage innovation, and develop world-class infrastructure. As one of the pioneering 'Vocal for Local' initiatives, it sought not only to boost India's manufacturing capabilities but also to showcase its industrial potential on a global stage.
National Industrial Corridor Development Programme (NICDP)	The National Industrial Corridor Development Programme (NICDP) is a transformative initiative launched to develop world-class industrial infrastructure and promote planned urbanisation across India. By integrating smart technologies and multi-modal connectivity, the programme aims to create globally competitive manufacturing hubs while fostering economic growth and employment opportunities. These industrial corridors are being developed in collaboration with State Governments to ensure efficient planning and execution. In August 2024, the Cabinet Committee on Economic Affairs approved 12 new industrial areas across 10 states under NICDP with an investment of Rs. 28,602 crore. These industrial nodes, planned along six major corridors, is expected to strengthen India's manufacturing ecosystem and boost its global competitiveness.
PM Gati Shakti	In 2021, the Prime Minister launched PM Gati Shakti - National Master Plan for Multi-modal Connectivity, essentially a digital platform to bring 16 Ministries including Railways and Roadways together for integrated planning and coordinated implementation of infrastructure connectivity projects. It will incorporate the infrastructure schemes of various Ministries and State Governments like Bharatmala, Sagarmala, inland waterways, dry/land ports, UDAN etc. Economic Zones like textile clusters, pharmaceutical clusters, defence corridors, electronic parks, industrial corridors, fishing clusters, Agri zones will be covered, and technology will be leveraged including spatial planning tools with ISRO (Indian Space Research Organisation) imagery

Growth driver	Description and reasoning
	developed by BiSAG-N (Bhaskaracharya National Institute for Space Applications and Geoinformatics). This multi-modal connectivity will provide integrated and seamless connectivity for movement of people, goods and services from one mode of transport to another. It will facilitate the last mile connectivity of infrastructure and also reduce travel time for people. As of March 13, 2025, 115 National Highway and road projects covering approximately 13,500 km, with an investment of Rs. 6.38 lakh crore, have been evaluated under the initiative, leading to more efficient infrastructure development.
Production linked incentive (PLI) scheme	Production Linked Incentive Scheme was announced in Union Budget 2021-22, with the capital outlay of Rs 1.97 trillion, the PLI Schemes focus on 14 critical sectors, each strategically chosen to enhance the country's manufacturing prowess, foster technological advancements, and elevate India's position in global markets. As of Aug 2024, investments under the PLI stand at approximately Rs 1.5 trillion, with projections to reach Rs 2 trillion soon. This is anticipated to generate around ₹12.5 trillion in production and sales, creating about 9.5 lakhs jobs. Additionally, exports have also surpassed Rs 4 trillion, especially in electronics, pharmaceuticals, and food processing.

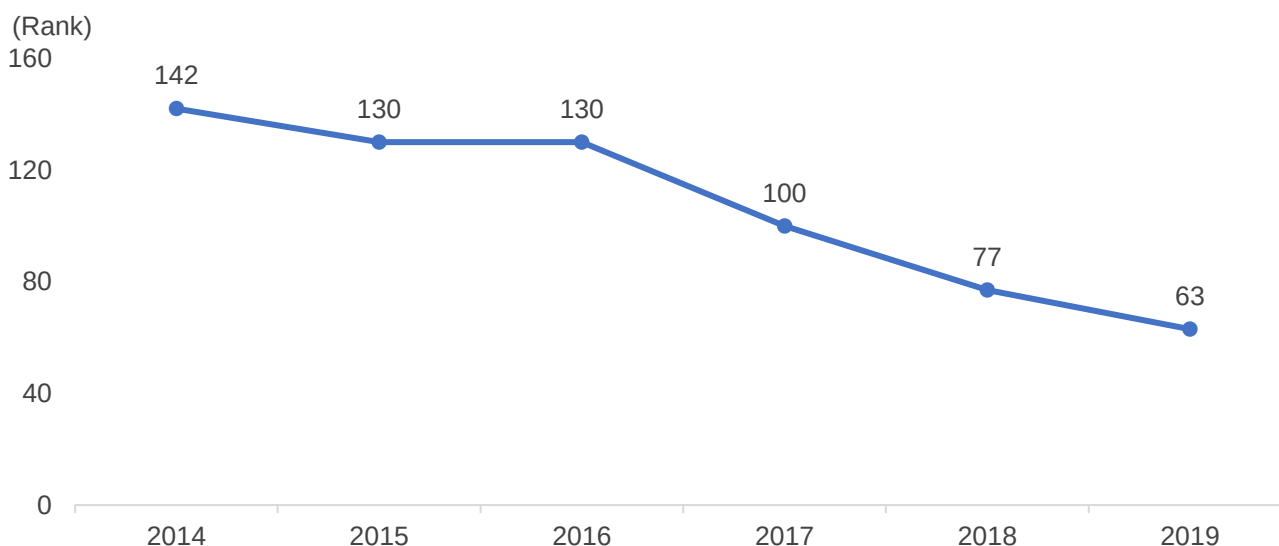
Source: PIB, Crisil Intelligence

India's Ease of Doing Business ranking improves

Systematic and targeted efforts to reduce the number of processes and rationalise costs have improved India's rank to 63 in Doing Business Report 2020 (published in October 2019) from 142 in Doing Business Report 2015 (published in October 2014). The key facilitators were decrease in the number of procedures and time taken for obtaining construction permits in India (184 in 2014 to 27 in 2019) and shorter duration to get electricity connection (137 in 2014 to 22 in 2019).

Consequently, India improved its rank by 79 positions over 2014-2019, and it continues to be first among South Asian countries compared with 6th position in 2014.

India's ranking in World Bank's Ease of Doing Business



Source: World Bank, PIB, Crisil Intelligence

India saw robust growth in per capita income between FY12 and FY25

India's per capita income, a broad indicator of living standards, rose from Rs. 63,462 in FY12 to Rs. 114,710 in FY25, logging 4.7% CAGR. Growth was led by better job opportunities, propped up by overall GDP growth. Moreover, population growth remained stable at ~1% CAGR.

With per capita income rising to upper middle-income category by FY31, the share of PFCE is expected to be dominant in India's GDP growth.

Per capita net national income at constant (2011-12) prices

	FY12	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21	FY22	FY23F E	FY24F RE	FY25P E
Per-capita NNI (Rs.)	63,462	65,538	68,572	72,805	77,659	83,003	87,586	92,133	94,420	86,034	94,054	100,163	108,786	114,710
Y-o-Y growth (%)		3.3%	4.6%	6.2%	6.7%	6.9%	5.5%	5.2%	2.5%	-8.9%	9.3%	6.5%	8.6%	5.4%

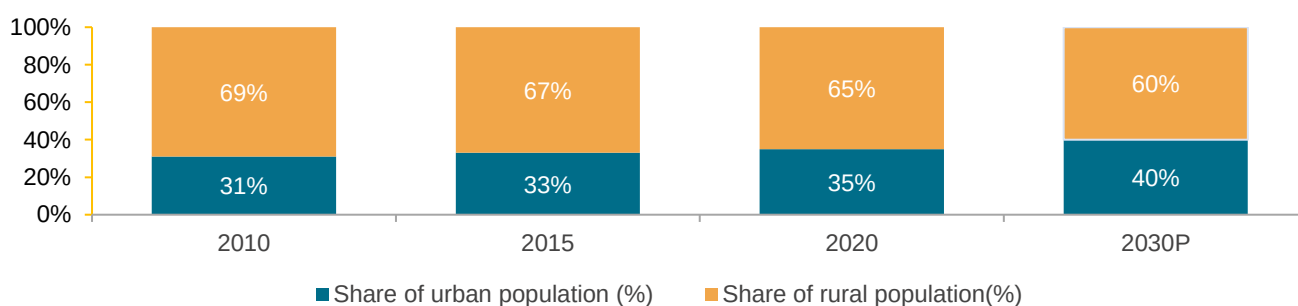
Note: FE: Final Estimates; FRE: First Revised Estimates; PE: Provisional Estimates

Source: Provisional Estimates of Annual GDP for 2024-25, MoSPI, Crisil Intelligence

Urbanisation likely to reach 40% by CY30

India's urban population has been increasing over the years. The trend is expected to continue as economic growth increases. From ~31% of the total population in CY10, the country's urban population is projected to reach nearly 40% by CY30, according to a UN report on urbanisation. People from rural areas move to cities for better job opportunities, education and quality of life. Typically, migration can be of the entire family or a few individuals (generally an earning member or students).

India's urban population versus rural



Note: P: Projected

Source: World Urbanization Prospects: The 2018 Revision, UN, Crisil Intelligence

Delhi, Bihar, West Bengal are among the most densely populated states in the country

Delhi, Bihar and West Bengal are among the most densely populated states in India. Select states in North India, including Uttar Pradesh, Haryana, Punjab and Delhi exhibit high population densities, exceeding 600 individuals per square kilometer, which surpasses the national average of approximately 418 people per square kilometer. Notably, these states are also characterized by high consumption patterns, as evidenced by the total consumption estimates derived from the Monthly Per Capita Consumption Expenditure (MPCE) data from the Household Consumption Expenditure Survey (2023-24).

3. Assessment of Global packaging and paper industry

Overview of global packaging industry

The global packaging industry has emerged as a vital component of modern commerce, playing a crucial role in protecting products from damage and contamination during transportation, while also preserving perishable goods and extending shelf life. Beyond its functional purpose, packaging serves as a key medium for communication, conveying essential information to consumers about product ingredients, usage, and expiration dates. As a result, packaging has become an indispensable process for businesses, influencing both product safety and branding, with a significant impact on marketing and customer attraction.

The industry's growth is driven by the expansion of retail and e-commerce sectors, which rely heavily on packaging. Packaging sector growth is dependent global goods production and on consumer demand across various industries, including food and beverages, pharmaceuticals, and personal care. The market is witnessing a shift towards sustainable packaging solutions, driven by growing concerns about the environmental impact of single-use plastics, with paper and paperboard materials gaining popularity as alternatives. As the industry continues to evolve, key players are investing in the development of eco-friendly materials, such as recyclable bioplastics, to cater to changing consumer preferences and lifestyles, ultimately driving the global packaging market towards growth, fuelled by advancements in packaging

technologies and the escalating demand for packaged goods.

Overview of key global markets

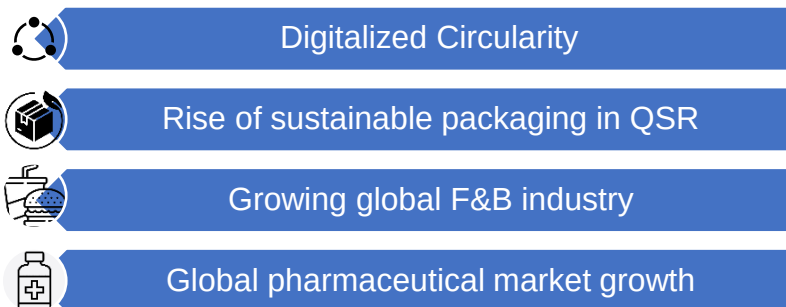
The global packaging market is a diverse and dynamic industry, with various regions and countries contributing to its growth and development. In Asia, the rapid expansion of wealthier middle-class populations in developing countries such as China and India are driving the demand for packaging solutions.

Overview of key global markets

Country	Overview
India	In India, the packaging industry is experiencing considerable growth, solidifying its position as a key player in the global packaging landscape. The country's packaging industry has demonstrated consistent growth in recent years, with significant potential for further expansion, especially in exports. India's exports are majorly in the polymer packaging material segment. The exports have grown 13% y-o-y from 389 tonnes in FY23 to 439 tonnes in FY24. India's abundant skilled labour force and favourable government policies are expected to drive the growth of the packaging industry in the country. For example, the Indian government has introduced initiatives such as the "Make in India" program, which aims to promote the growth of the manufacturing sector, which in turn is expected to drive the packaging industry.
China	China is a significant consumer of packaging materials, with a growing demand for sustainable and eco-friendly packaging solutions. The country's packaging industry is heavily influenced by factors such as rising per capita income, changing demographics, including the enforcement of bans on plastics to minimize its plastic footprint. For instance, the Chinese government has implemented policies to reduce plastic waste, leading to an increase in the use of biodegradable packaging materials. As a result, the packaging market in China is expected to experience significant growth, driven by the increasing demand for food and beverages, as well as the growth of e-commerce. In 2024, China was the largest exporter of Paper and Paperboard; articles of paper pulp, of paper or of paperboard, by value accounting for ~16% of the exports.
Japan	Japan's packaging industry is driven by growing environmental awareness and government initiatives, leading to a shift towards recyclable materials. The aging population is also driving demand for convenient packaging, such as stand-up pouches and flexible formats. Manufacturers are adopting eco-friendly materials and designs, including biodegradable and compostable options, to create a more sustainable future with a focus on reducing packaging weight and simplifying materials.
United States	The US packaging industry is driven by the demand for sustainable and innovative solutions. To reduce environmental impact, companies are investing in cutting-edge technologies to produce eco-friendly materials. The growth of e-commerce and retail has led to a need for packaging that balances protection with minimal material use, prompting the adoption of smart technologies like RFID and NFC to enhance supply chain visibility and consumer engagement. The industry is also witnessing significant consolidation, with major players expanding their capabilities through strategic acquisitions such as Smurfit Kappa's acquisition of WestRock to form Smurfit WestRock, International Paper's acquisition of DS Smith along with investments in advanced manufacturing technologies, underscoring the sector's commitment to environmental sustainability and innovation.
Europe	The region's packaging market is expected to experience robust growth, fuelled by demand from key industries such as food, beverages, and pharmaceuticals. As governments implement stricter regulations and consumers increasingly prioritize eco-friendliness, companies are responding by developing innovative, lightweight packaging solutions that minimize environmental impact. From Spain's emphasis on paper, plastic and cardboard recycling to France's ban on single-use plastics, European nations are setting a high standard for sustainability, with the goal of creating a circular economy that balances economic growth with environmental protection.

Source: Crisil Intelligence

Key trends and drivers in the global packaging industry



Digitalized circularity

The packaging industry is leveraging digitalization to drive circularity, using connected technologies to enhance traceability, compliance, and sustainability. Consumers are seeking transparency, and brands are responding with innovative solutions like QR codes and digital deposit schemes. Emerging technologies like digital watermarking are also being explored to improve recycling and create a more circular economy, enabling companies to meet consumer demands and gain valuable insights into their products' lifecycle.

Rise of sustainable packaging in QSR

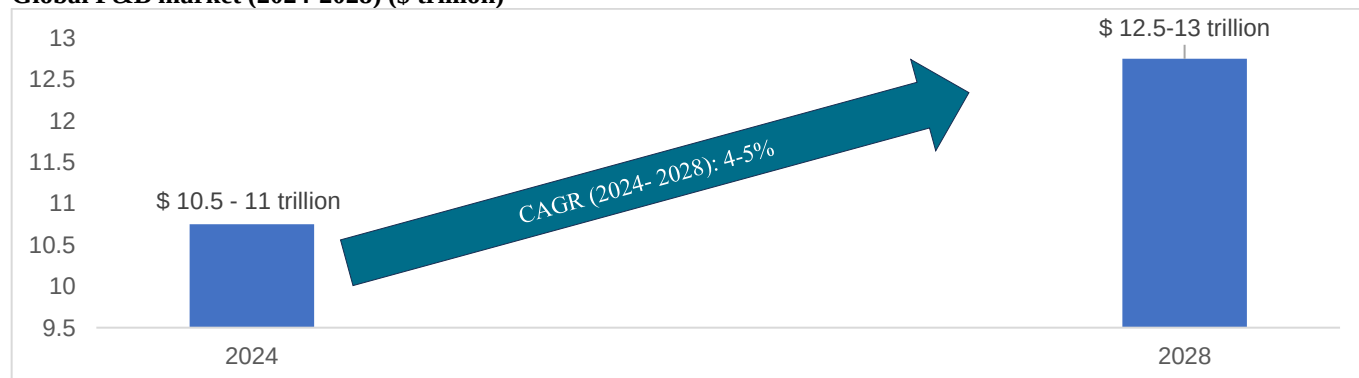
The quick service restaurant (QSR) sector is transforming in response to growing demand for eco-friendly packaging, with many establishments transitioning away from single-use formats. Consumers are driving this shift, with many reducing their use of single-use plastic, opting for reusable packaging, and willing to pay a premium for sustainable options. Industry leaders like Starbucks are offering discounts for reusable cups, while others are pioneering creative approaches, such as upcycling natural materials like palm leaves into biodegradable containers, using seaweed-based foodservice packs, and introducing fibre-based packaging solutions like moulded fibre takeaway lids. As demand for sustainable packaging grows, QSRs are likely to explore novel methods to reduce their carbon footprint, driving innovation in the packaging industry.

Growing global food & beverage (F&B) industry

The global F&B industry is estimated to have reached a value of \$10.5 trillion - \$11 trillion in 2024. The market is expected to further reach \$12.5 trillion - \$13 trillion growing at a CAGR of 4% - 5% by 2028 backed by key factors including increasing urbanization and disposable income in developing countries, rising demand for convenient and healthy food options, and growing popularity of e-commerce for food and beverage purchases. The Asian Pacific region is a key market for F&B. This is due to the large and growing population, rising disposable incomes and growing demand for processed, convenient, and healthy foods.

As the global F&B industry continues to expand, it is likely to have a ripple effect on the packaging industry, driving growth and innovation in the sector. The increasing demand for convenient, healthy, and processed foods will require more packaging solutions that are not only functional and safe but also sustainable and environmentally friendly. Furthermore, the rise of e-commerce in the F&B industry will also fuel the need for packaging that is designed for delivery and takeaway, creating new opportunities for packaging manufacturers to develop innovative and specialized solutions.

Global F&B market (2024-2028) (\$ trillion)



Source: CRISIL Intelligence

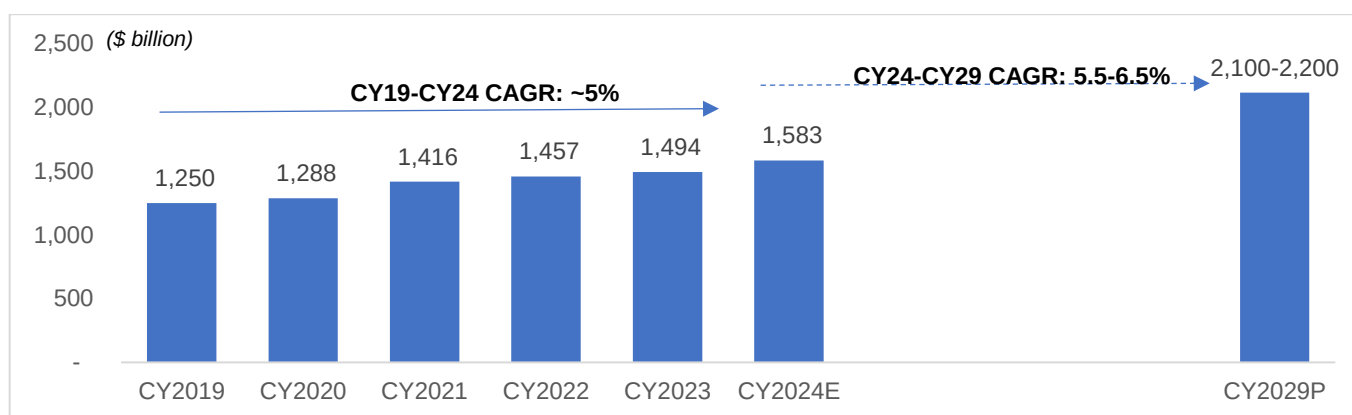
Global pharmaceutical market growth

The global pharmaceuticals market has clocked ~5% CAGR, from ~\$1,250 billion in 2019 to ~\$1,583 billion in 2024. After clocking strong growth in 2021 and 2022 on account of pent-up demand, the market is estimated to have moderated in 2023. The global market continued healthy expansion in CY 2024, aided by growth in key regulated and semi-regulated markets.

We estimate the pharmaceutical market to grow at a healthy pace, aided by volume growth in some of the key pharmerging markets and new product introductions in developed markets. Further, the global pharmaceutical market is expected to sustain 5.5-6.5% CAGR from 2024 to 2028 to reach \$2,100 to \$2,200 billion by 2029.

As the global pharmaceutical industry continues to expand, it is likely to create a significant demand for specialized packaging solutions, driving growth and innovation in the packaging industry. The pharmaceutical industry's reliance on high-quality packaging materials, such as glass vials, ampoules, and bottles, as well as plastic containers, blister packs, and pouches, is expected to drive the demand for these packaging types. Additionally, the need for tamper-resistant, child-resistant, and senior-friendly packaging will continue to drive the demand for advanced packaging materials and designs, including cartons, labels, and closures. The growing trend of serialization and track-and-trace in the pharmaceutical industry will also require packaging solutions that can accommodate unique identifiers and coding, further driving the demand for sophisticated packaging technologies.

The global pharmaceutical market by value



Note: E-estimates, P-projections, CY-calendar year

Source: Pharma company reports, Crisil Intelligence

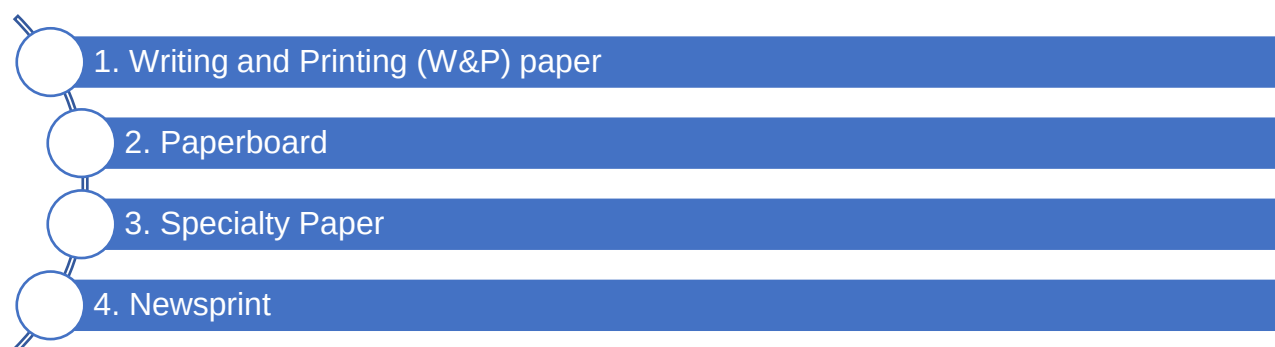
Growth of packaging industry to aid paper industry

The global paper industry is a vast sector that plays a vital role in the world economy, catering to the needs of over 7 billion people worldwide. With a rich history that has evolved from labour-intensive processes to capital-driven machinery, the industry has transformed significantly over the years. Today, it encompasses a wide range of products, including office paper, tissue, and packaging materials, utilizing a substantial portion of the world's industrial wood supply. As of CY24, pulp, paper and paperboards trade (HS code: 47 and 48) amounted to \$498.8 billion with imports making up 51% and exports the remaining 49%. Trade was led by countries like China, United states and Germany which made up 12%, 10% and 9% of trade respectively, while India made up just 2% of this trade in CY24.

As a major contributor to employment, trade, and innovation, the paper industry continues to adapt to emerging trends and demands, such as the growing need for sustainable packaging solutions. As the industry continues to evolve, it is witnessing a significant shift in production and consumption patterns, with certain types of paper experiencing a decline in demand, while others, such as packaging papers and tissue products, seeing a surge in popularity. This shift is largely driven by changes in consumer behaviour, technological advancements, and the growing need for eco-friendly products.

Segments of paper

Paper industry is broadly divided into four segments:



1. Writing and printing (W&P) paper:

The writing and printing (W&P) paper segment encompasses a range of paper types, typically with a grammage of less than 120 grammage per square metre (GSM), used for writing, printing, and publishing purposes. This category includes creamwove, maplitho, copier, and coated paper, among others. Although high-end papers like copier and coated paper are gaining popularity, lower-grade papers like creamwove still dominate the market due to their larger existing market share. The demand for W&P paper is influenced by factors such as population growth, literacy rates, education expenditure, business activity, and the growth of the printing industry. However, the increasing adoption of digital media has led to a slowdown in the growth of demand for paper in this segment.

2. Paperboard:

Kraft paper, recycled board and virgin board come under this category. This paper is used for various industrial purposes like packaging, printing and other applications and its consumption is closely linked to growth in the packaging industry, Industrial production, development in packaging technology and substitution by other materials

Varieties of paperboard include coated/uncoated duplex, chromo and triplex boards. Kraft paper is available in numerous varieties, differentiated by properties of strength and grammage, among other criteria.

3. Specialty paper:

Paper with specific applications such as tissue paper, decor paper, electrical grade paper, fine printing paper, business card paper, photo paper and greeting card paper is called speciality paper. It contributes to a very small percentage of total paper demand. Consumption of speciality papers is linked to the general standard of living in the country.

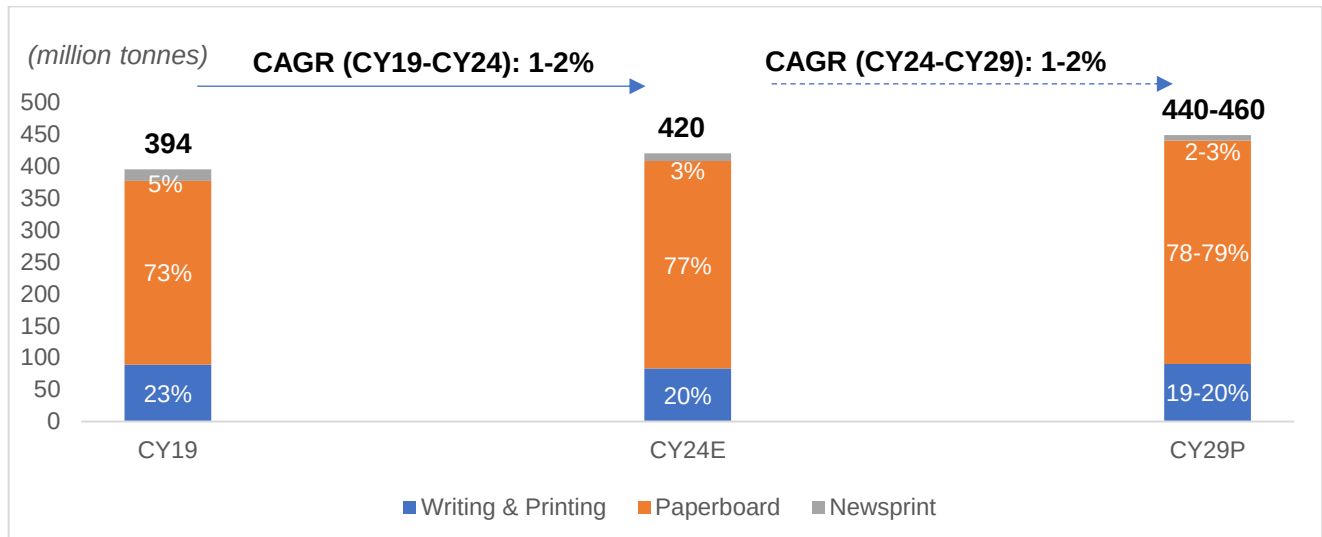
4. Newsprint:

Newsprint is mainly used in printing of newspapers and magazines. Although used for printing purposes, newsprint is considered a separate end-use category because of the difference in its usage as compared to other W&P varieties. Besides, newsprint is consumed in very large volumes vis-a-vis other varieties.

The global paper industry has grown at a CAGR of 1.3% from CY19 to CY24

The global paper industry has grown from 394 million tonnes in CY19 to 420 million tonnes in CY24, achieving a Compounded Annual Growth Rate (CAGR) of 1-2% from CY19 to CY24. This growth has been primarily driven by the paperboard segment, which has seen its share increase from 73% in CY19 to 77% in CY24. The rising demand for sustainable and eco-friendly packaging solutions, particularly in the e-commerce and food industries, has been a significant factor contributing to the growth of the paperboard segment. Additionally, the increasing focus on reducing plastic waste and promoting circular economy practices has led to a shift towards paper-based packaging, further boosting the demand for paperboards. On the other hand, the newsprint segment and the writing and printing segment have seen their shares decrease from 5% to 3% and 23% to 20%, respectively, mainly due to digitization and the subsequent decline in print media consumption. The widespread adoption of digital platforms for news, entertainment, and communication has reduced the demand for printed materials, leading to a decline in the newsprint segment. Furthermore, the shift towards digital documentation and online communication has also contributed to the decline of the writing and printing segment. Going forward, the global paper industry is expected to grow at a CAGR of 1-2% from CY24-CY29 with the paperboard segment emerging as a key driver of growth.

Global paper industry (CY19-CY29) (in million tonnes)



Source: Crisil Intelligence

Overview of key drivers and trends in the global paper industry

Key trends and drivers	Description
Increased focus on sustainability	The paper industry is heavily dependent on water, the estimated consumption of water in the paper industry vary from 30 cubic meter per ton to 60 cubic metre per ton with the usage varying as per type and the raw materials used. In order to reduce the water consumption further, the industry is expected to prioritize water conservation, with a focus on efficient irrigation systems and wastewater treatment technologies. The use of renewable energy sources, such as biomass and solar power, is also expected to gain traction, reducing the sector's reliance on fossil fuels. Furthermore, the rise of circular economy practices, including upcycling and downcycling, will minimize waste and maximize resource utilization.
Rise of E-Commerce and the subsequent packaging needs	The proliferation of online shopping has revolutionized the paper industry, as consumers' expectations for safe and secure delivery have fuelled a substantial increase in demand for paper-based packaging solutions. The production of cardboard boxes, shipping labels, corrugated packaging, and protective materials has increased, creating a domino effect throughout the paper supply chain, from manufacturers of packaging materials to logistics providers handling shipments. Furthermore, the e-commerce phenomenon has also had an impact on the industry beyond packaging, driving the demand for printed promotional materials, such as product catalogues, promotional brochures, and insert cards, as companies strive to capture the attention of online shoppers and build brand awareness.
Circular economy and waste reduction	The paper industry is under increasing pressure to reduce waste and adopt circular economy practices, with companies seeking to minimize their environmental impact while maintaining profitability. This trend is driven by regulatory pressures, consumer demand for sustainable products, and the need to reduce costs associated with waste disposal. Paper manufacturers are responding by implementing recycling programs, reducing packaging waste, and developing new products made from recycled fibres. Additionally, companies are exploring new business models, such as product-as-a-service, where products are designed to be recycled or reused, reducing waste and the demand for virgin raw materials.
Technological advancements and innovation	The paper industry is experiencing advancements in digital printing, nanotechnology, and biotechnology driving innovation and investment. Digital printing technologies, such as inkjet and toner-based printing, are enabling paper manufacturers to produce high-quality, customized products with shorter lead times and lower minimum order quantities. Nanotechnology is being used to develop new paper products with enhanced strength, durability, and functionality, while biotechnology is being used to develop new biomaterials and bio-based products.

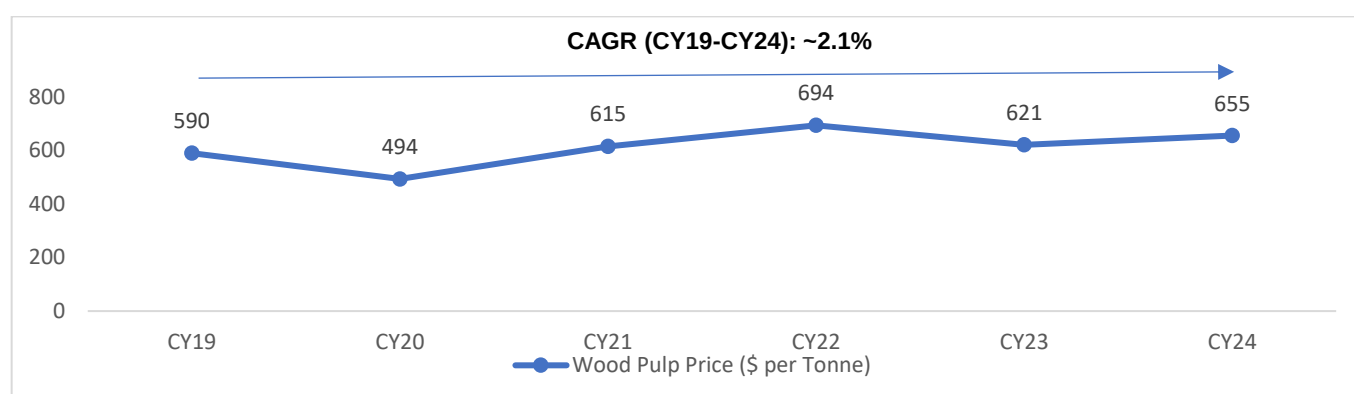
Key trends and drivers	Description
	Additionally, the use of artificial intelligence, machine learning, and data analytics is improving manufacturing efficiency, reducing costs, and enabling paper manufacturers to respond quickly to changing market trends.

Source: Crisil Intelligence

Overview of raw materials used in the paper industry

The paper industry relies heavily on raw materials, particularly pulp and wastepaper, to produce a wide range of paper products, with the prices of these materials having a significant impact on the industry's profitability and competitiveness. The global pulp market is influenced by factors such as supply and demand, production costs, and trade policies, with prices varying depending on the type, quality, and location. Wood pulp prices have grown from \$590 per tonne in CY19 to \$655 per tonne in CY24 growing at a CAGR 2.1% from CY19 to CY24, driven by factors such as increased demand from emerging markets, supply chain disruptions, and reduced supply. Similarly, wastepaper prices, also known as recovered paper, vary depending on the grade, quality, and location. The global wastepaper prices have grown from \$180 per tonne in CY19 to \$224 per tonne in CY24 growing at a CAGR 4.5% from CY19 to CY24, driven by factors such as higher freight costs, reduced production in the European mills affecting the generation of wastepaper, increasing cost of energy and labour etc. Additionally, trade policies, such as tariffs and quotas, have also played a significant role in shaping the global pulp and wastepaper markets, with the ongoing trade tensions between major economies affecting the prices and availability of these critical raw materials.

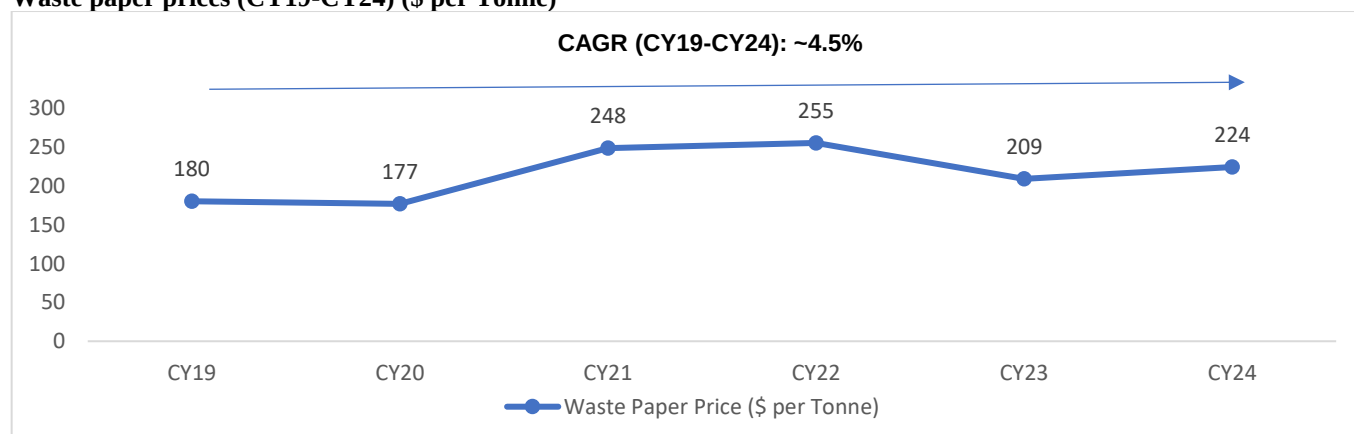
Wood pulp prices (CY19-CY24) (\$ per Tonne)



Note: The above chart denotes the global export prices of wood pulp which corresponds to HS Codes: 4701, 4702, 4703, 4704 and 4705

Source: Trade map, Crisil Intelligence

Waste paper prices (CY19-CY24) (\$ per Tonne)



Note: The above chart denotes the global export prices of wastepaper which corresponds to HS Codes: 4706 and 4707

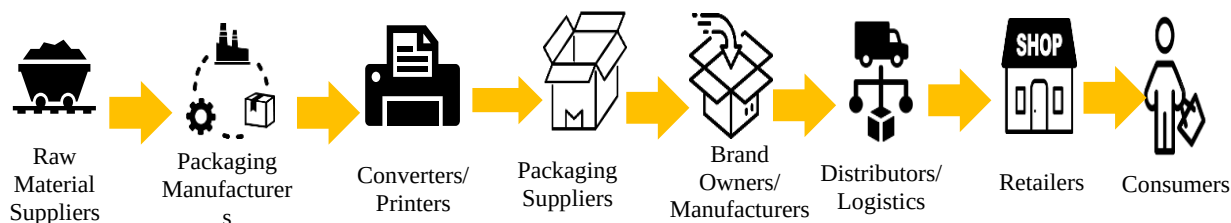
Source: Trade map, Crisil Intelligence

4. Assessment of Indian packaging industry

The packaging industry in India is an ever-evolving sector, driven by the country's growing economy, increasing consumerism, and rising demand for packaged goods. The industry has witnessed significant transformations in recent

years, with advancements in technology, changing consumer preferences, and the emergence of new packaging formats. The sector encompasses a wide range of packaging materials, including paper, plastic, glass, and metal, which are used across various industries such as food, beverages, pharmaceuticals, and cosmetics. With a strong focus on innovation, sustainability, and regulatory compliance, the Indian packaging industry is poised to play a critical role in supporting the country's growth story, while also addressing environmental concerns and meeting the evolving needs of consumers.

Value chain of the packaging industry



Source: Crisil Intelligence

The packaging industry's value chain is a complex network of interconnected stages that work together to deliver packaged products to consumers. It begins with Raw Material Suppliers, who provide the basic materials needed for packaging, such as paper, plastic, and glass. These materials are then processed by Packaging Manufacturers, who produce a wide range of packaging products, including containers, labels, and closures. The next stage involves Converters and Printers, who add value to the packaging through design, printing, and finishing. The packaged products are then supplied to Packaging Suppliers, who act as intermediaries between manufacturers and brand owners, providing a range of packaging solutions. The packaged products are then supplied to Brand Owners and Manufacturers, who fill and distribute them to Retailers through Distributors and Logistics. Finally, the packaged products reach Consumers through various retail channels, including online platforms, supermarkets, and traditional stores. Throughout this value chain, each stage builds on the previous one, ensuring that packaged products are delivered efficiently, safely, and sustainably, while meeting the evolving needs of consumers.

Classification based on nature of packaging

Rigid packaging

Rigid packaging involves the use of materials such as glass, tin, aluminium, and plastic to create containers that maintain their shape and provide protection to products. Rigid packaging offers several benefits, including protection, durability, and convenience, making it ideal for shipping, storage, and display. It is widely used in various industries, including food and beverages, pharmaceuticals, household and personal care, and cosmetics, and is often customized with unique shapes, sizes, and designs to differentiate brands and products.

Flexible packaging

Flexible packaging utilizes lightweight, durable, and flexible materials such as paper, plastic films, and aluminium foils to create packaging solutions that are both functional and convenient. Materials like BOPP (Biaxially Oriented Poly Propylene), PP (Poly Propylene), and HDPE (High Density Polyethylene) are commonly used to create packs, bags, and pouches that are ideal for packaging a wide range of products, including food, beverages, and personal care items.

Classification based on materials used for packaging

Glass packaging

Glass packaging is a popular choice for various products, including food, beverages, and pharmaceuticals, due to its non-porous and non-toxic nature. Glass containers are 100% recyclable, sustainable, and can be reused, making them an environmentally friendly option. They also provide excellent barrier protection, preserving the flavour, aroma, and quality of the products inside.

Metal packaging

Metal packaging primarily uses aluminium and tin/steel metals. The metal packaging industry comprises raw material manufacturers, convertors and integrated players. Competition in the industry is moderate to high; imports have a significant share. Metal packaging offers excellent barrier protection, preserving the quality and freshness of the products inside, and is also resistant to corrosion and damage.

Polymer packaging

Polymer packaging can be broadly categorised into four based on the type of material used - Polypropylene (PP), High Density Polyethylene (HDPE), Bi-axially Oriented Polypropylene (BOPP) and Polyethylene Terephthalate (PET). The material to be used for packaging is decided based on the chemical inertness, aesthetics, utility, weight and cost of the product being packed. These polymer materials offer a range of benefits, including flexibility, transparency, and resistance to moisture and chemicals, making them ideal for packaging a wide range of products, from food and beverages to pharmaceuticals and personal care items.

Paper packaging

Paper packaging is a sustainable and eco-friendly option that is gaining popularity due to its biodegradable and recyclable nature. Made from natural fibres such as wood pulp, paper packaging is a versatile material that can be used for a wide range of products, including food, beverages, and consumer goods. Paper packaging comes in various forms, including paper bags, cardboard boxes, and paperboard cartons, and can be customized with coatings, laminations, and printing to enhance its functionality and appearance. With its low carbon footprint, minimal waste generation, and ability to be composted, paper packaging is an attractive alternative to traditional packaging materials, making it an ideal choice for companies looking to reduce their environmental impact and appeal to environmentally conscious consumers.

Classification based on function of packaging

Primary packaging

Primary packaging is the first layer that comes into direct contact with the product. It is primarily used for products like ready-to-eat foods, chocolates, and snacks, where paper or aluminium foil is laminated or metalised for packaging purposes. This type of packaging is designed to preserve the freshness, quality, and safety of the product, while also providing a convenient and appealing way to consume it.

Secondary packaging

Secondary packaging is the outer layer of primary packaging. Apart from protecting the product, it also acts as a mode of marketing and branding. Examples of secondary packaging are carton board boxes used in packing food products, personal care products, and pharmaceutical products like creams and ointments. This type of packaging provides additional protection during transportation and storage, preventing damage and ensuring that the products arrive at their destination in good condition.

Tertiary packaging

Tertiary packaging is used for bulk packaging, commonly used for storing and transporting products, such as industrial chemicals, consumer durables, fruits and vegetables. Examples of tertiary packaging are corrugated boxes, steel drums, HDPE barrels and containers, etc. This type of packaging is designed to provide maximum protection and support during long-distance transportation, warehousing, and storage, and is often used for products that are shipped in large quantities.

End-use sector wise key products

End-use sector and its estimated share in FY25E	Overview
 Food (54%)	Products such as bottles, cans, cartons, and flexible packaging are used to package a wide range of food items, including snacks, beverages, and ready-to-eat meals. Packaging solutions for the food sector must ensure freshness, safety, and convenience, while also meeting regulatory requirements and consumer demands for sustainability.
 Beverages (10%*)	Packaging solutions such as bottles, cans, and cartons are used to package soft drinks, juice, water, and other beverages. Packaging for the beverages sector must be durable, leak-proof, and able to withstand various temperatures and handling conditions.

End-use sector and its estimated share in FY25E	Overview
 Healthcare (4%^)	The healthcare sector requires specialized packaging solutions that ensure the safety, sterility, and efficacy of pharmaceuticals and medical devices, with products such as blister packs, vials, and syringes being used to package medications and medical supplies. Packaging for the healthcare sector must meet strict regulatory requirements and ensure the integrity of the product throughout the supply chain.
 Personal Care (5%)	Products such as tubes, bottles, and jars are used to package a wide range of personal care products, including skincare, haircare, and cosmetics. Packaging for the personal care sector must be functional, attractive, and able to protect the product from contamination and degradation.
 Industry Chemicals (8%)	The industry chemicals sector requires packaging solutions that are designed to handle hazardous and non-hazardous materials, with products such as drums, containers, and tanks being used to package and transport chemicals, solvents, and other industrial substances. Packaging for the chemicals sector must be durable, leak-proof, and able to withstand various temperatures and handling conditions, while also meeting regulatory requirements for safety and environmental protection.
 Others (19%)	The "others" sector includes a diverse range of end-use industries, such as industrial goods, agricultural products, and electronics, which require specialized packaging solutions to protect and transport their products. Packaging solutions for these industries must be designed to meet specific requirements, such as durability, security, and environmental sustainability, and may include products such as drums, crates, and pallets.

Note:

* Alcoholic and Non-alcoholic beverages share

^ refers to pharma share

Source: Crisil Intelligence

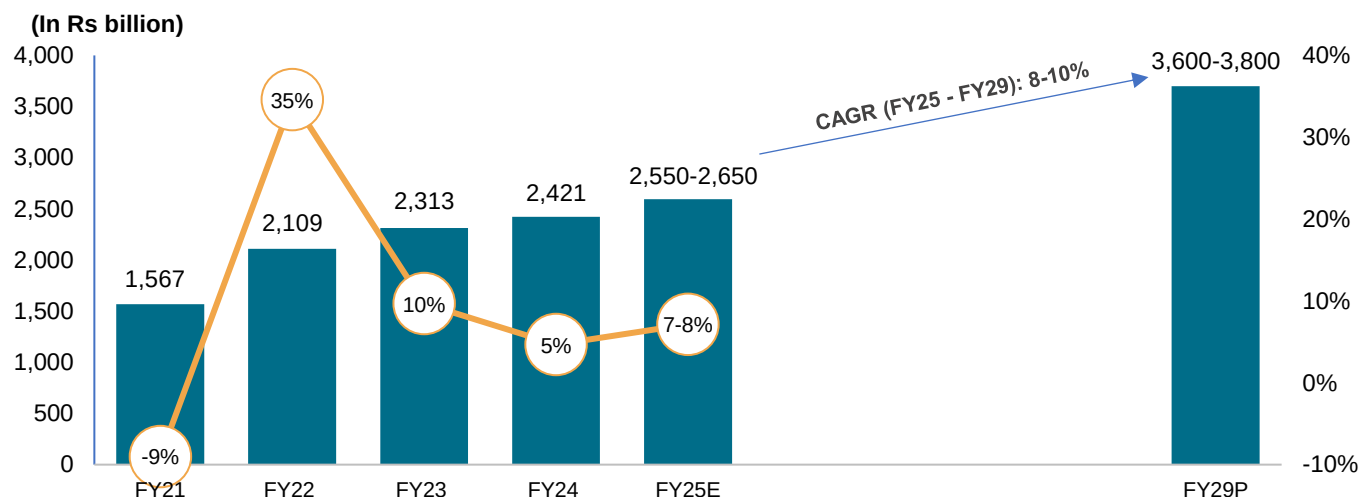
Review of overall packaging industry in India

Packaging industry estimated to reach Rs. 2,550- 2,650 billion in FY25 with Food products driving the industry growth in FY25

The packaging industry in India grew at a CAGR of 15.6% from Rs. 1,567 billion in FY21 to Rs. 2,421 billion in FY24. The industry witnessed a decent volume growth in polymer and paper segments due to high demand from food products, pharma and e-commerce segments in FY25E. Food products and beverages led the growth majorly in FY25E. The industry is expected to witness a strong CAGR of 8-10% from FY25 to FY29 to reach Rs. 3,600-3,800 billion in FY29 on the back of continuous demand across all segments.

India is a net exporter of packaging materials. India's exports are majorly in the polymer packaging material segment. The exports have grown 13% y-o-y from 389 tonnes in FY23 to 439 tonnes in FY24. The share of Indian exports in global export of packaging materials is significantly low, however India has emerged as a leading market in a few sub-segments of packaging like FIBC (Flexible Intermediate Bulk Container) and BOPET (Biaxially-oriented polyethylene terephthalate).

Packaging industry market in India (FY21-FY29P) (Rs. Billion)

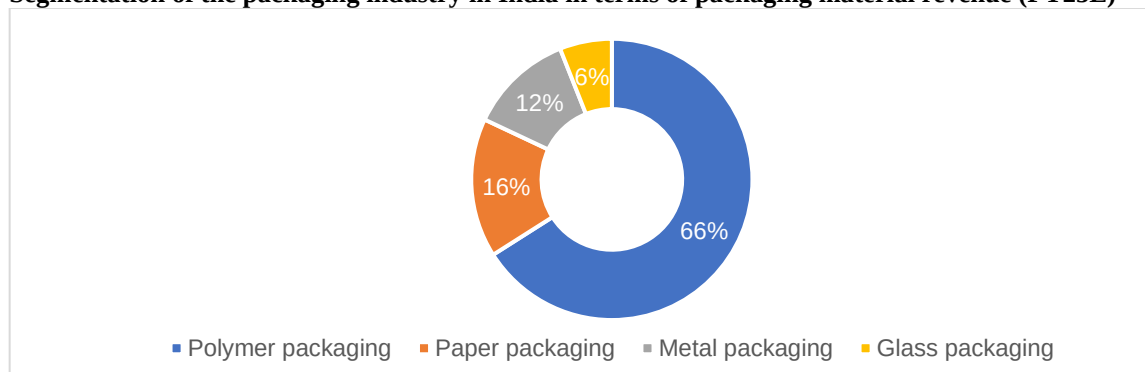


Source: Crisil Intelligence

Paper packaging makes up 16% of the packaging market as of FY25

Paper packaging makes up 16% of the packaging market as of FY25, with key materials including kraft paper (used in bags, boxes and wraps), corrugated board (used in boxes and cases), and paperboard (used in folding cartons and containers). There have been significant substitutions in the past from plastic and foam packaging to paper, mainly for food products, e-commerce, and luxury goods. This is owing to its favourable properties such as its sustainability, biodegradability, and versatility of use, as well as its ability to be recycled and composted, making it an attractive option for environmentally conscious consumers and brands.

Segmentation of the packaging industry in India in terms of packaging material revenue (FY25E)



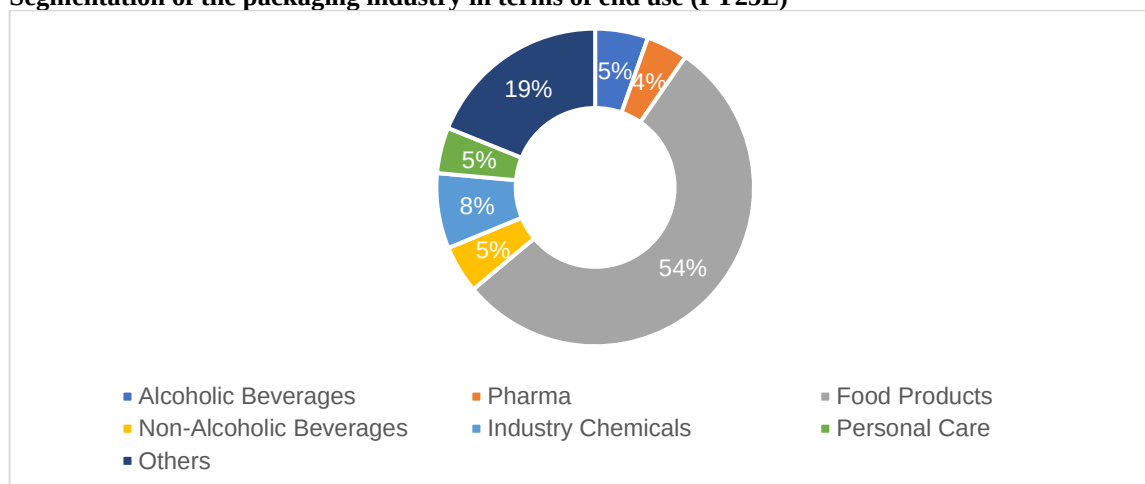
Source: Crisil Intelligence

Food products and beverages to lead the various segments in fiscal 2025

Crisil Intelligence expects the revenue share of all end-users to remain static over the medium term. Polymer is expected to see a marginal shift to paper packaging (mainly in the non-alcoholic beverages segment where tetra packs are preferred). Moreover, consumers are inclining towards paper packaging since it is more eco-friendly and easily recyclable. The share of metal packaging is expected to remain unchanged over the next three years. This is on account of continuous healthy demand from the pharma industry, where there is no major substitution towards other packaging materials owing to the absence of cheaper substitutes for aluminium foil, primarily used in strips, blisters, and pilfer-proof caps. Moreover, aluminium foil has special properties such as protection from light, moisture, oxygen, odour, and most importantly, bacteria. These features make it almost irreplaceable.

In the paper packaging segment, Crisil Intelligence expect the segment's share to increase marginally on account of marginal substitution from the polymer segment. In case of glass, PET bottles have already replaced glass bottles in the non-alcoholic beverages segment, especially for bulk volume packaging. However, Crisil Intelligence do not expect much substitution of glass in the smaller volume segment (200 ml and 300 ml bottles). Further, in the alcoholic beverages segment, glass is expected to remain the primary packaging material, resulting in steady share over the medium term.

Segmentation of the packaging industry in terms of end use (FY25E)



Source: Crisil Intelligence

Key government regulations and initiatives in the packaging industry

Key government regulations and initiatives	Description
Plastic Waste Management (Second amendment) Rules, 2022	- The Plastic Waste Management (Second Amendment) Rules, 2022, introduced a new clause defining "biodegradable plastics" and substitutes a new sub-rule for Extended Producer Responsibility for plastic packaging, emphasizing the need for producers, importers, and brand owners to fulfill their obligations in accordance with guidelines specified in Schedule-II. - The amendment introduces the concept of environmental compensation, which will be levied on persons not complying with the provisions of the rules, based on the polluter pays principle. - The rules also provide guidelines for the registration of producers, importers, and brand owners, as well as requirements for waste management, including the disposal of solid waste and the provision of information to the Central Pollution Control Board. - The amendment includes provisions for the use of plastic waste for generation of energy, co-processing, and waste to oil, and inserts new clauses for "End of Life disposal" and "compostable plastic", aiming to promote a more sustainable and environmentally friendly approach to plastic use and disposal.
Food safety and Standards (Packaging) Regulations, 2018	- The Food Safety and Standards (Packaging) Regulations, 2018, aim to ensure the safety and quality of food products by regulating the packaging materials used in the food industry. The regulations, which came into force on July 1, 2019, outline the general and specific requirements for packaging materials, including paper, plastic, metal, and glass. - The salient features of the regulations include the requirement for packaging materials to be safe and suitable for their intended use, not endanger human health, and not result in unacceptable changes to the composition of food. - The regulations require food business operators to obtain a certificate of conformity from a NABL-accredited laboratory for packaging materials that come into direct contact with food. - The regulations provide a list of suggested packaging materials for various food products, including milk, beverages, and fruits and vegetables, and allow for the use of Indian Standards or relevant International Standards where Indian Standards are not available.

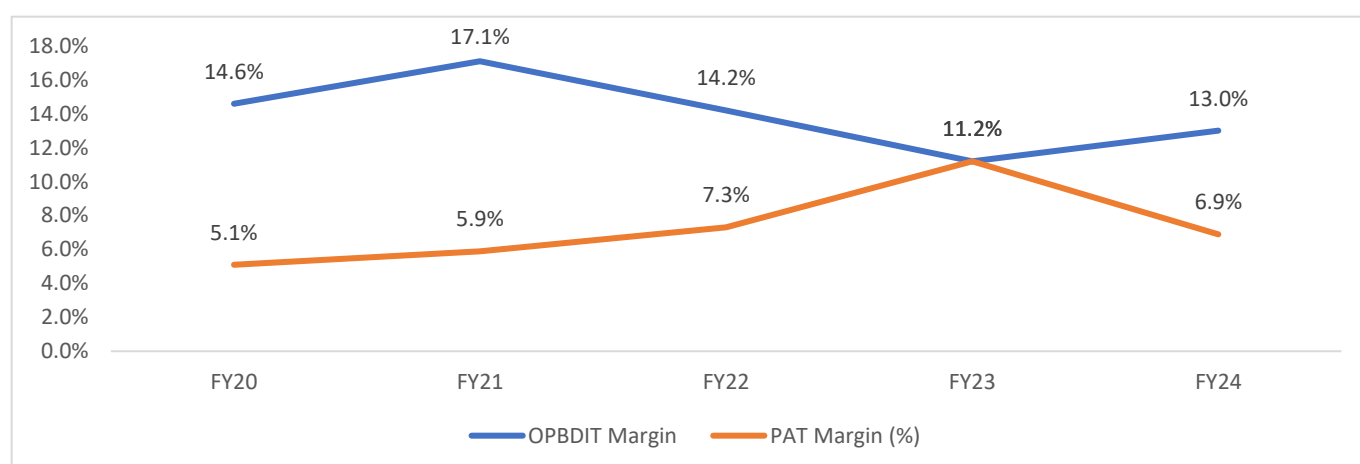
Environment Protection Rules, 2024	• The Environment Protection (Extended Producer Responsibility for Packaging made from paper, glass and metal as well as sanitary products) Rules, was introduced in 2024. The packaging rules apply to producers, importers, and brand owners who introduce packaging or sanitary products into the market, with certain exemptions for micro and small enterprises. • The regulation aims to promote extended producer responsibility (EPR) for the environmentally sound management of post-consumer packaging. • It also aims to promote a circular economy, reduce waste, conserve resources, and improve environmental quality. In terms of the packaging industry, the features of this regulation include promoting sustainable packaging, designing packages to reduce material use, designing packages for recyclability, and using recycled content in packaging materials. • It also introduces a Plastic Credit Mechanism as a key component of the Extended Producer Responsibility (EPR) framework, aiming to promote the collection and recycling of plastic waste, particularly single-use plastics. Some of the key features of Plastic credit mechanisms are: ○ This market-based instrument allows companies to generate plastic credits for every ton of plastic waste collected and recycled, which can be traded on a platform to meet their EPR obligations. ○ The mechanism has two types of credits: Collection Credits and Recycling Credits, with prices determined by market forces, and companies can bank their credits for future use. ○ The Plastic Credit Mechanism is expected to increase plastic collection and recycling, reduce the amount of plastic waste in landfills and oceans, and create new job opportunities in the waste management and recycling sectors. ○ By providing a cost-effective way for companies to meet their EPR obligations, the mechanism can also drive innovation in plastic waste management and recycling technologies, leading to more efficient and effective solutions.
Standard Weights and Measure Act	Often there are malpractices in product packaging. A common instance is the mismatch between the weight printed on the pack and the actual weight. There are also instances where the quantities and measure are not mentioned on the pack, but the pack is declared as a ‘family pack’, ‘economy size’, ‘full size’, pack etc. To protect consumers from malpractices, the act specifies units and measures to be followed and displayed on product packs. Any product pack has to mention the following: • Name of the manufacturer, packer and distributor • Identity of the commodity in the package • Net quantity of the product • The per unit sale price and sale price of the pack

Prevention of food adulteration Act	This Act specifies that manufacturers of food products are responsible for proper packaging of food items and their safety. The Act terms a food product as adulterated if: • The packaging material is inappropriate and makes food injurious to health • The product has been packed or preserved under unhygienic conditions, which contaminates the food. • The Act also makes it mandatory to mention the expiry date of the product on the pack.

Source: Crisil Intelligence

Overview of industry operating margins and net margins

OPBDIT margin and PAT margin of select packaging industry players (FY20-FY24)



Note: Financials of the following companies have been considered PG Foils Ltd., Hindustan Tin Works Ltd., Haldyn Glass Ltd., Hindusthan National Glass & Industries Ltd., AGI Greenpac Ltd. Jindal Poly Films Ltd., Uflex Ltd., Time Technoplast Ltd., NR Agarwal Industries Ltd., Shree Ajit Pulp and Paper Ltd., The South India Paper Mills Ltd., B and A Packaging India Ltd. And Star Paper Mills Ltd.

OPBDIT Margin = Total OPBDIT / Total Operating Income

PAT Margin = Total PAT / Total Operating Income

Source: Annual Reports, Crisil Intelligence

Key growth drivers of packaging industry

Growth prospects of end-user sectors

Growth prospects of end-use segments, such as beverages (alcoholic and non-alcoholic), FMCG, pharmaceuticals and industrial products, act as key demand drivers for the packaging industry. Growth in end-user sectors will augur well for packaging companies, given the potential for growth in demand for glass, aluminium, HDPE and PET, carton boards, etc.

Growing ecommerce and quick commerce sector

The emergence of e-commerce and quick commerce has been a significant growth driver for the Indian packaging industry, unlocking new opportunities and fuelling innovation. As online shopping continues to gain momentum, the demand for packaging solutions that are tailored to the unique needs of e-commerce has skyrocketed. This has led to a surge in demand for specialized packaging materials, such as corrugated boxes, bubble wraps, and tape, as well as innovative solutions like eco-friendly packaging, smart packaging, and customized packaging. As a result, the packaging industry is witnessing a period of rapid growth, with e-commerce and quick commerce emerging as key catalysts, driving investments, and expansion in the sector. The growth of e-commerce is expected to continue to propel the packaging industry forward, with the Indian packaging market projected to experience significant growth in the coming years, driven by the increasing demand for innovative, sustainable, and customized packaging solutions.

Increasing rural demand for small-sized packaged goods

With a view to attracting rural consumers, FMCG companies market their products, largely food items and personal care products, in smaller-sized packets. As a result, ready-to-eat foods, biscuits, shampoo and other FMCG categories, have witnessed growing demand from rural areas and smaller cities, which has further driven up demand for packaging materials. FMCG companies such as Hindustan Unilever have initiated projects such as 'Telecalling' and 'Columbus' to increase penetration in rural markets, which are expected to drive the demand for packaging.

Expected growth in organised retail

While overall retail is estimated to clock 14-16% CAGR over fiscals 2019-2024, organised retail is estimated to register a faster CAGR of 23-25%. In addition, penetration of organised retail is estimated to reach 11-13% in fiscal 2024 from around 8-10% in fiscal 2019. Consequently, urbanisation and growth of the organised retail segment are expected to boost demand for packaging.

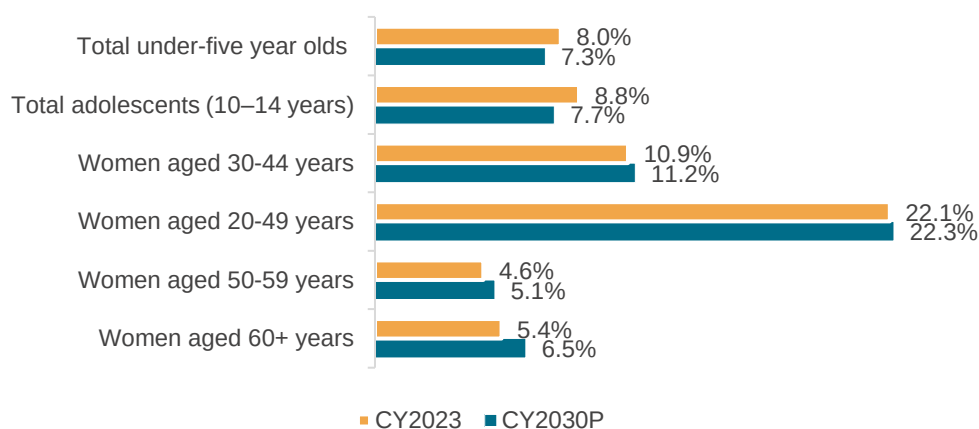
Better affordability levels, health-conscious nature of consumers

Over the last few years, per capita disposable incomes of Indian consumers have grown at a healthy rate improving their affordability. Consumers are also becoming more health conscious. As a result, they increasingly prefer packaged and branded food/ non-food items over unpacked, non-branded items. This also increases demand for packaging.

Growing population of working women, changing lifestyles a key component

The population of working women in India has risen steadily in recent times. Working women have lesser time to devote for household chores in general and cooking in particular, which has increased demand for ready-to-eat foods. Also, the launch of food items such as pasta, soups, and noodles, which are easier and faster to cook, are fuelling demand for polymer packaging, as these products are usually packed in HDPE or BOPP packs.

Share (%) of select demographic segments within total Indian population



Note: P: Projected

Source: UN Department of Economic and Social Affairs, World Population Prospects 2024, Crisil Intelligence

Key challenges and risks for Indian packaging industry

Key Challenges and Risk	Description
Fluctuation in raw material prices	Raw material prices hold a major share (70 to 80%) in operating costs for packaging players. Any fluctuation in raw material prices squeezes the margins of players since they are unable to fully pass on the increase to customers
Availability of power	Cost of power and fuel is the second major component of operating costs (15 to 20%) for packaging players. Power deficit is a key issue. While larger players have captive power plants, smaller players have to depend on diesel gensets. This inflates power costs and further affects margins.
Working capital cycle	Poor bargaining power increases the player's debtor and inventory cycles, which drives up working capital requirements, thus hampering companies' credit profile.

Key Challenges and Risk	Description
Buyer concentration risk	Packaging companies face the risk of depending excessively on a single or small number of buyers. Companies can overcome this risk by diversifying their client portfolio, both across companies and sectors.
Risk of substitution	Introducing a new packaging material may reduce costs for end-users but replace existing technologies or products. For example, PET (polyethylene terephthalate) bottles have replaced glass bottles in the 500 ml, 1 litre and 1.5 litre non-alcoholic beverage categories since PET bottles are more cost-effective and convenient to transport. Following this substitution, glass packaging companies needed to redefine their strategies and adapt to newer technologies. Also, paper packaging is being preferred over polymer packaging in some end-use sectors because the former is more eco-friendly and easily recyclable.
Technological upgradation	Packaging companies have to constantly upgrade their technologies to reduce costs and introduce innovative material, so they stay ahead of competition. Such exercises require huge capital investments, which only larger players are able to raise. Smaller players find it difficult to stay ahead of the curve, due to paucity of funds.
Environmental concerns	Recycling plastics and using them in secondary packaging is an area of major concern. There is a tendency to use most plastics for only 'one trip' (i.e., without recycling). At the same time, the Ministry of Environment and Forests has raised concerns over polymer-based packaging by putting a ban on single-use plastic, which acts as a threat to the polymer packaging companies. One other such instance from the recent past is the government ban on packaging of 'gutka' in BOPP (biaxially oriented polypropylene) packs.

Source: Crisil Intelligence

5. Assessment of Indian paper industry

The Indian paper industry is categorised into writing and printing (W&P), paperboard, Specialty paper and newsprint, of which, paperboard accounts for the largest share of market in volume terms, while the W&P is the largest in value terms. Demand for paper is closely linked to economic activity with a strong economic growth boosting demand for paper, while a downturn in the economy affecting demand for paper.

Paper has also enjoyed relatively healthy demand due to the following factors:

- Lifecycle of a paper product from manufacture to consumption and disposal is short (paper is used more in the nature of a consumption good and not as a durable)
- Widely used, right from an individual to a company
- No real low-cost substitute for paper

Players operate either in the paper, paperboard or newsprint business. Most mills in India are small; a few mills have integrated manufacturing operations or the facility for manufacturing paper from pulp. This, along with government policies, has resulted in the industry becoming highly fragmented, with a large number of companies having small capacities. While India accounts for nearly ~18% of the world population, it consumes only 4% of the global paper production. At about 16-17 kgs, the country's per capita paper consumption is low as compared to the global average of 57 kg and about around 200 kgs in developed economies.

The paper industry' value chain involves multiple stakeholders right from forest to customer



Raw material sourcing

Paper industry's production relies heavily on three primary raw materials: wood-based pulp, wastepaper, and agricultural residues like bagasse, rice husk, wheat and rice straw. However, inadequate availability of these raw materials has been a consistent constraint. Wood remains the critical raw material for manufacturing writing and printing (W&P) paper, especially for high-end varieties like maplitho and coated paper. Although about 80–90% of the wood requirement is met through domestic sources, the growing demand for paper has increasingly led to imports. Wastepaper, accounting for nearly 47% of the total raw material mix, serves as a key input, especially for the packaging paper and paperboard segments. However, India's domestic wastepaper recovery system is underdeveloped, leading to a heavy dependence on imports to meet industrial needs. As of FY24, India imported Rs. 259.71 billion worth of raw materials (Corresponding to HS codes: 4701, 4702, 4703, 4704, 4705, 4706, 4707). out of which wastepaper comprised 41% (HS Codes: 4706, 4707) of the raw materials imports.

Agricultural residues, such as bagasse, are also used, particularly for lower-quality papers. However, the availability of bagasse has declined because of its increasing use for power generation by sugar mills, and other agri-residues are seasonal and less efficient in pulp yield. The scarcity of raw materials, therefore, poses a significant challenge at the very beginning of the value chain.

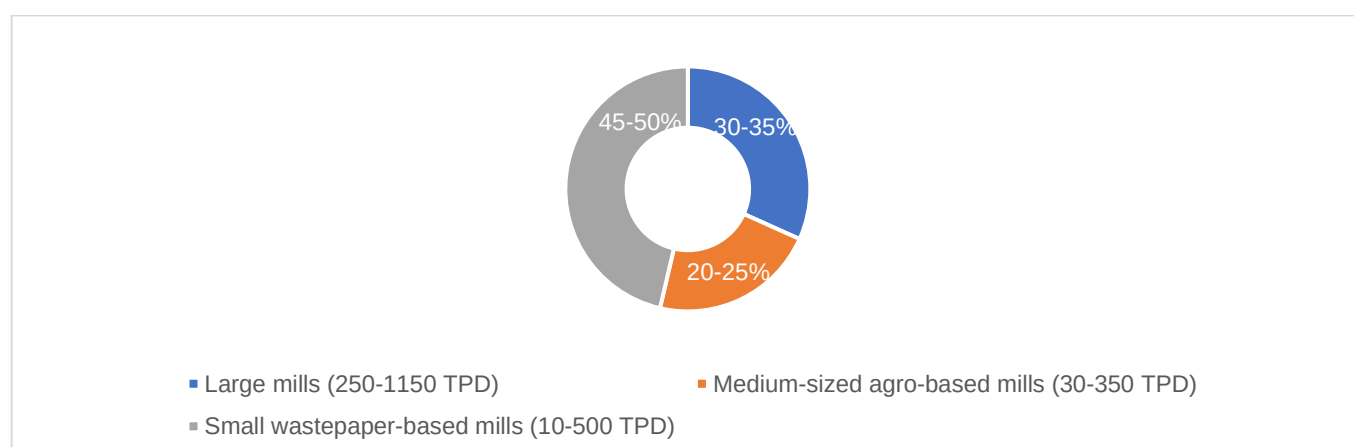
Pulping process

The pulping process in India varies based on the type of raw material used. Mills dependent on wood generally produce pulp internally, especially those targeting the higher-end W&P paper market. Wastepaper recycling is extensively used for manufacturing paperboard and industrial paper varieties. Agro-based pulping is typically undertaken by mills located close to regions with a high concentration of sugar mills, where bagasse availability is relatively higher. The location of pulp mills is critical due to the high freight costs associated with transporting wood and pulp. As a result, paper mills are often established near forests, agricultural regions, or major river systems to ensure both raw material and water availability. In case of wood-based units, location also influences cost competitiveness, as state-specific royalty rates on wood and bamboo impact overall raw material costs.

Paper manufacturing

Paper manufacturing in India is highly fragmented, with approximately 800–900 mills, of which around 550–600 is operational. The industry is divided into four major categories: writing and printing (W&P) paper, industrial paper (paperboard and kraft paper), newsprint, and specialty papers. High capital requirements, coupled with a history of government policies favouring small units (such as excise concessions in the 1970s), have led to a landscape dominated by small-scale producers. Only the top 15 producers together account for just 10–20% of the overall installed capacity, underscoring the industry's fragmented nature.

Production basis size of the mills



Source: Crisil Intelligence

Distribution & sales

Distribution and sales of paper products in India are geographically distributed. The Western region (comprising Maharashtra, Gujarat, and Madhya Pradesh) and the Northern region (including Uttar Pradesh, Rajasthan, Punjab, and Uttarakhand) are the largest consumption centers. The Southern region (Tamil Nadu, Karnataka, Kerala, and Andhra

Pradesh) is also comparable in size, whereas the Eastern region (West Bengal, Bihar, Odisha, Assam, etc.) lags due to weaker industrial development and less efficient distribution networks. Demand for paper is closely tied to economic activity: strong growth in GDP positively affects demand for W&P paper, industrial paper, and newsprint, whereas downturns depress it. Factors such as literacy rates, educational spending, industrial production, and packaging industry growth also influence demand patterns. However, there is a gradual impact of digitization on the W&P paper segment, slightly slowing down its growth, while packaging-related demand continues to grow robustly.

Recycling & disposal

The lifecycle of paper products is relatively short as paper is predominantly a consumption good rather than a durable product. Despite the heavy reliance on wastepaper for manufacturing packaging and paperboard, India faces a challenge due to its low domestic wastepaper recovery rate. This results in greater reliance on imports of wastepaper. Recycling infrastructure remains underdeveloped, limiting the potential to close the loop fully within the domestic value chain. Consequently, while paper remains widely used across individuals and industries, the industry's sustainability depends significantly on improving recycling mechanisms and increasing domestic wastepaper recovery to reduce import dependency.

Product wise description and applications

The following table provides an overview of the various types of paper products, their descriptions, and applications. It categorizes paper products into four main segments: Writing and Printing Paper, Specialty Paper, Paperboard, and Newsprint.

Segment	Product	Description	Applications
Writing and printing paper	White Paper Rolls	These are long rolls of paper that are typically bleached to a white or off-white color. These rolls are used for various purposes depending on the thickness and quality of the paper.	- Large-scale printing - Packaging, or as a base material for further processing (e.g., thermal paper rolls for receipts).
	High Bright Paper	High bright paper that is treated to have an enhanced white appearance and brightness. It is commonly made with a higher degree of chemical treatment during the production process.	- Commercial printing - Premium catalogs, brochures
	Billing Paper Rolls	These are rolls of paper that are specially manufactured for printing receipts, bills, and invoices. They are typically coated with a chemical that allows thermal printing without the need for ink.	Point-of-sale (POS) systems such as cash registers, and ATMs
	Printed Paper	Paper that has been printed either by digital or traditional printing methods. The paper can be coated or uncoated, depending on the printing requirements.	- Advertising materials and brochures - Books and magazines, - Posters - Packaging
	Copier grade paper	Paper that is cut into sheets, often for use in printers or writing. Paper sheets are available in various sizes and weights depending on the intended use.	- General office printing - Copying, note-taking, and drawing
	Paper for Notebook	Used for making notebooks. It is typically lightweight, durable, and smooth, often made from recycled or virgin pulp and has a varied texture depending on the manufacturer and type of notebook.	Notebook production, such as for school notebooks, office notebooks, and journals.
	White Copy Paper	White copy paper is a standard, versatile paper used for copying and printing. It is often available in 75-90 GSM (grams per square meter) and is designed for high-quality printing.	- Copying, - Printing documents, - Reports, presentations, and other office tasks.

Segment	Product	Description	Applications
Specialty paper	Carry Bag Paper	It is a strong, durable type of paper used specifically for making paper bags. It can be made from kraft or recycled paper, and it may be coated for additional strength and appearance.	Eco-friendly carry bags in retail stores, shopping malls, and packaging for products.
	Cupstock	It is a high-quality, food-grade paper coated for waterproofing & durability that is specifically used for paper cups/containers. They come in Virgin brown, bleached and unbleached type depending on applications	- Food containers - Hot & cold beverage cups - Ice cream cups - Paper bowls
	Packing Paper	It is a soft, lightweight paper that provides cushioning and protection for items during shipping and handling.	Protective material in packaging to wrap items like glassware, electronics, and other fragile products.
	Special Grade Paper	This is high-quality paper that is manufactured using premium raw materials and processes to ensure superior properties like smoothness, durability, and consistency.	Printing of high-end magazines, brochures, or legal and official documents.
	GSM Coated One Side (C1S) Paper*	A high-quality paper or paperboard that is coated on one side to provide a smooth, glossy surface for printing, while the other side remains uncoated for flexibility or bonding.	- Packaging (cartons, labels, posters) - Magazine covers - Greeting cards - Food-grade packaging where only one printed surface is needed.
Paperboard	Kraft Paper (unbleached)	Kraft paper is a strong, durable, and usually brown or beige in color. It is made using the kraft process, which imparts strength to the paper.	- Packaging - Paper bags - Protective wrapping for industrial products. - Crafting of eco-friendly products, and food packaging
	Bleach Kraft Paper	Kraft paper that has been bleached to produce a whiter, brighter color and cleaner appearance. It retains much of the strength of traditional kraft paper.	- Premium packaging - Food and grocery packaging - Shopping bags - Specialty wrapping materials, where white and clean paper is needed
	White Top Kraft Liners	A type of Kraft liner which features a top layer that has been bleached to a crisp white finish, providing a smooth and clean surface that is ideal for printing and branding.	Packing fruits, vegetables and brewery boxes
	Virgin Top Liners	It is a high-quality material used as the outer layer in corrugated cardboard. It is made from fresh, unbleached wood pulp. It offers a robust, durable, making it a preferred choice for a wide range of packaging needs.	Specialised boxes for consumer electronics, durables and auto parts
	Virgin grade absorbent kraft paper	A type of kraft paper made from virgin wood pulp and designed to be highly absorbent	Cooling pads in coolers and AC ducts
	Interleaving Kraft paper	It is type of kraft paper that is used to package and protect precious metals, engraved plates and integrated circuits	- Foil laminates - Precious metals packaging
	Paper Carry Box	A type of paperboard box made from thick paper or cardboard and designed to carry goods and items. These boxes are sturdy and often feature handles for	Packaging for transporting items like gifts, food, and small goods

Segment	Product	Description	Applications
		easy transport.	
Newsprint	Standard Newsprint Paper	Lightweight, inexpensive, non-archival paper typically made from mechanical pulp with high recycled content.	• Daily newspapers • Advertising inserts • Promotional flyers
	Improved Newsprint (INP)	A slightly brighter and stronger version of standard newsprint, often with better runnability and appearance.	• High-quality newspapers • Colorful advertising sections • Educational books
	Groundwood Paper	Made mainly from groundwood pulp, this paper has higher opacity and bulk but retains a newsprint-like character.	• Telephone directories • Low-cost magazines • Comic books
	Bulky Newsprint	A thicker variant of newsprint that gives more "feel" and volume without much increase in weight.	• Weekend editions of newspapers • Special supplements • Budget catalogs.

Note:

*The categorization of GSM C1S depends on the GSM, if it is below ~ 170-200 GSM it is considered Specialty paper product (used for labels, posters, etc.) and if above ~200-230GSM then Paperboard Product (used for folding cartons, packaging boxes, etc.).

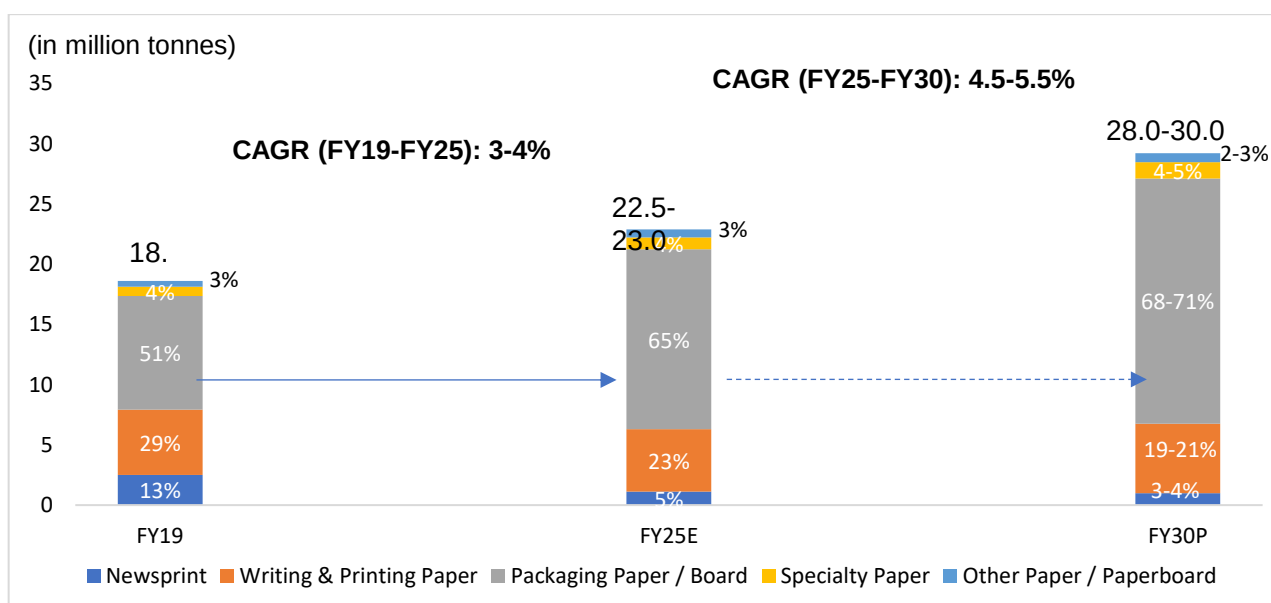
Source: Crisil Intelligence

Review and outlook of Indian paper industry

Indian paper industry expected to grow at 4.5-5.5% CAGR to reach 28.0-30.0 million tonnes in volume by FY30

The Indian paper industry has grown from 18.6 million tonnes in FY19 to 22.5-23.0 million tonnes in FY25. During this period, it has grown at a CAGR of 3-4%, with the paperboard segment being the main contributor to this growth fuelled by increasing demand from E-commerce, food and beverage industries, as well as the need for sustainable packaging solutions. In addition to this, growth can be attributed to India's growing economy, rising consumer spending, and government initiatives promoting paper and paper products such as the ban on single-use-plastics. From FY25 to FY30, the Indian paper industry is expected to grow at a CAGR of 4.5-5.5% and thereby reach a size of 28.0 -30.0 million tonnes in FY30. Demand will be led by healthy growth in paperboard volume, which is expected to clock 6-8% CAGR over FY25 to FY30. This growth would be driven by increased volumes in end-user segments such as household appliances, fast-moving consumer goods (FMCG), ready-made garments, pharmaceuticals, e-commerce, etc. W&P demand is expected to increase at a modest 1-3% CAGR over FY25 to FY30. Specialty paper is expected to log a 6-8% CAGR over FY25 to FY30. All in all, the packaging paper / board segment is expected to see its share rise from 65% in FY25 to 68-71% in FY30. While Newsprint and writing and printing paper is expected to see its share diminish from 5% to 3-4% and 23% to 19-21% respectively during the same period.

Paper industry in India (in million tonnes) (CY19-CY30)



Source: IPMA, Crisil Intelligence

Writing and Printing (W&P) paper:

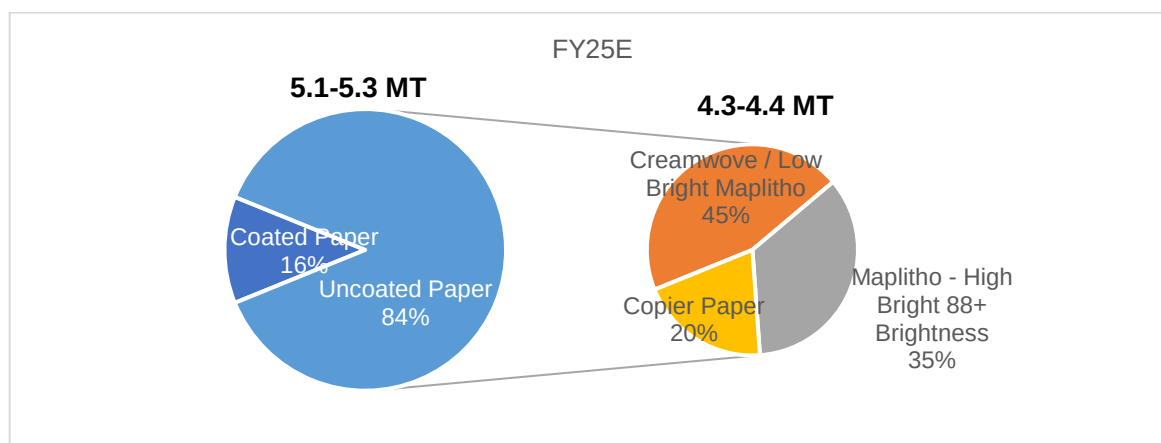
Uncoated paper expected to maintain its estimated share of 84% in volume terms in the W&P segment till FY30

In the Writing and Printing segment, uncoated paper dominated the market with an estimated share of 84% in FY25, while coated paper accounted for the remaining 16%. Looking ahead, the share of both types of W&P paper is expected to remain relatively stable at 84-85% and 15-16% respectively, although uncoated paper is anticipated to grow at a faster pace due to increasing demand from the education and office supplies sectors, as well as its relatively lower cost compared to coated paper.

Within the uncoated paper segment, Creamwove/low bright maplitho held a significant share of 45% in terms of volume in FY25. However, its share is expected to decline marginally to 44-45% in FY30 due to the decreased use in business stationery including letterheads, envelopes etc. Maplitho paper with high brightness (88+ brightness) saw its share decrease from 35% in FY25 to 34-35% in FY30, largely attributed to the rising competition from digital media and the subsequent decline in demand for high-end printing papers. Having said that, with new education policy coming to effect and a gradual rise in education spend by the government (~20% higher spend between fiscals 2020 and 2023 compared with the previous three fiscals) and increased thrust on education (through initiatives such as Sarva Shiksha Abhiyaan/Education for All) are likely to support demand for creamwove and maplitho paper.

On the other hand, copier paper is expected to experience a slight increase in its share, rising from 20% in FY25 to 21-22% in FY30, driven by the ongoing demand for everyday printing and copying needs in educational institutions.

Segmentation of writing and printing paper (FY25E)

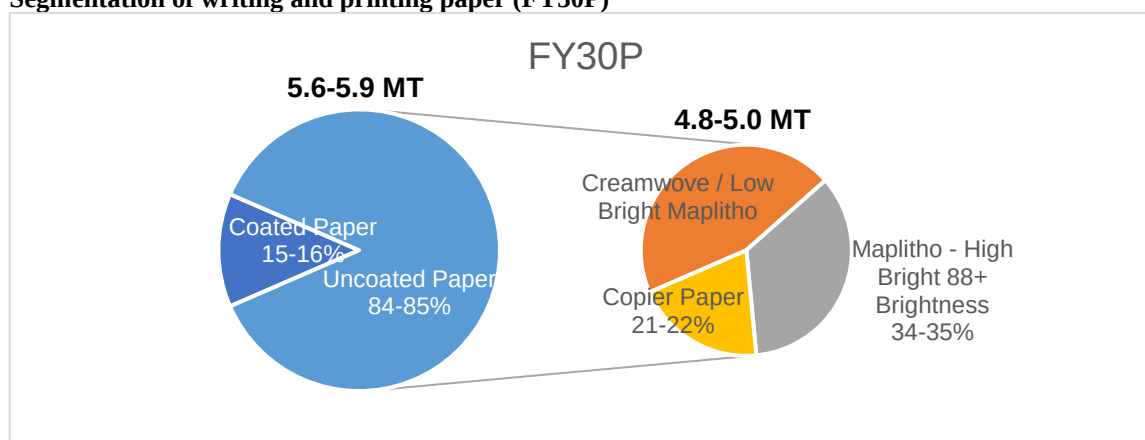


Note: MT: Million Tonnes

Percentages are rounded off to the nearest value and may not add upto 100%

Source: IPMA, Crisil Intelligence

Segmentation of writing and printing paper (FY30P)



Note: MT: Million Tonnes

Percentages are rounded off to the nearest value and may not add upto 100%

Source: IPMA, Crisil Intelligence

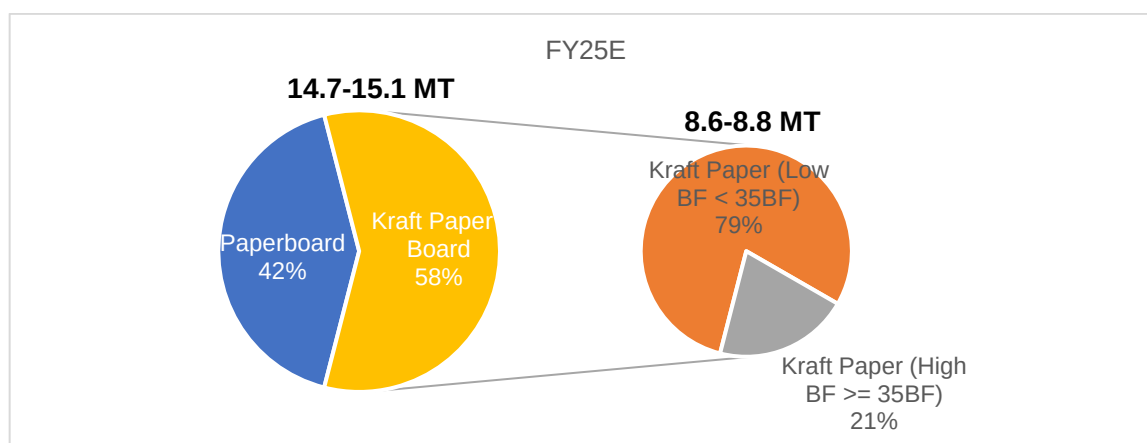
Packaging paper / board:

Packaging paper / board segment expected to grow from 14.7-15.1 MT in FY25 to 20.1-20.6 MT in FY30

The packaging paper/board segment, which grew at a CAGR of ~8% from FY19 to FY25, is expected to grow at a CAGR of ~6-7% from FY25 to FY30 on the back of growth in the paperboard sub-segment, which is expected to see its share in the packaging paper/board segment rise from 42% in FY25 to 42-44% in FY30. This growth is driven by increasing demand for premium and sustainable packaging solutions, particularly in the e-commerce and food packaging industries, where paperboard is preferred for its durability, printability, and eco-friendliness.

Meanwhile, the kraft paper/board sub-segment, though expected to see its share decrease from ~58% in FY25 to 56-58% in FY30, is expected to see growth in volume of ~5-7% from 8.6-8.8 MT in FY25 to 11.4-11.8 MT in FY30. The growth is being led by flexible packaging used in the E-commerce industry and the usage of sustainable packaging solutions, such as biodegradable and compostable packaging.

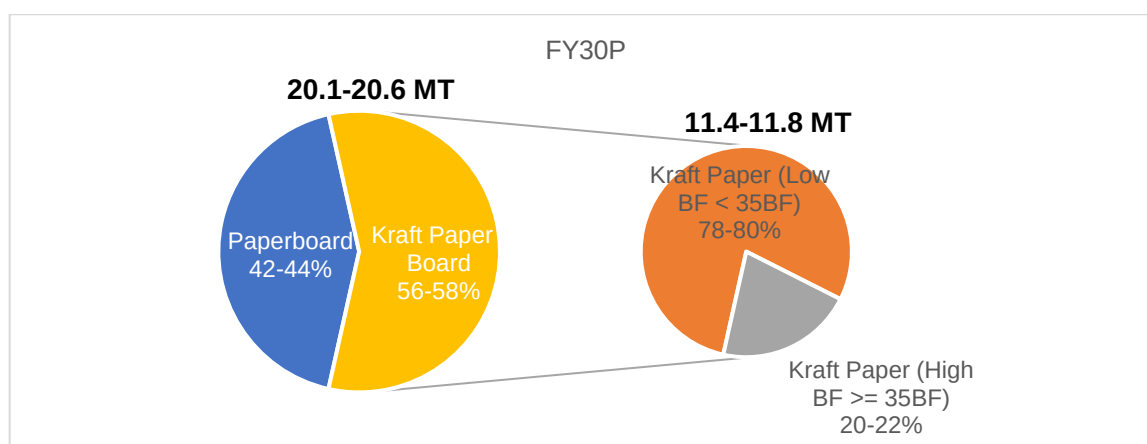
Segmentation of packaging paper / board (FY25E)



Note: MT: Million Tonnes

Source: IPMA, Crisil Intelligence

Segmentation of packaging paper / board (FY30E)



Note: MT: Million Tonnes

Source: IPMA, Crisil Intelligence

Low BF(<35) Kraft paper estimated to have a share of 79% in the kraft paper sub segment in FY25

The Kraft paper sub-segment is estimated to have been dominated by low Bursting Factor (BF) (<35BF) Kraft paper at 79% in FY25, which is primarily used for applications such as packaging, wrapping, and bagging of products like food, groceries, and other consumer goods. Low BF Kraft paper is preferred for these applications due to its good printability and affordability, making it an ideal material for packaging products that require a balance of cost and performance. On the other hand, High Bursting Factor (>=35BF) Kraft paper had an estimated share of 21% in FY25 and is typically used

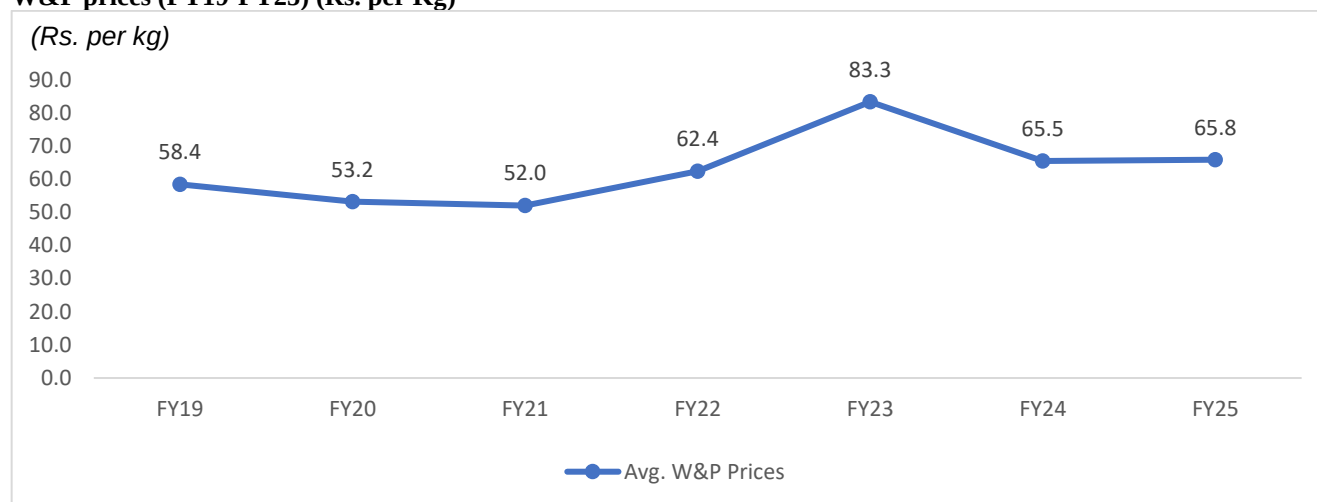
for more demanding applications such as heavy-duty packaging, industrial packaging, and shipping sacks, where its higher bursting strength provides improved resistance to punctures and tears.

Going forward, the share of both the sub segments of kraft paper is expected to remain more or less same with the Low BF kraft paper expected to have a share of 78-80% in FY30 while the high BF kraft paper is expected to have a share of 20-22% in FY30.

Domestic W&P average prices grew from Rs. 58.4 per kg in FY19 to Rs. 65.8 per kg in FY25

Domestic W&P prices (average price of import and export prices of coated and uncoated paper) are estimated to have corrected by ~21% on-year in fiscal 2024 from the highs of fiscal 2023 in movement with the falling trend of pulp prices. The excess supply in the market amidst tepid demand is likely to keep prices in moderation for fiscal 2025. Overall, the W&P prices have grown from Rs. 58.4 per kg in FY19 to Rs. 65.8 per kg in FY25 growing at a CAGR of 2% from FY19 to FY25.

W&P prices (FY19-FY25) (Rs. per Kg)



Note: The W&P prices are arrived at by using the average import and export prices of HS codes such as 4802 and 4810 which corresponds to uncoated and coated paper

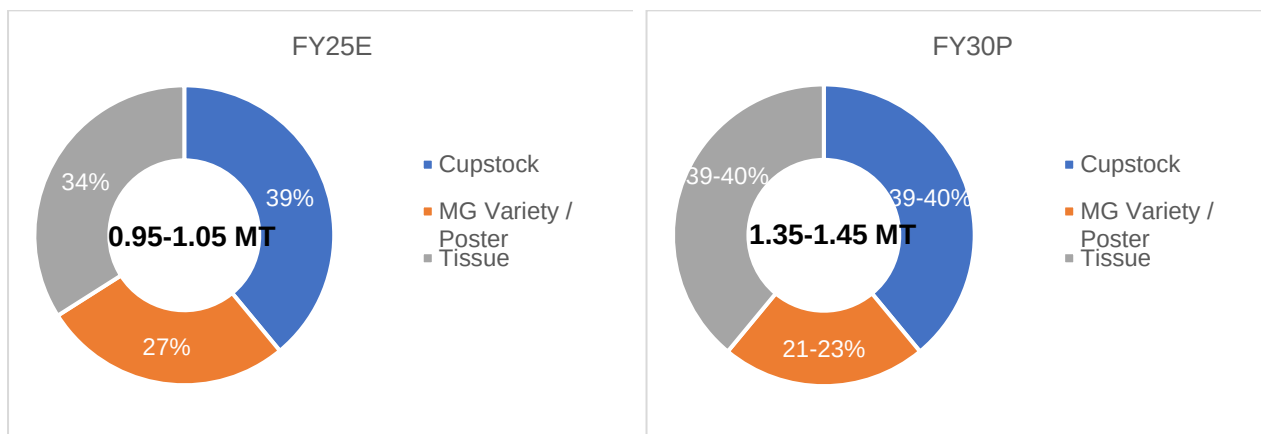
Source: DGCIS, Crisil Intelligence

Specialty paper:

Cupstock paper had the highest share in the specialty paper segment at 39% in FY25E

Cupstock paper, a type of specialty paper designed specifically for manufacturing paper cups, is a crucial component in the packaging industry. It is typically made from a combination of wood pulp and other materials, and is characterized by its high strength, water resistance, and printability. As a key segment in the specialty paper market, cup stock paper accounted for 39% of the market share, followed by MG Variety/Poster at 27%, and Tissue at 34% in FY25. Going forward, the tissue paper segment is expected to grow the fastest within the specialty paper segment at 8-10% on account of increased focus on hygiene and health and reach a share of 39-40% in FY30. The Cupstock segment is expected to grow at 6-8% from FY25 to FY30 on account of increasing consumer preference for sustainable and eco-friendly packaging solutions, particularly in the food and beverage industry, and expected to maintain its share of ~39-40% in FY30. While the MG Variety / Poster paper segment is expected to see its share fall from 27% in FY25 to 21-23% in FY30. Overall, the specialty paper segment is expected to exhibit a growth of 6-7% from 0.95-1.05 MT in FY25 to 1.35-1.45 MT in FY30 mainly attributed to the increasing demand for sustainable and eco-friendly packaging solutions, and rising awareness about the environmental impact of single-use plastics.

Segmentation of specialty paper (FY25E, FY30P)



Source: IPMA, Crisil Intelligence

Growth drivers of cupstock paper

Growing food and beverages industry

The expansion of India's food and beverage sector is fuelling the growth of the paper cup market, driven by a rising demand for eco-friendly and convenient packaging solutions. The proliferation of online food delivery platforms, which dominate the market with million of active users, has created a surge in demand for paper cups for both hot and cold beverages. The increasing popularity of dining at home, coupled with the growing presence of restaurants, cafes, and food chains, has further boosted the adoption of paper cups. Moreover, innovations in paper cup manufacturing, including the use of biodegradable and compostable materials, have aligned with the industry's sustainability objectives, making paper cups an attractive option. As a result, the Indian paper cup market is poised for significant growth, driven by the convergence of convenience, sustainability, and a thriving food and beverage industry.

Increasing health consciousness among consumers

The increasing health consciousness among Indian consumers is driving the growth of the cup stock industry. With the rising awareness about the importance of hygiene and health, consumers are opting for packaging solutions that are safe and clean. Paper cups are perceived as a healthier alternative to plastic cups, which are often associated with health risks. Moreover, paper cups are also seen as a more hygienic option, as they are disposable and reduce the risk of contamination. As consumers become more health-conscious, they are willing to pay a premium for products that are packaged in a safe and healthy manner, thereby driving the demand for paper cups in India.

Government initiatives and regulations

The government's initiatives and regulations aimed at reducing plastic waste and promoting sustainable practices are driving the growth of the cup stock industry in India. The government's ban on single-use plastics, coupled with initiatives such as the Swachh Bharat Abhiyan, has led to an increase in demand for sustainable packaging solutions. Paper cups, being a biodegradable and compostable alternative to plastic cups, are gaining popularity. Moreover, the government's emphasis on promoting eco-friendly practices has led to an increase in investment in research and development, driving innovation in the cup stock industry. Additionally, under the MSME schemes, the government also provides subsidies and loans for establishing paper cup manufacturing units.

Growing demand for convenience

The growing demand for convenience and on-the-go packaging solutions is a significant driver of the cup stock industry in India. With the increasing pace of life, consumers are seeking out products that are easy to use and convenient to carry. Paper cups, being lightweight and disposable, are an ideal solution for hot and cold beverages on-the-go. Moreover, the rise of coffee culture and the increasing popularity of specialty coffee drinks have led to an increase in demand for paper cups. As consumers continue to seek out convenient and portable packaging solutions, the demand for paper cups is expected to rise, driving the growth.

Light GSM C1S paper well suited for pouch packaging, cooling pad and interleaving kraft paper applications

Light GSM C1S paper is a specialized type of paper that offers a unique combination of properties, making it an excellent choice for various applications. The "C1S" designation is an important aspect of this paper, as it signifies that the paper is "Coated on one side". It's ideal for uses such as folding cartons, for example, in which only one side will be printed and the other left blank for gluing. At the same weight, C1S is more rigid and robust than standard coated paper, which is another quality which makes it ideal for packaging products. This characteristic allows for improved durability and resistance to wear and tear, ensuring that the packaging remains intact and protects the contents effectively. The light weight of the paper, denoted by the GSM (grams per square meter) measurement, also contributes to its versatility, as it can be easily handled and processed without compromising on performance.

Light GSM C1S paper is particularly well-suited for applications such as pouch packaging, where its coated surface and light weight make it an ideal choice for packaging products such as food, cosmetics, and pharmaceuticals. Additionally, it is also used for interleaving kraft paper, where its coated surface helps to prevent moisture and other substances from penetrating the paper. Furthermore, Light GSM C1S paper is also used as a cooling pad paper, where its coated surface helps to dissipate heat and maintain a consistent temperature. This makes it an essential component in various industrial and commercial applications, including refrigeration and air conditioning systems.

Overall, Light GSM C1S paper is a popular choice among manufacturers and designers who require a reliable and efficient material for their packaging needs, offering a perfect balance of printability, strength, and cost-effectiveness. Its unique characteristics, such as its coated surface and light weight, make it an ideal choice for various packaging applications. As a result, it has become a widely used material in the packaging industry, and its versatility and range of options make it a popular choice for a wide range of applications.

Overview of exports of select type of paper

The following table provides an overview of India's exports of paper and paper products, categorised by (HS) codes, for FY24 and FY25. The table also highlights the top 3 countries if export for particular HS codes. Among the select HS codes, the top 3 countries to which India exported the most paper products in FY25 were USA, UAE and Sri Lanka which made up a share of 19.3%, 12.3% and 6.6% respectively.

HS Code	Description	Total export value (Rs. Million)		Top export destination by percentage share (%)	
		FY24	FY25	FY24	FY25
4802	Uncoated paper or paperboard products	26,009.50	27,303.30	UAE: 13.1% Nigeria: 12.6% Sri Lanka: 12.4%	Sri Lanka: 12.9% UAE: 12.2% Kenya: 12.2%
4805	Fluting paper, testliner, sulphite wrapping paper, filter paper and paperboard, felt paper and paperboard, and other uncoated paper and paperboard	12,693.20	9,837.50	China: 32.4% UAE: 18.8% Sri Lanka: 13.7%	UAE: 29.9% Sri Lanka: 13.7% Bangladesh: 10.0%
4810	Paper or paperboard products coated with kaolin or other inorganic material	30,814.50	33,337.50	UAE: 19.6% Sri Lanka: 10.6% Bangladesh: 9.2%	UAE: 21.0% Bangladesh: 11.0% Sri Lanka: 10.6%
4811	Paper, paperboard, cellulose wadding, or webs of cellulose fibres; key attribute: plated surface	21,853.10	27,193.20	UAE: 10.2% Iraq: 7.9% USA: 7.4%	UAE: 8.9% USA: 8.7% South Africa: 5.5%
4819	Products for packing or storing	23,661.00	28,147.30	USA: 31.0% UAE: 8.5% UK: 7.6%	USA: 42.8% UK: 7.1% UAE: 6.4%
4820	Products for writing; products for organizing; blotting papers	21,513.00	19,890.60	USA: 33.7% UK: 9.5% Tanzania: 8.0%	USA: 40.0% UK: 11.2% Tanzania: 5.6%

HS Code	Description	Total export value (Rs. Million)		Top export destination by percentage share (%)	
		FY24	FY25	FY24	FY25
	Total	136,544.30	145,709.40	USA: 14.8% UAE:12.0% Sri Lanka: 6.6%	USA: 19.3% UAE: 12.3% Sri Lanks: 6.6%

Note: the above list is not exhaustive and only an indicative list of HS codes

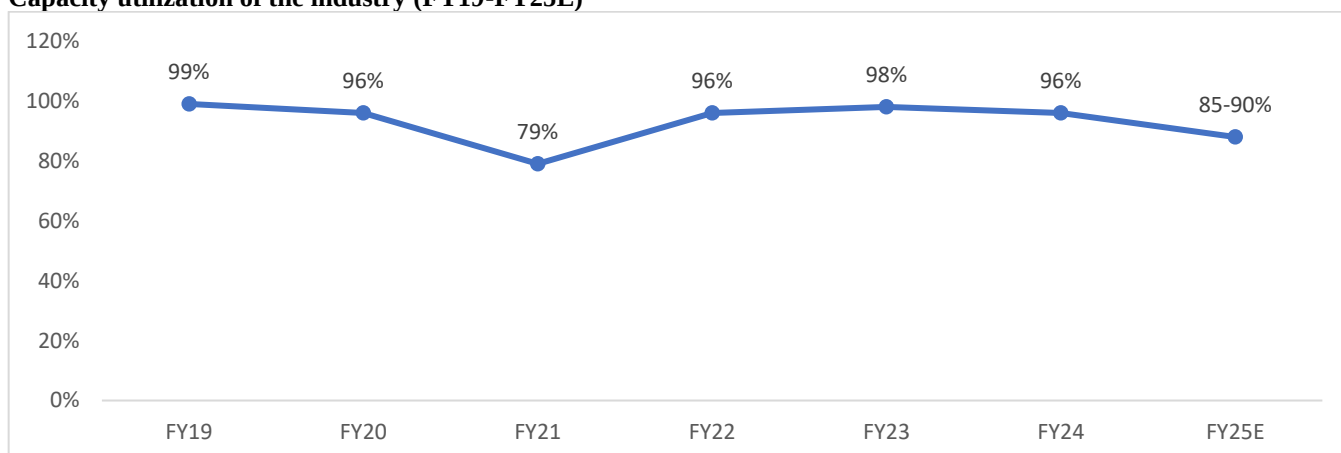
Source: DGCIS, Crisil Intelligence

India's liquid packaging market heavily dependent on paper and paperboard materials

The liquid packaging industry in India is experiencing significant growth, closely intertwined with the paper and paperboard sector. India's liquid packaging market is heavily reliant on paper and paperboard materials, particularly in the form of aseptic cartons (widely used for Ultra-high temperature (UHT) milk and juices, leveraging paperboard as the primary material) and laminated paper-based pouches. These eco-friendly materials offer several benefits, including biodegradability, recyclability, and compatibility with high-speed filling lines. The paper industry's emphasis on producing high-quality, food-grade paperboard has enabled the creation of packaging solutions that meet rigorous safety and hygiene standards, which is crucial for packaging liquid consumables.

The beverage sector, encompassing dairy products and fruit juices, is expected to be the fastest-growing segment in India's paper packaging market, with a projected growth rate of around 21% between 2024 and 2029. This rapid growth is largely driven by the increasing demand for paper-based packaging solutions in the dairy industry, as well as the rising popularity of fruit juices and ready-to-drink beverages. As a result, paper packaging is becoming an increasingly vital component of the Indian beverage industry, offering a sustainable and safe alternative to traditional packaging materials.

Capacity utilization of the industry (FY19-FY25E)



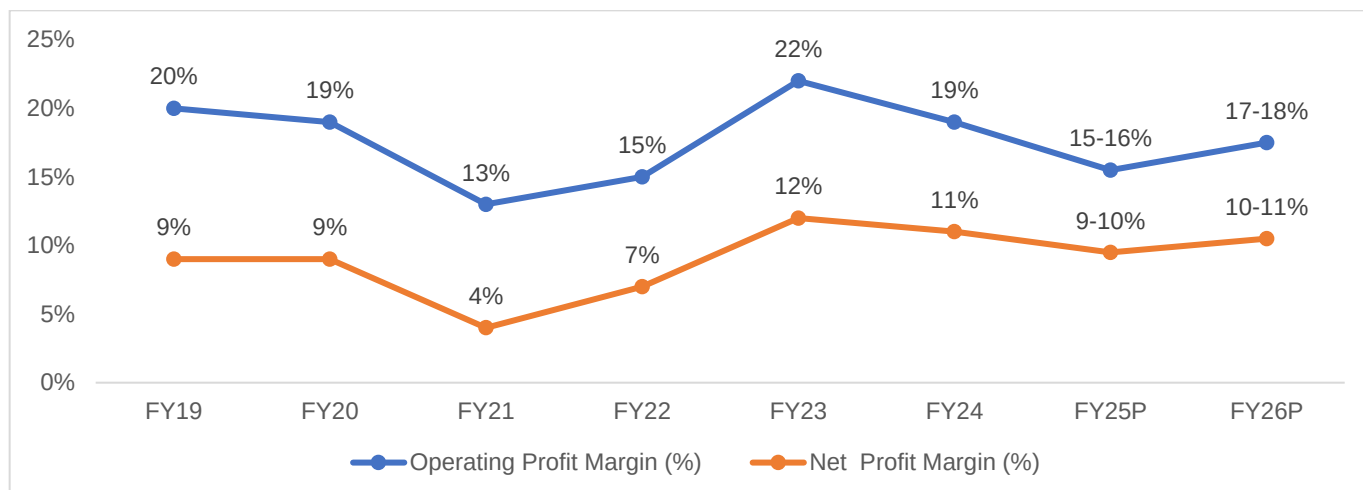
Note: Average capacity utilization of JK Paper Ltd., Emami Paper Mills Ltd., Andhra Paper Ltd., West Coast Paper Mills Ltd, Seshasayee Paper and Boards Ltd and Shreyans Industries Ltd are considered

Source: Crisil Intelligence

Profitability of paper and board players (set) marginally reduced in FY24

Margins have declined in fiscal 2024 owing to lower realizations. Declining trend is expected in fiscal 2025 as well with moderating demand and realization in the market. In fiscal 2023, operating margin increased by over 800 bps on-year to reach 22% owing to improved realizations. Higher energy costs are expected to have been passed on to the consumers.

Operating margin and net margins of the players operating in the paper industry



Note: P: Projected

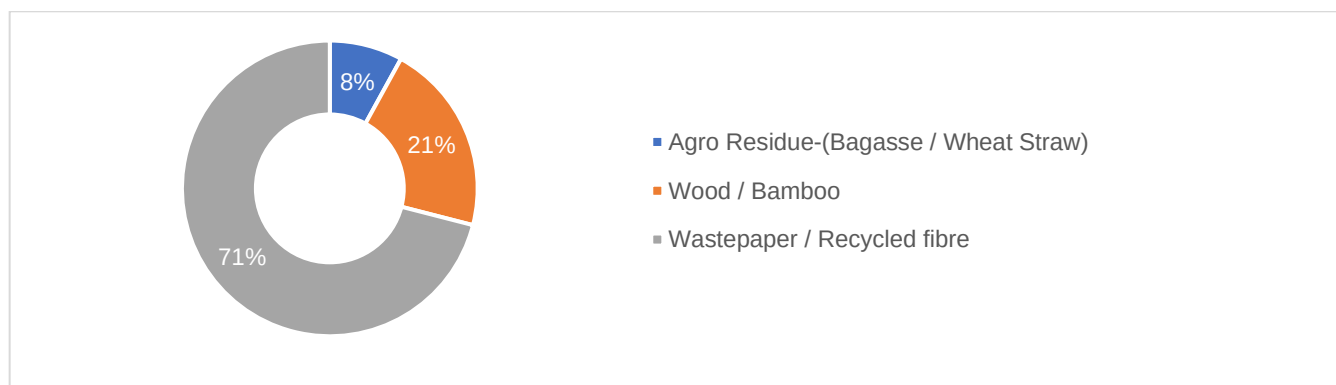
The set includes 16 W&P players and Paperboard players such as Andhra Paper Ltd., Emami Paper Mills Ltd., Genus Paper & Boards Ltd., JK Paper Ltd., Kuantum Papers Ltd., NR Agarwal Industries Ltd., Orient Paper and Industries Ltd., Pakka Ltd., Pudumjee Paper Products Ltd., Ruchira Papers Ltd., Satia Industries Ltd., Seshasayee Paper and Boards Ltd., Shreyans Industries Ltd., Star Paper Mills Ltd., Tamil Nadu Newsprint and Papers Ltd. and West Coast Paper Mills Ltd.

Source: Company reports, Crisil Intelligence

Overview of key raw material used in the industry

The Indian paper industry is heavily reliant on three key raw materials — wood and wood-based pulp, wastepaper (recycled paper), and agricultural residues. The availability, pricing, and procurement dynamics of these inputs play a critical role in determining the industry's competitiveness and profitability.

Typical raw material mix

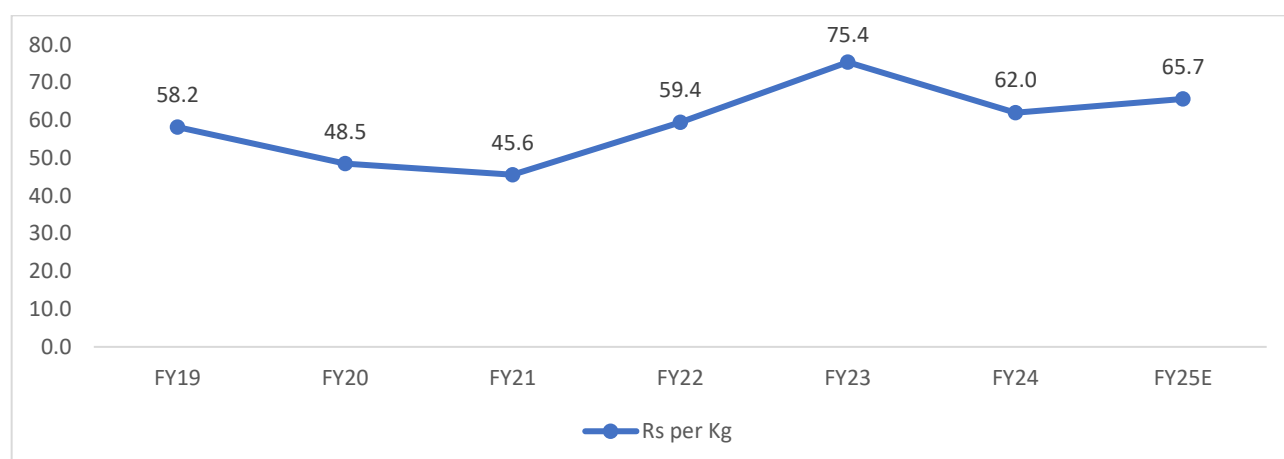


Source: IPMA, Crisil Intelligence

Wood and wood-based Pulp

Wood-based pulp is the primary raw material for manufacturing higher-quality Writing and Printing (W&P) paper, particularly in the maplitho, copier, and coated paper segments. The domestic wood prices fell in fiscal 2024, in line with global prices. Currently, India has 10 lakh hectares of farm forests spread across Odisha, Andhra Pradesh, Gujarat, Karnataka, Kerala, Tamil Nadu, and Maharashtra. Though domestic land under cultivation is expanding by 10% every year, it is still insufficient to cater to the industry's requirement resulting in import dependency. As of FY24, India imported 2.46 million tonnes of wood pulp (Corresponding to HS codes: 4701, 4702, 4703, 4704 and 4705). Out of these, imports from South Africa comprised 24.7%, Indonesia made up 16.2% and Canada 12.4%.

Wood pulp prices (FY19-FY25) (Rs. per Kg)



Note: Prices have been calculated basis import quantities and import value of select HS codes such as 4701, 4702, 4703, 4704 and 4705

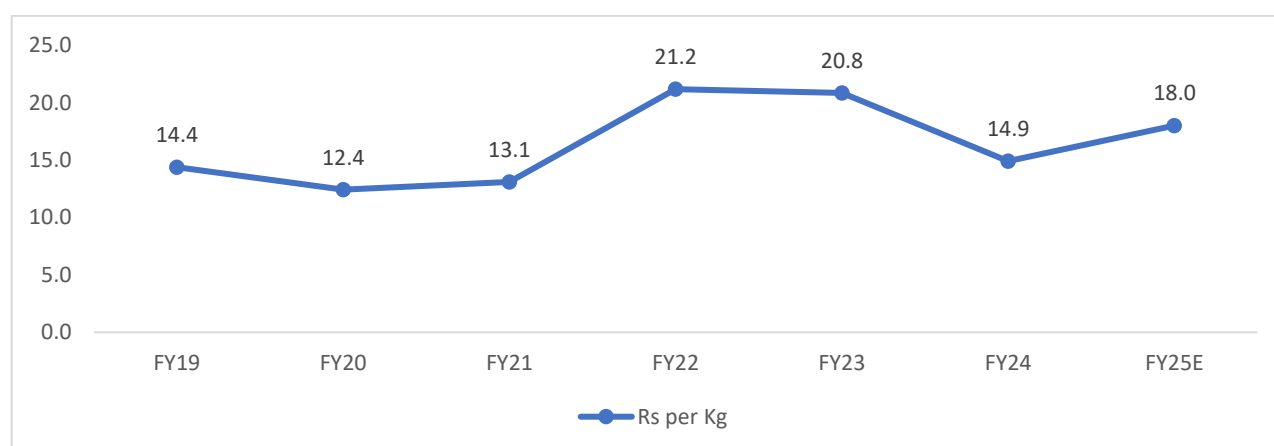
Source: DGCIS, Crisil Intelligence

Wastepaper (recycled paper)

The collection activity and recovery rate of wastepaper/OCC is robust in some parts of India. However, to make up for the loss of material as fines after many rounds of recycling or blending of domestic wastepaper, imported wastepaper is added to increase the fiber content and achieve the required parameters for higher-grade industrial paper.

In fiscal 2024, wastepaper prices declined further by ~28% with lower demand and existence of balanced demand-supply in the market. In fiscal 2025, domestic prices are expected to have increased on account of supply disruption caused due to the red sea disruption and higher freight in the long run prices are expected to near pre-pandemic levels. As of fiscal 2025, the prices have further increased to Rs. 18 per kg on account of decline in wastepaper availability.

Wastepaper prices (FY19-FY26P) (Rs. per Kg)



Note: Prices have been calculated basis import quantities and import value of select HS codes such as 4706 and 4707

Source: DGCIS, Crisil Intelligence

Overview of use of Refused Derived Fuel (RDF) as raw material in paper Industry

The use of Refuse Derived Fuel (RDF) as a raw material in the paper industry is gaining attention as a sustainable alternative to fossil fuels, particularly in energy-intensive segments such as pulp processing and paper drying. RDF is produced by treating municipal solid waste (MSW) through mechanical and/or biological processes to remove non-combustible materials like metals, glass, and inert matter, followed by shredding and drying to improve its calorific value. The resulting fuel, comprising primarily plastics, textiles, paper residues, and organic materials, has a relatively high energy content, often ranging between 15–25 MJ/kg, making it suitable for co-firing or full substitution in biomass or coal-fired boilers commonly used in paper mills.

The primary benefit of RDF in the paper industry lies in its ability to reduce energy costs and support decarbonization

goals. Paper manufacturing is one of the most energy-intensive industries globally, and switching to RDF helps mitigate the volatility and environmental impact associated with fossil fuel consumption. For example, RDF combustion can significantly lower CO₂ emissions per megajoule of energy produced, especially when replacing coal. Furthermore, integrating RDF contributes to circular economy principles by diverting waste from landfills and reducing the need for virgin raw materials in fuel generation. Countries like Germany, Sweden, and the Netherlands have successfully integrated RDF in industrial settings, and similar trends are emerging in developing economies as waste management infrastructure improves.

However, the adoption of RDF in the paper industry is not without its challenges. One of the primary issues is fuel consistency. RDF is heterogeneous by nature, with variable moisture content, ash composition, and calorific value, which can complicate combustion control and reduce boiler efficiency. These inconsistencies can lead to higher maintenance costs, increased slagging and fouling in boilers, and the need for robust emission control systems to manage pollutants like Nitric Oxide, Nitric Dioxide, Sulphur Dioxide, dioxins, and furans. Compliance with increasingly stringent environmental regulations—especially in regions governed by the EU Industrial Emissions Directive (IED) or similar standards—demands the installation of advanced flue gas treatment technologies such as selective catalytic reduction (SCR) and electrostatic precipitators (ESP). Another barrier is logistical and economic. Sourcing, preprocessing, transporting, and storing RDF in a form that meets the mill’s combustion and environmental requirements involves significant capital and operational expenditures.

Despite these obstacles, RDF holds substantial promise if implemented with careful planning and the right technological interventions. Co-firing RDF with biomass or natural gas, for instance, helps maintain combustion stability while reducing emissions. Partnerships with municipalities or waste management firms can ensure a reliable supply chain and enable vertical integration of waste valorization strategies. Moreover, automation solutions tailored for RDF boilers, such as advanced control systems for combustion air and feed, can help mitigate fuel variability and improve efficiency in paper mills. Ultimately, the use of RDF in the paper industry aligns with broader sustainability goals, including reduced landfill dependence, lower greenhouse gas emissions, and enhanced energy security.

Overview of key government regulations and initiatives in the sector

Key Government Regulations	Description
Forest (Conservation) Act, 1980	Regulates diversion of forest land for non-forest use, including paper industry projects. Paper manufacturers must source raw material responsibly, often through agroforestry or captive plantations to reduce dependence on natural forests.
Environment (Protection) Act, 1986	Serves as an umbrella legislation for environmental protection in India. Sets stringent norms for discharge of pollutants into air, water, and soil from pulp and paper mills, ensuring sustainable and eco-conscious industrial operations.
Water (Prevention and Control of Pollution) Act, 1974	Controls water pollution by regulating the discharge of effluents from industrial units, including paper mills, into natural water bodies. Encourages adoption of advanced effluent treatment technologies to comply with legal standards.
Air (Prevention and Control of Pollution) Act, 1981	Regulates emissions from industrial processes such as chemical pulping and boiler operations in paper mills. Mills must install pollution control equipment like scrubbers and electrostatic precipitators to reduce air pollution.
Extended Producer Responsibility (EPR) under Plastic Waste Management Rules, 2016 (Amended 2022)	While mainly for plastics, paper companies using composite or plastic-laminated packaging must register and comply with waste collection and recycling targets, promoting circular economy practices.
Key Government Initiatives	Description
National Forest Policy	Encourages the paper industry to participate in afforestation and agroforestry on degraded land. Aims to ensure sustainable raw material supply through captive plantations, thereby reducing pressure on natural forests.
Bureau of Indian Standards (BIS)	Issues product-specific standards for various grades of paper such as writing, printing, and packaging papers. Ensures quality control, safety, and suitability for specific uses in both domestic and export markets.
National Agroforestry Policy (2014)	Facilitates the integration of trees with agriculture to ensure availability of wood-based raw materials for the paper industry. Incentivizes farmers to grow pulpwood and supports industry-farmer partnerships.
Paper Import Monitoring System (PIMS) – 2022	Requires importers to register paper imports in advance through a dedicated platform. Helps monitor and regulate the import of specific paper grades to prevent market

Key Government Regulations	Description
	flooded and protect domestic manufacturers.
Make in India Initiative	Promotes domestic manufacturing of paper and pulp products. Encourages investment in advanced, eco-friendly technologies and infrastructure, enhancing global competitiveness and reducing import dependence.
Ban on Single-Use Plastics (India)	Drives demand for biodegradable alternatives like paper-based packaging products. Paper industry benefits by innovating in packaging solutions that replace plastic in FMCG and retail sectors.

Source: Crisil Intelligence

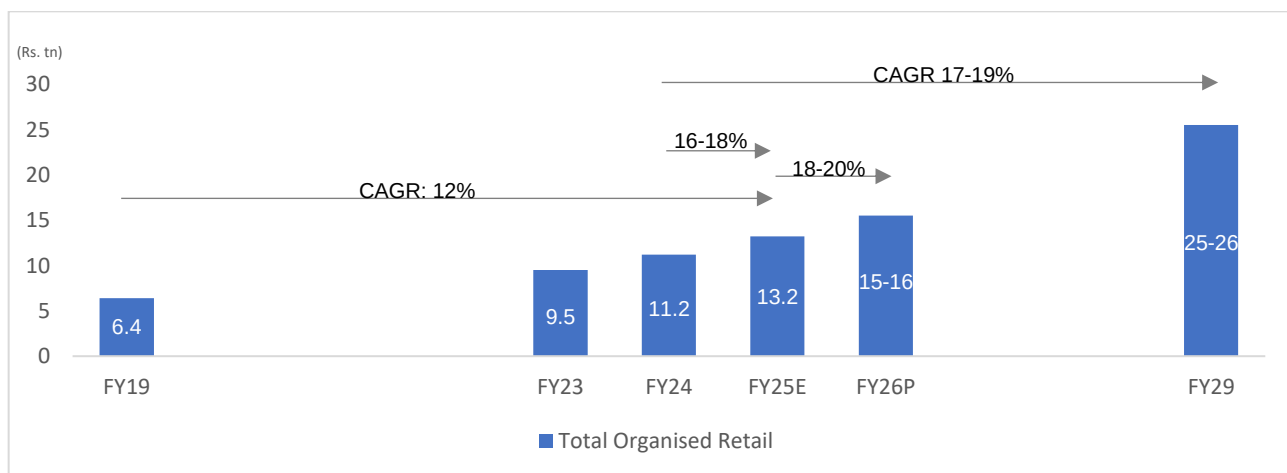
Review of key growth & investment drivers & trends for paper industry

The Indian paper industry is at a pivotal juncture of structural evolution, underpinned by macroeconomic transformation, shifting consumption patterns, and regulatory momentum. While traditionally characterized by fragmentation and raw material constraints, the industry is now witnessing renewed interest and investment in response to robust growth prospects across packaging, hygiene, and education-linked segments.

Rising demand from E-commerce and packaging Industries

A significant long-term growth driver for the Indian paper industry is the surging demand from e-commerce and packaging sectors. The increasing penetration of e-retailing platforms has catalysed a sharp rise in shipments, with daily volumes estimated at 1.2 to 1.5 million shipments per day. This demand has translated into robust growth in paperboard consumption, which is projected to witness a 6–8% CAGR between FY2025 and FY2027, reaching ~17–18 million tonnes by the end of FY2027. Packaging demand is further reinforced by the expansion in organized retail, which is estimated to have grown by 16–18% in FY2025, and is expected to grow at a 17–19% CAGR over fiscals 2024 to 2029 to Rs 25-26 trillion, indicating increased product movement and packaging needs across FMCG, pharmaceuticals, consumer durables, and apparel industries. Paperboard, particularly folding box board (FBB), has also gained preference over traditional art boards for applications such as book covers and consumer packaging.

Organised retail to clock a 17-19% CAGR in the long term



Note: E: estimated, P: projected

Source: Crisil Intelligence

Ban on single-use plastics and sustainability push

India's regulatory ban on single-use plastics, effective from July 2022, has emerged as a key structural tailwind for the paper industry, particularly in packaging applications. The shift toward eco-friendly, recyclable, and biodegradable alternatives has led businesses across sectors—FMCG, food & beverage, cosmetics, and apparel—to increase adoption of paper-based packaging solutions. This regulatory push aligns with consumer trends favouring sustainability and is expected to enhance long-term demand for paperboard and specialty paper, especially for food-grade packaging and carry solutions.

The ban has been a pivotal regulatory change driving demand for paper-based alternatives, as businesses seek substitutes

for plastic bags, straws, and packaging films, with paper products such as bags, cups, and trays gaining significant traction. This legislative push aligns with a broader sustainability movement globally, positioning India's paper industry for further capacity expansion and innovation.

Urbanization, changing lifestyles, and hygiene awareness

India's urban population is expected to continue increasing on the back of economic growth. The share of the urban population is projected to increase to nearly 40% by 2030, according to a UN report on urbanisation. The rise in urban population, coupled with improving living standards and evolving consumer preferences, has spurred demand for specialty paper, especially tissues, decor, and thermal papers. These products cater to lifestyle and hygiene-conscious consumers in urban India. With increased government focus on hygiene and cleanliness under schemes such as Swachh Bharat Abhiyan, demand for tissue paper (napkins, toilet rolls, kitchen towels) is on the rise. This is reflected in the robust 11–13% CAGR projected for the specialty paper segment through FY2027, growing from ~1.9 million tonnes in FY2025 to ~2.3–2.5 million tonnes. Increasing penetration of international tissue brands and higher usage in hospitality and healthcare sectors further support this trend

Supportive government policies and education spending

To foster growth in the broader paper industry—including both packaging and writing & printing (W&P) segments—the Indian government has launched several targeted initiatives. One such effort is the National Packaging Initiative, which promotes sustainable packaging practices and encourages the replacement of plastic with biodegradable materials. In parallel, the government's policy thrust on education, exemplified by the rollout of the National Education Policy (NEP), has become a moderate yet stable growth lever for the W&P paper segment. Between FY2020 and FY2026, government budget allocation on education rose by 29%, boosting demand for paper used in textbooks, notebooks, and stationery. This demand is expected to grow steadily, particularly as student enrollments rise and textbook printing expands — including in regional languages and Braille for the visually impaired.

Though the W&P segment faces long-term pressure from digitalization, it is still projected to grow at a modest CAGR of 1-3% through FY2030 and reach ~5.6-5.9 million tonne. Creamwove and maplitho papers, which account for 65-70% of W&P demand, are expected to benefit most from these developments. Furthermore, tax incentives and subsidies for setting up paper mills and packaging units, particularly in underserved regions, have created a favorable investment climate. This is reflected in the substantial Foreign Direct Investment (FDI) inflows into the paper and pulp industry, which totalled approximately ₹15,121 crores between April 2000 and September 2024, underscoring growing investor confidence in the sector.

Technological advancements and innovation

Technological modernization has significantly improved the productivity and environmental efficiency of Indian paper mills. The adoption of automation, artificial intelligence (AI), and data analytics in manufacturing processes has enabled paper companies to reduce operational costs, improve paper quality, and ensure environmental compliance.

Consolidation and capacity expansion trends

With stronger players acquiring stressed assets under the Insolvency and Bankruptcy Code (IBC) and undertaking capacity expansions, consolidation in the sector is expected to enhance operational efficiency and raw material security. Between FY2024 and FY2027, total industry capacity is projected to increase by 0.5-1.5 million tonnes, with new capacities focused largely on paperboard and specialty papers due to their favorable demand outlook, better margins, and lower technical entry barriers.

At the same time, many W&P and newsprint mills are being converted to paperboard capacities to align with evolving demand dynamics. The operating rate of the paperboard segment is expected to remain elevated at 88–91% in the medium term, in contrast to the rangebound 65–70% utilization rate projected for the W&P segment by FY2026, indicating a structural shift in production priorities across the industry.

Review of risk factors and challenges

Risk Factor	Description	Segments Affected
Inadequate and volatile raw material supply	The industry faces persistent shortages of key raw materials like wood and quality wastepaper. Forest cover in India is limited, and while farm forestry initiatives have expanded, they are not enough to meet growing demand. Wastepaper collection systems are poorly developed, leading to import dependence and exposure to global price and freight volatility.	Writing & Printing (W&P), paperboard, specialty paper
High logistics and freight costs	Paper manufacturing is inherently freight-intensive due to the bulkiness of raw materials and finished products. Mills located far from ports or raw material sources face elevated transport costs. Imported raw materials like pulp and wastepaper are sensitive to global freight rates, which have spiked due to events like the Red Sea crisis.	All segments
Stringent environmental regulations and ESG pressures	The sector is water- and energy-intensive and faces increasing scrutiny from pollution control authorities. Rising expectations from regulators, global buyers, and investors around ESG compliance compel investment in clean technologies and recovery systems. Smaller players may struggle to meet these standards.	Small and medium mills, integrated players
Digitization and substitution of W&P paper and newspaper	The increasing adoption of digital platforms for education, office communication, and media is structurally reducing the demand for physical W&P paper. While education policies may offer short-term support, global trends and corporate digitalization are driving long-term substitution, particularly in urban and developed areas. Furthermore, Digital alternatives, particularly e-newspapers are becoming an increasingly popular substitute for traditional print newspapers. As technology advances and more people turn to digital platforms for news and information, the demand for newsprint paper is expected to decrease, creating stress in the paper industry	Writing & Printing (W&P) and newsprint
Import competition and price undercutting	Imported newsprint and coated papers, often priced lower and of superior quality, account for a significant share of domestic consumption. With weak demand globally, foreign producers may dump excess stock in India. Domestic players, particularly smaller mills, struggle to match prices due to higher input and compliance costs.	Newsprint, W&P
Fragmentation of industry structure	The paper industry in India comprises 800-900 mills, of which only ~550-600 is operational. Most are small or medium-sized, lacking integration, efficiency, or the ability to invest in modern processes. The top 15 producers account for only 10-20% of the total paper capacity (including newsprint) in the country. This fragmentation hinders economies of scale and leads to uneven quality, pricing, and compliance across the sector.	Entire industry, particularly unorganized players
High capital intensity and long gestation periods	Establishing a new integrated paper mill can require investments upwards of ₹80,000-₹100,000 per tonne, limiting new entrants and technological upgrades. Even brownfield expansions are capital-intensive. Smaller firms often lack access to institutional finance, delaying modernization and expansion.	All capex-driven firms, new entrants

Source: Crisil Intelligence

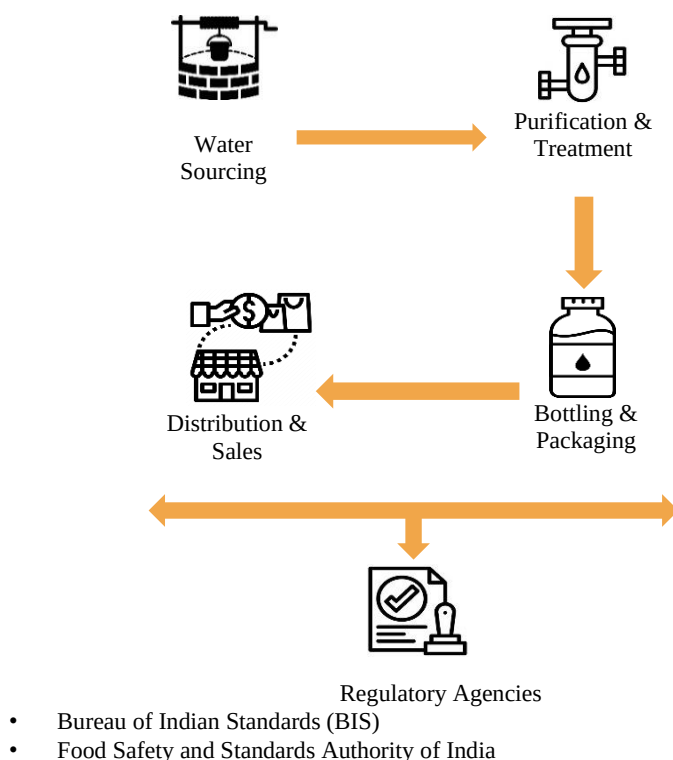
6. Assessment of Indian packaged drinking water industry

The packaged drinking water industry in India has experienced considerable growth, driven by such as rising disposable incomes, a growing preference for convenient and safe drinking water solutions, and inadequate water infrastructure in many regions. Urban areas, in particular, have seen a surge in demand due to challenges with inconsistent tap water supply and increasing health consciousness among consumers. Moreover, the booming tourism sector amplifies this trend, with tourists prioritizing their safety and often opting for bottled water

The market is characterized by a mix of organized and unorganized players. While major brands like Bisleri, Kinley, Aquafina, and Rail Neer dominate the organized sector, the unorganized segment still accounts for a significant portion of the market. However, post-COVID-19, there has been a shift towards trusted brands, with consumers prioritizing health and safety, leading to a decline in the unorganized sector's share.

Regulatory frameworks have also played a crucial role in shaping the industry. The Bureau of Indian Standards (BIS) mandates compliance with specific quality standards for packaged drinking water, ensuring product safety and quality. Additionally, the Food Safety and Standards Authority of India (FSSAI) enforces regulations to maintain hygiene and safety standards across the industry.

Value chain of Indian packaged drinking water industry



1. Water sourcing

Producers obtain water from owned/leased wells, springs or municipal sources. This involves costs for land, drilling and pump equipment, and sometimes water rights/fees. In some cases companies locate plants near major railway lines to supply specific routes. Water quality at source often requires adjustment (e.g. blending or TDS control).

2. Purification & treatment

Water is treated in stages: filtration (sand/carbon), reverse osmosis (RO), ultraviolet or ozone disinfection, and mineral adjustment. Modern bottling plants use automated RO/UV systems with continuous monitoring. Capital and operating costs here are significant (electricity, membrane replacements, maintenance). Quality testing (lab analysis) is done routinely to meet FSSAI norms.

3. Bottling & packaging

Purified water is bottled on high-speed machines. Many companies use in-house PET bottle blow-moulding; others source bottles externally. Bottles are capped, labelled, and often shrink-wrapped or packed in cardboard cartons for bulk handling. Packaging costs are a large part of COGS: besides the PET resin there are caps, labels, cartons, and transportation of empty bottles. Tamper-evident seals and attractive labels add to brand and compliance costs.

4. Distribution & sales

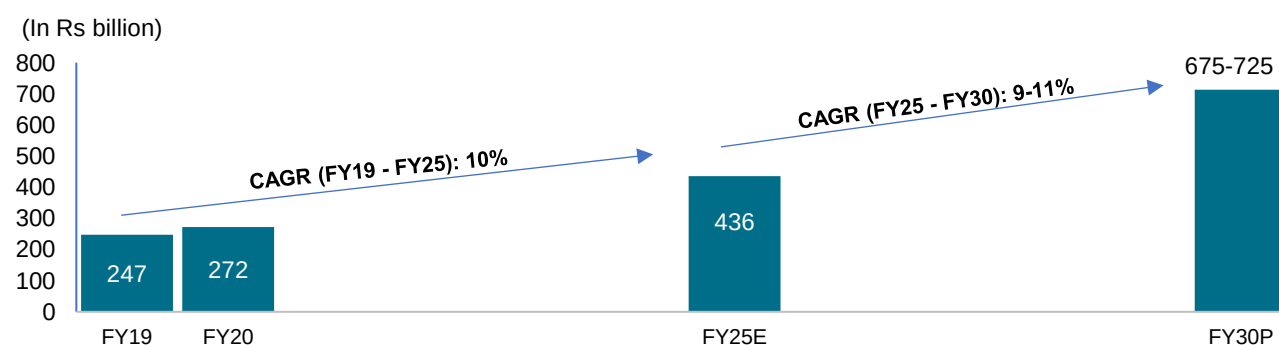
Filled bottles are palletized and trucked to distribution centers or wholesalers. Since water does not require refrigeration, cold chain is not needed (saving cost). However, timely delivery is crucial to avoid stockouts in retail outlets. Warehousing and handling costs (rent, labour) are additional factors. The industry uses a multi-tier distribution network. Distributors/wholesalers buy in bulk from producers and supply to retailers (kiranas, grocery chains, etc.), restaurants and institutions. Many large brands also supply directly to hotels, offices and event caterers. E-commerce (online retail) is a growing channel; brands sell via apps and tie up with grocery delivery platforms. Institutional channels like railways (IRCTC), airlines, hospitals and schools are supplied at negotiated bulk rates. Retailers apply a final markup: for example, if ex-factory price is ₹10/Litre, a distributor might add ₹1–2/L and a retailer another ₹2–3/L before the product sells for ~₹15–20/L.

Review of Indian packaged drinking water industry in India

Packaged drinking water industry estimated to be valued at Rs. 436 billion in FY25

The packaged drinking water industry in India grew at a CAGR of 10% from Rs. 272 billion in FY19 to Rs. 436 billion in FY25. The growth was led by factors such as rising health consciousness, increasing urbanization, and a growing preference for convenience, as well as higher disposable income and expanding distribution networks, which have made packaged drinking water more accessible to a wider population. Furthermore, concerns over water quality and safety, coupled with government initiatives to promote hygiene and sanitation, have also contributed to the industry's growth. Going forward, the industry is expected to witness a strong CAGR of 9-11% from FY25 to FY30 to reach Rs. 675-725 billion in FY30 on the back of continuous demand.

Packaged drinking water industry market in India (FY19-FY30P) (Rs. Billion)



Source: Crisil Intelligence

Key growth drivers of packaged drinking water industry

Urbanization and lifestyle changes

With a population that has swelled to over 1.4 billion, the demand for safe and potable drinking water is always on the rise. India's swift urbanization has further exacerbated this demand, as a significant migration of populations to metropolitan and tier-two cities has strained existing water infrastructure and altered consumption patterns. The urban middle class, characterized by rising disposable incomes and hectic lifestyles, is increasingly opting for the convenience and perceived safety of packaged drinking water. As a result, this demographic shift has been instrumental in driving market growth, as consumers prioritize quality and reliability in their daily hydration choices, fuelling the need for safe and reliable drinking water solutions.

Health and hygiene awareness

Growing concerns over waterborne diseases and contaminants in tap water have heightened consumer awareness about the importance of safe drinking water. Bottled water, often marketed as purified or mineral-rich, provides reassurance to consumers seeking a reliable alternative to tap water. The perception of bottled water as a healthier choice, free from harmful pollutants and microbes, contributes to its increasing popularity across demographics.

Tourism and travel

India's status as a global tourist destination significantly contributes to the demand for packaged drinking water. Tourists, both domestic and international, often prefer bottled water due to concerns about tap water quality. The hospitality sector, including hotels, restaurants, and cafes, relies heavily on bottled water to meet hygiene standards and ensure consistent quality for their patrons.

Inadequate water infrastructure

In many regions of India, inadequate water infrastructure remains a significant challenge, contributing to the rising demand for bottled water. Scarcity of clean, safe drinking water in rural and semi-urban areas pushes consumers to rely on bottled alternatives. Moreover, government initiatives aimed at improving water quality and accessibility have highlighted the need for reliable sources of drinking water, reinforcing the role of bottled water as a critical solution to meet these needs.

Product diversification and marketing strategies

The bottled water industry in India has witnessed significant product diversification, catering to evolving consumer preferences. Brands are introducing flavoured and functional waters enriched with vitamins and electrolytes to appeal to health-conscious consumers. Additionally, innovative marketing strategies, including digital campaigns and celebrity endorsements, have enhanced brand visibility and consumer engagement. The expansion of e-commerce platforms has further facilitated direct-to-consumer models, offering convenience and broadening market reach.

Growing economy

India's growing economy and rising incomes have driven demand for premium bottled water, with consumers increasingly willing to pay for quality and convenience. As a result, the market has become more accessible to a wider audience, beyond just urban centers. Competitive pricing strategies and economies of scale have enabled manufacturers to offer safe and reliable drinking water at affordable prices, further fuelling market growth and expansion into previously untapped regional markets.

Rise of single-serve households

The increasing trend of small bachelor households opting for 20-litre cans of packaged drinking water over regular house water for daily consumption is a significant growth driver for the industry. This shift is driven by convenience, perceived purity, and affordability, making packaged drinking water a preferred choice for single-person households.

Key challenges and risks for the industry

Environmental Concerns

- **Plastic pollution**

The bottled water industry contributes heavily to India's plastic waste crisis. Most bottled water is packaged in polyethylene terephthalate (PET) bottles, which are not biodegradable. While India claims to recycle over 70% of PET, a significant portion still ends up in landfills or water bodies due to improper segregation and collection.

- **Carbon footprint**

The production, bottling, and transportation of packaged water demand significant energy, emitting greenhouse gases. Water is often transported over long distances from bottling plants to urban centers, increasing its carbon footprint. As climate change mitigation becomes a national and global priority, the industry faces pressure to adopt greener alternatives, such as reusable or biodegradable packaging and localized bottling strategies.

Water scarcity and resource depletion

Many water bottling plants are located in water-stressed regions of India. These companies draw large volumes of groundwater, often exceeding local availability, leading to groundwater depletion. Communities near bottling units frequently report reduced access to potable water, and in some cases, local protests have forced closures (e.g., Coca-Cola's plant in Kerala).

Regulatory and compliance challenges

The industry is regulated by the Bureau of Indian Standards (BIS) and the Food Safety and Standards Authority of India (FSSAI). While these agencies mandate detailed testing and certifications (e.g., IS 14543 for packaged drinking water, IS 13428 for natural mineral water), compliance demands substantial investment. For small-scale players, maintaining this quality standard can be economically challenging, risking product integrity and consumer health.

Market and economic pressures

- **Highly fragmented industry**

India's packaged drinking water market consists of a few dominant national brands (e.g., Bisleri, Aquafina, Kinley) and thousands of regional and local brands. This fragmentation results in price wars and inconsistent quality. Local players often undercut prices, which discourages premium brands from investing in sustainable practices.

- **Price sensitivity**

The market is extremely price-sensitive, especially in rural and semi-urban areas. Consumers often opt for cheaper, unbranded options, affecting the viability of investments in R&D, eco-friendly packaging, or advanced purification systems. Also, any rise in input costs (e.g., fuel, plastic, energy) directly impacts margins.

Health and safety risks

- **Mineral depletion via RO**

RO (reverse osmosis) is a commonly used purification method, but it removes not just contaminants, but also essential minerals like calcium and magnesium. Long-term consumption of demineralized water may contribute to nutritional deficiencies or bone-related health issues. Health experts are increasingly cautioning against excessive dependence on RO-purified water without mineral rebalancing.

- **Microplastics in bottled water**

A growing body of research points to the presence of microplastics - tiny plastic particles smaller than 5mm- in bottled water. A study conducted by Orb Media and researchers from the State University of New York found that over 90% of popular bottled water brands globally (including those sold in India) contained microplastic particles. These particles may originate from bottle caps, packaging materials, or during the bottling process itself. Although the long-term health impact of ingesting microplastics is still being studied, preliminary findings suggest potential risks such as insulin resistance, weight gain, endocrine disruption, lowered reproductive health and even cancer. India currently lacks specific regulations on acceptable levels of microplastics in drinking water, making this a critical regulatory and public health gap.

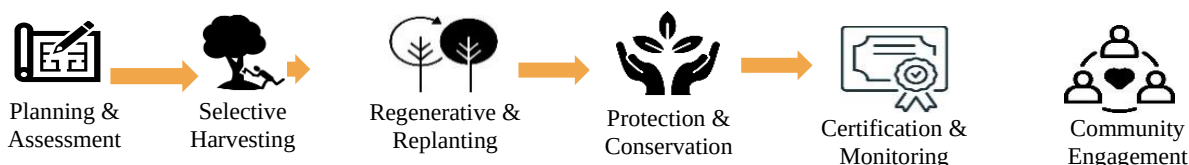
Sustainability and consumer perception risks

As public awareness around environmental issues grow, consumers are increasingly questioning the sustainability of bottled water. There's rising demand for eco-friendly alternatives, such as glass bottles, plant-based plastics, or refill stations. Brands failing to adapt may risk losing consumer loyalty, especially among the youth and urban consumers who prioritize sustainability.

7. Sustainability practices followed across paper manufacturing industries

The paper manufacturing industry has been increasingly focusing on adopting sustainable practices to minimize its environmental footprint and ensure an eco-friendlier production process. As the industry continues to evolve, companies are prioritizing sustainability initiatives that promote responsible forestry management, reduce waste, and conserve natural resources. Sustainable forestry, utilization of recycled fibres, water conservation, and waste management are just a few of the key areas where paper manufacturers are making significant strides. The adoption of renewable energy sources, innovative waste reduction and recycling methods, and waste-to-energy technologies are also gaining traction, as companies explore new ways to reduce their environmental impact. Overall, the industry's shift towards sustainability is driven by a growing recognition of the need to balance economic growth with environmental stewardship, and to create a more sustainable future for generations to come.

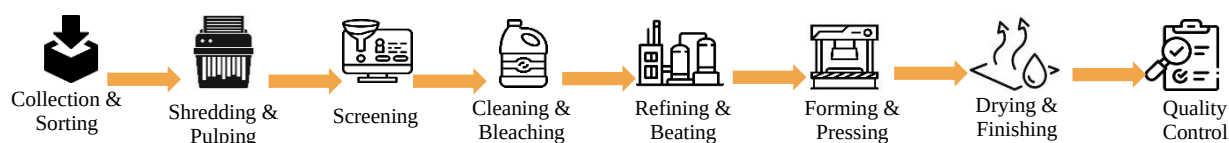
Sustainable forestry



Source: Crisil Intelligence

Sustainable forestry is a method of managing forest resources to ensure their long-term health and availability. The process begins with careful planning and assessment of forest ecosystems, including the types and health of trees and the presence of wildlife. Selective harvesting is practiced to minimize environmental impact, using reduced-impact logging methods. After trees are harvested, forests are regenerated either naturally or through replanting with native species. Conservation practices such as maintaining buffer zones and wildlife corridors help protect biodiversity. Regular monitoring ensures that forest growth keeps pace with harvesting. Third-party certifications like FSC or PEFC verify adherence to sustainability standards. Local communities are often involved in forest management, benefiting through employment and participation in decision-making.

Utilization of recycled fibers



Source: Crisil Intelligence

The process of utilizing recycled fibers in paper manufacturing involves collecting and sorting used paper and cardboard, followed by mechanical and chemical pulping to break down the fibers. The pulp is then cleaned and bleached to remove impurities and improve its brightness. The fibers are refined and beaten to improve their strength and texture and then formed into a sheet using a fourdrinier machine. The sheet is pressed to remove excess water and then dried using hot air blowers. The paper is then finished by cutting, folding, and packaging it for distribution. Quality control measures are taken to test the paper's strength, brightness, and other parameters. The use of recycled fibers helps conserve natural resources, reduces energy consumption, and lowers greenhouse gas emissions. Overall, the process of utilizing recycled fibers in paper manufacturing is a sustainable and environmentally friendly approach.

Water conservation initiatives

The paper manufacturing industry in India has been taking various water conservation initiatives to reduce its water footprint and minimize its impact on the environment. Many paper mills have implemented water recycling systems to reuse water from various processes, such as pulp washing, bleaching, and coating. Additionally, some paper mills have installed rainwater harvesting systems to collect and store rainwater for non-potable purposes. Water-efficient technologies, such as membrane bioreactors and ultrafiltration systems, are also being adopted to reduce water consumption and improve wastewater treatment.

Wastewater treatment systems adopted by the paper industry to enhance circular economy

The pulp and paper industry employs various water and wastewater treatment technologies to minimize environmental impact. These include primary, secondary, and advanced treatment processes, such as sedimentation, anaerobic treatment, and aerobic treatment etc. The industry also utilizes ozonation, UV treatment, and advanced oxidation processes to enhance treatment efficiency and ensure water reuse. Overall, the goal of these methods is to produce high-quality effluent while minimizing waste and recovering valuable resources.

Waste water treatment systems

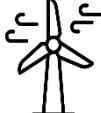
Waste water treatment systems	Description
Sedimentation technology	- Sedimentation Technology is a cost-effective and straightforward approach to separating solids from liquids is through sedimentation. - This process involves allowing suspended solids to settle in a tank, resulting in a more efficient subsequent treatment process. - To enhance the settling process, specialized equipment featuring lamella-shaped passages is often utilized, particularly for effluents with high fibre content, to maximize the removal of solid substances and produce a clearer liquid phase.
Anaerobic treatment	- It is particularly effective for treating effluents from recycled paper mills, as well as those generated during the production of containerboard. - Additionally, anaerobic treatment can be applied to wastewater from various pulping processes, including mechanical, semi-chemical, and chemical pulping, making it a versatile solution for the industry's diverse wastewater management needs.
Aerobic treatment	- Aerobic technology utilizes microorganisms that thrive in oxygen-rich environments to break down organic matter. - By introducing air into the treatment process through specialized aeration systems, these microorganisms can efficiently degrade pollutants, resulting in a more comprehensive and stable treatment outcome. - This approach enables paper mills to achieve improved plant performance, increased resilience to process fluctuations, and a higher degree of effluent quality consistency.

Source: Crisil Intelligence

Transition towards renewable energy sources

The paper industry is transitioning towards renewable energy sources to reduce its environmental footprint. Companies are adopting these sources to reduce dependence on external energy sources, lower greenhouse gas emissions, and promote sustainability.

Adoption of renewable energy sources

Key energy sources	Description
 Biomass	Biomass is the most widely used renewable energy source in the paper industry, with many mills using biomass-based power plants to generate electricity and steam. Paper mills use black liquor (a byproduct of the pulping process) and agricultural waste to produce biomass energy. Due to benefits such as waste reduction and being a source of green energy companies have started adopting it.
 Wind Power	Wind energy usage in the industry is limited compared to biomass or solar energy, primarily due to location-specific wind availability and high initial investment costs. Most paper mills are not situated in regions with strong wind potential, making on-site wind energy generation less viable..
 Hydro Power	Hydropower is not directly used by most paper mills due to the need for proximity to water sources and the complexity of hydroelectric projects. However, as some companies procure electricity from the grid, there is a possibility of the power being generated by hydroelectric means especially in regions like Himachal Pradesh and Uttarakhand.
 Solar Power	Solar energy is especially for powering administrative offices, lighting, and low-heat processes. Many paper companies have installed rooftop solar panels or use solar water heating systems to reduce reliance on grid electricity. Its modular setup and declining costs make it attractive, particularly in states with high solar irradiance. However, its intermittent nature and limited utility for high-temperature industrial processes mean it often complements, rather than replaces, other energy sources.

Key energy sources	Description
 Waste to Energy (WtE)	The paper industry has adopted various Waste to Energy (WtE) technologies to manage waste and reduce its environmental footprint. These technologies include incineration, pyrolysis, anaerobic digestion, biodiesel production, gasification, and catalytic conversion, which convert wastepaper and organic materials into energy and value-added products. Many Companies have implemented these technologies thereby reducing waste disposal costs, greenhouse gas emissions, and dependence on external energy sources, while improving environmental sustainability.

Source: Crisil Intelligence

Paper industry' increased focus on waste reduction and recycling methods

The paper industry has adopted various innovative methods to reduce waste and promote recycling, minimizing its environmental footprint. The following table outlines key strategies that are being implemented to achieve sustainability and reduce waste in the paper manufacturing process.

Waste reduction and recycling methods

Key waste reduction & recycling Methods	Description
Use of recycled fiber	A major portion of paper produced in India is made from recycled fiber, primarily recovered from used paper and cardboard. Many paper mills have set up their own waste paper collection systems and also import waste paper. Modern deinking plants are used to clean and process printed wastepaper, allowing it to be reused efficiently in the production of new paper.
Closed-loop water systems	To tackle water wastage and pollution, many paper mills have implemented closed-loop water systems. Effluent Treatment Plants (ETPs) are used to treat the water used in manufacturing so it can be reused within the plant. Some environmentally advanced mills even adopt Zero Liquid Discharge (ZLD) systems, ensuring that no wastewater is released into the environment.
Energy recovery from waste	Energy recovery from manufacturing waste is another key strategy. In wood-based paper mills, a byproduct called black liquor is burned in recovery boilers to generate steam and electricity. Additionally, some mills treat wastewater sludge using anaerobic digestion to produce biogas, which can then be used as a source of energy.
Efficient pulping and bleaching technologies	To reduce the use of harmful chemicals, mills are adopting modern pulping and bleaching methods such as oxygen delignification and enzyme-based treatments. These processes help in reducing the demand for chlorine, which is traditionally used in bleaching, and instead promote Elemental Chlorine-Free (ECF) or Totally Chlorine-Free (TCF) bleaching, both of which are more environmentally friendly.
Solid waste utilization	Solid waste generated during the papermaking process, such as fly ash and sludge, is being repurposed effectively. These byproducts are often used in making construction materials like bricks and cement or are converted into compost for agricultural use. Lime recovery kilns are also employed to reclaim lime from chemical waste for reuse in the pulping process.
Raw material optimization	Many Indian mills, especially in rural areas, utilize agricultural residues such as bagasse (from sugarcane), wheat straw, and rice husk as raw materials. This not only reduces dependency on forest-based wood pulp but also minimizes agro-waste. Additionally, paper plants implement waste minimization strategies like regular audits, lean manufacturing techniques, and the 5S workplace organization method to reduce raw material losses.

Source: Crisil Intelligence

8. Competitive landscape assessment of key players in the Indian paper packaging industry

Comparative analysis of players in the Indian paper packaging industry

In this section, Crisil Intelligence has compared the key players in the Indian paper packaging industry. Data in this section has been obtained from publicly available sources, including annual reports and investor presentations of listed players, regulatory filings, rating rationales, and/or company websites, as relevant. Financial numbers have been reclassified as per CRISIL standards unless otherwise stated

For this assessment, we have considered the following key players: Andhra Paper Ltd., ITC Ltd., JK Paper Ltd., Kuantum

Papers Ltd., NR Agarwal Industries Ltd., Ruchira Papers Ltd., Satia Industries Ltd., Seshasayee Paper & Boards Ltd., Sillverton Industries Ltd., West Coast Paper Mills Ltd.

Vintage and business of the players

Company	Year of Incorporation	Brief profile
Andhra Paper Ltd.	1964	Andhra Paper Ltd. was established in 1964 and was formerly known as International Paper Limited. The company produces writing, printing and copier papers for foreign and domestic markets
ITC Ltd.	1910	ITC Ltd was established in the year 1910 and was incorporated under the name Imperial Tobacco Company of India Limited. The company businesses span industries such as FMCG, personal care, cigarettes and cigars, education & stationery products, incense sticks and safety matches, hotels, paperboards & packaging, agri business and IT.
JK Paper Ltd.	1960	JK Paper Ltd was established in 1938 and commenced the manufacturing of straw boards. Currently the company is into the manufacturing of Office papers, coated papers, writing and printing papers and packaging boards
Kuantum Papers Ltd.	1997	Kuantum Papers Ltd was founded in the year 1980 in Punjab, India. The company is into the manufacturing of products like Maplitho, Creamwove, Specialty Paper etc.
NR Agarwal Industries Ltd.	1993	NR Agarwal industries Ltd was established in the year 1993 and is engaged in the business of manufacturing of finished paper products. The company serves both the domestic and international markets.
Ruchira Papers Ltd.	1980	Ruchira Papers Ltd was established in the year 1980. The company started out as manufacturer of Kraft papers and currently manufactures products such as Kraft Paper, Writing and Printing paper, Specialty papers etc.
Satia Industries Ltd.	1980	Satia Industries Ltd, started operations in the year 1984 as Satia Paper Mills Ltd. The company is into manufacturing of writing and printing paper and various types of specialty paper.
Seshasayee Paper & Boards Ltd.	1960	Seshasayee Paper & Boards Ltd. commenced operations in 1962. The company belongs to the SPB-Esvin Group and is into manufacturing of paper and paperboards, while the other group companies are engaged in other diverse businesses that include: sugar-manufacturing, battery-manufacturing, consulting, and research.
Sillverton Industries Ltd.	1995	Incorporated in the year 1995, the company manufactures paper for food and grocery packaging, liquid packaging, flexible packaging, secondary packaging, pharmaceutical packaging, and premium printed stationery. It has a Care Certification Pvt Ltd (CCPL) registration for its Environment Management System (ISO 14001:2015) and adopts environment friendly manufacturing practices such as responsible sourcing from Forest Stewardship Council (FSC) certified vendors, usage of waste paper as key raw material, usage of waste-to-energy boiler for electricity generation, installation of an anaerobic digester to treat organic waste generated during production.
West Coast Paper Mills Ltd.	1955	West Coast Paper Mills Ltd. was established in the year 1955. The company has two divisions. Its paper and paperboard division manufactures writing & printing paper, cup stock paper board and pulp, while its cable division manufactures optical fibre cable

Source: Annual reports, Company websites, Crisil Intelligence

Key operational parameters of players in the paper packaging industry

Segment wise presence of players in the paper packaging industry

Company	Newsprint	W&P	Packaging Paper / Board	Specialty Paper (Excluding Cupstock)	Cupstock Paper
Andhra Paper Ltd.	✗	✓	✓	✓	✓
ITC Ltd.	N.A.	✓	✓	✓	✓
JK Paper Ltd.	N.A.	✓	✓	✓	✓
Kuantum Papers Ltd.	✓	✓	✓	✓	✓
NR Agarwal Industries Ltd.	✓	✓	✓	✓	✓
Ruchira Papers Ltd.	✗	✓	✓	✓	✓
Satia Industries Ltd.	✗	✓	✓	✓	✓
Seshasayee Paper & Boards Ltd.	N.A.	✓	✓	✓	✓
Sillvertion Industries Ltd.	✗	✓	✓	✓	✓
West Coast Paper Mills Ltd.	N.A.	✓	✓	✓	✓

Note: N.A.: Not Available

Source: Annual reports, Crisil Intelligence

Product portfolio of the players in the paper packaging industry

Company	Product Portfolio
Andhra Paper Ltd.	Writing and Printing: Notebook papers, multicolour printing, publishing paper
	Copier: 65 GSM, 70 GSM, 75 GSM, 80 GSM, 100 GSM, carton & wrapper 3D etc
	Specialty Papers: cupstock, carry bag, pharma print, thermal base paper, colour poster paper, plain kraft natural shade, straw paper, cartridge paper
ITC Ltd.	Paperboards: coated virgin boards, coated recycled boards, cigarette boards, folding box boards, solid bleached sulphate board, greyback board, whiteback board
	Specialty and Graphic Boards: PE coated barrier boards, graphic boards, cupstock base, liner boards, liquid packaging boards, anti-fungal boards, solid boards
	Papers: Printing paper, anti-rust tissue, anti-fungal soap wrap, food grade paper, overlay tissue, insulating paper, flameproof paper, base paper, print base décor paper, surfacing décor paper, barrier paper
	Plastic Substitution products: Paper board, virgin fibre-based board, indobowl board, solid paperboard, anti-fungal soap wrap paper, cyber xlpac anti-fungal paperboard, lollipop/candy sticks, earbud sticks
JK Paper Ltd.	Office paper, JK bond, OGR paper in lower GSM, Ecosip paper, coated cup stock in lower GSM, MICR paper, liquid packaging board, anti-coated board, aqueous coated board, ledger paper, absorbent kraft and greeting cards, easy draw, carry bag, copier paper
Kuantum Papers Ltd.	Maplitho paper, copier paper, creamwove paper, cartridge paper, parchment paper, stiffner paper, envelopes, scrap book paper, ledger paper, cupstock, thermal paper, straw paper, bond paper, wedding card paper, colour paper, board paper, railway bond paper, board colour paper etc.
NR Agarwal Industries Ltd.	Duplex board paper, writing and printing paper, copier paper
Ruchira Papers Ltd.	Cupstock paper, wedding card paper, kraft paper, bleached kraft paper, copier paper, multicolour printing paper, office paper, notebook paper, envelope paper, corrugated fibreboard
Satia Industries Ltd.	Super snow-white paper, maplitho paper, coloured paper, cartridge paper, bond paper, duplicating paper, ledger paper, copier paper, virgin-based fibre cups

Company	Product Portfolio
Seshasayee Paper & Boards Ltd.	Copier paper, office paper, examination paper, parchment paper, ledger paper, cartridge paper, ribbed kraft paper, poster paper, cream laid paper, printer paper, ivory soft paper, carry paper, maplitho paper, bristol paper, pulp board, manila board, fibreboard, stiffner paper etc.
Sillverton Industries Ltd.	Kraft Paper: Regular high BF kraft papers ranging from 22 to 40 BF, virgin top liners, White top kraft liners, virgin grade absorbent kraft paper
	Writing and printing paper: recycled and virgin grades from 80 brightness to 94 brightness having GSM range 48 to 148 GSM, copier grade
	Cup stocks: virgin brown cup stock paper, bleached cup stock paper, unbleached cup stock paper
	Specialty paper: Lighter grammage coated 1 side paper, lighter grammage coated 2 side paper, super calendar kraft paper, clay coated kraft paper, wet strength paper label, oil and grease proof paper, medical insert paper, Bible print paper, steel mill kraft paper, inter leaving kraft paper, bleach kraft paper
West Coast Paper Mills Ltd.	Writing and Printing paper, Cup stock, paper board, pulp, optic fibre cable etc

Note: The above list of products is indicative and not an exhaustive list

Source: Annual reports, Crisil Intelligence

- There are select players in the industry offering Interleaving kraft and steel mill kraft types of specialty papers (a type of high-strength paper designed to serve as a separator between stainless steel coils and sheets) and Sillverton Industries Ltd. is one of the players offering these varieties of specialty papers.

Revenue split (domestic/exports) (FY24) and overseas presence

Company	Domestic	Export	Presence (No. of countries)
Andhra Paper Ltd.*	93.71%	6.29%	29
ITC Ltd.*	90.89%	9.11%	105
JK Paper Ltd.*	94.40%	5.60%	52
Kuantum Papers Ltd.*	94.50%	5.50%	32
NR Agarwal Industries Ltd.^	88.53%	11.47%	33
Ruchira Papers Ltd.^	98.56%	1.44%	N.A.
Satia Industries Ltd.**	95.53%	4.47%	3
Seshasayee Paper & Boards Ltd.*	88.00%	12.00%	37
Sillverton Industries Ltd.	97.35%	2.65%	18
West Coast Paper Mills Ltd.*	99.00%	1.00%	15

Note: N.A.: Not Available

For all the companies except NR Agarwal Industries Ltd., International markets served by the companies are considered as overseas presence

*For Andhra Paper Ltd., ITC Ltd., JK Paper Ltd., Kuantum Papers Ltd., Seshasayee Paper & Boards Ltd., and West Coast Paper Mills Ltd., Export percentage is calculated as a percentage of total turnover and is as reported by the respective companies

^ For NR Agarwal Industries Ltd., Export sale and export incentives are added to arrive at total exports which is then calculated as a percentage of revenue from operations to arrive at export percentage. Export opportunity has been considered as the overseas presence of the company

^^ For Ruchira Papers Ltd., Overseas revenue has been considered as exports which is then calculated as a percentage of revenue from operations to arrive at export percentage

** For Satia Industries Ltd., Export revenue has been considered as exports which is then calculated as a percentage of revenue from operations to arrive at export percentage

For ITC Ltd., the international presence of the entire group has been considered

Source: Annual reports, Crisil Intelligence

Manufacturing capabilities (FY24)

Company	No. of manufacturing facilities	Capacity (FY22)	Capacity (FY23)	Capacity (FY24)
Andhra Paper Ltd.	2	Rajahmundry, AP: Capacity of finished products – 506 TPD / ~184,690 TPA	Rajahmundry, AP: Capacity of finished products – 512 TPD / ~186,880 TPA	Rajahmundry, AP: Capacity of finished products – 512 TPD / ~186,880 TPA
		Kadiyam, AP: Capacity of finished products – 257 TPD / ~73,000TPA	Kadiyam, AP: Capacity of finished products – 200 TPD / ~73,000 TPA	Kadiyam, AP: Capacity of finished products – 200 TPD / ~73,000 TPA
ITC Ltd.*	8	N.A.	N.A.	Bhadrachalam, AP: Virgin Paper & Paperboards - ~815,000 TPA
				Tribeni, WB: Specialty Papers - ~60,000 TPA
				Kovai, TN: Recycled Boards - ~115,000 TPA
				Chennai (TN), Hardiwar (Uttarakhand), Nadiad (Gujarat), Munger (Bihar): Packaging and Printing business - converts over 1,00,000 tonnes of paper, paperboard and laminates per annum into a variety of value-added packaging solutions for the food & beverage, personal & home care products, cigarette, liquor, quick service restaurants and consumer goods industries
JK Paper Ltd.	3	Paper and Board: 7.61 Lakh TPA	Paper and Board: 7.61 Lakh TPA	Paper and Board: 7.61 Lakh TPA
Kuantum Papers Ltd.**	1	Writing and printing paper – 148,500 TPA	Pulping capacity (Agro + wood) – 380 TPD / ~138,700 TPA Paper Machine Capacity - 450 TPD / ~164,250 TPA Chemical Recovery Plant – 700 TPD / ~255,500 TPA	Pulping capacity (Agro + wood) – 380 TPD / ~138,700 TPA Paper Machine Capacity - 450 TPD / ~164,250 TPA Chemical Recovery Plant – 700 TPD / ~255,500 TPA
NR Agarwal Industries Ltd.^	3	Total Production capacity – 288,000 TPA	Total Production capacity – 246,000 TPA	Total Production capacity – 440,000 TPA
Ruchira Papers Ltd.	1	Kraft paper, writing and printing paper - 400 TPD / ~146,000	Kraft paper, writing and printing paper - 450 TPD / ~164,250	Kraft paper, writing and printing paper - 450 TPD / ~164,250
Satia Industries Ltd.	1	Writing and Printing Paper – 205,000 TPA	Writing and Printing Paper – 205,000 TPA	Writing and Printing Paper – 255,000 TPA
Seshasayee Paper & Boards Ltd.	2	Erode, TN: Paper – 165,000 TPA	Erode, TN: Paper – 165,000 TPA	Erode, TN: Paper – 165,000 TPA
		Tirunelveli, TN: Paper – 90,000 TPA	Tirunelveli, TN: Paper – 90,000 TPA	Tirunelveli, TN: Paper – 90,000 TPA

Silverton Industries Ltd.	2	Kraft Paper - 108,000 TPA Writing and Printing Paper – 108,000 TPA	Kraft Paper - 108,000 TPA Writing and Printing Paper – 108,000 TPA	Kraft Paper - 108,000 TPA Writing and Printing Paper – 108,000 TPA Cup stock Paper – 49,500 TPA
West Coast Paper Mills Ltd.	3	N.A.	Paper – 320,000 TPA Pulp – 255,000 TPA	Paper – 320,000 TPA Pulp – 255,000 TPA

Note: N.A.: Not Available

Manufacturing Capacity details for all the companies except ITC Ltd. and NR Agarwal Industries Ltd., are as reported by the companies in its annual report and may not be exhaustive as not all the companies provide complete capacity details

* For ITC Ltd., No. of manufacturing facilities shown in the above table represents the Packaging and Printing factories unit and Paper & Paperboard Mills unit. ITC Ltd. has a total of 107 manufacturing facilities for the whole group

For ITC Ltd. Additionally, the manufacturing capacity details has been taken from the company's website accessed in April 2025 and may not be exhaustive

^ For NR Agarwal Industries Ltd.,

For FY24, No. of manufacturing facilities and manufacturing capacity details are as of September 30, 2024, and has been taken from ratings rationale dated Jan 2025

For FY23, manufacturing capacity details are as per ratings rationale dated November 2023. Additionally, the total production capacity is excluding the capacity of the shutdown plant of 42,000 TPA

For FY22, manufacturing capacity details are as per ratings rationale dated September 2022. Additionally, the total production capacity is excluding the capacity of the shutdown plant of 66,000 TPA

** For Kuantum Papers Ltd., for FY22, manufacturing capacity details are as of March 31, 2022, as per ratings rationale dated December 2022. Additionally, the data for pulping capacity and chemical recovery plant capacity was not available, hence has not been included in the above table

Source: Annual reports, Ratings rationale, Crisil Intelligence

Financial overview

Operating Income (Rs. million)

Operating Income (Rs. Million)	FY22	FY23	FY24	FY25	9MFY25	CAGR (FY22- FY24)	CAGR (FY22- FY25)
Andhra Paper Ltd.*	13,808.58	21,011.51	18,014.26	15,412.41	11,338.70	14.22%	3.73%
ITC Ltd.^#	76,416.20	90,813.50	83,444.10	84,245.80	62,358.90	2.16%	3.30%
JK Paper Ltd.^	42,364.20	68,575.20	70,951.30	67,180.70	50,285.70	29.41%	16.61%
Kuantum Papers Ltd.*	8,323.41	13,111.14	12,153.46	11,070.39	8,296.90	20.84%	9.97%
NR Agarwal Industries Ltd.*	16,188.20	17,692.77	12,938.02	16,590.32	11,933.00	-10.60%	0.82%
Ruchira Papers Ltd.*	6,151.34	8,053.43	6,612.59	6,592.30	4,975.50	3.68%	2.33%
Satia Industries Ltd.*	9,036.25	18,859.10	17,262.68	15,119.87	11,153.20	38.22%	18.72%
Seshasayee Paper & Boards Ltd.^	14,197.50	21,956.30	19,105.00	17,543.80	12,520.30	16.00%	7.31%
Silverton Industries Ltd.*	6,198.32	8,683.41	8,812.00	N.A.	7,454.83	19.23%	N.A.
West Coast Paper Mills Ltd.^	33,835.05	49,265.63	44,534.97	40,622.94	30,210.00	14.73%	6.28%

Note: N.A.: Not Available

* On standalone basis

^ On consolidated basis

FY25 financials for all companies are as per their quarterly financials

All numbers are restated as per Crisil Intelligence standards and may not match company reported numbers

For ITC Ltd., revenue and the subsequent revenue growth data is for its Paperboards, Paper and Packaging division and includes inter segment revenue, while the rest of the parameters is for ITC Ltd. at consolidated level

Source: Company filings, Crisil Intelligence

OPBDIT (Rs. million)

OPBDIT (Rs. Million)	FY22	FY23	FY24	9MFY25	CAGR (FY22-FY24)
Andhra Paper Ltd.	2,268.21	7,425.21	4,336.68	1,142.90	38.27%
ITC Ltd.#	206,800.70	257,427.10	262,424.40	194,588.20	12.65%
JK Paper Ltd.	10,071.90	21,002.70	17,120.80	7,114.40	30.38%
Kuantum Papers Ltd.	1,222.37	3,813.44	3,550.50	1,827.20	70.43%
NR Agarwal Industries Ltd.	1,538.11	1,931.71	1,926.84	833.90	11.93%
Ruchira Papers Ltd.	636.70	1,092.10	818.63	806.10	13.39%
Satia Industries Ltd.	1,907.59	4,178.54	4,297.95	2,087.60	50.10%
Seshasayee Paper & Boards Ltd.	1,695.50	5,373.30	3,440.70	861.90	42.45%
Silverton Industries Ltd.	737.52	1,242.40	1,230.09	1,315.95	29.15%
West Coast Paper Mills Ltd.	6,860.41	16,793.98	11,243.19	4,003.30	28.02%

Note:

All numbers are restated as per Crisil Intelligence standards and may not match company reported numbers

OPBDIT = Operating income - total expenses before interest tax, depreciation and extraordinary items

For ITC Ltd., the numbers are for all segments and at a company level

Source: Company filings, Crisil Intelligence

EBITDA (Rs. million)

EBITDA (Rs. Million)	FY22	FY23	FY24	9MFY25	CAGR (FY22-FY24)
Andhra Paper Ltd.	2,489.11	7,774.97	4,867.69	1,853.40	39.84%
ITC Ltd.#	221,582.50	276,299.80	283,933.50	213,602.60	13.20%
JK Paper Ltd.	10,478.10	21,653.60	17,847.60	7,946.50	30.51%
Kuantum Papers Ltd.	1,238.50	3,832.89	3,393.68	1,874.00	65.53%
NR Agarwal Industries Ltd.	1,544.38	1,971.41	1,950.78	1,136.60	12.39%
Ruchira Papers Ltd.	650.99	1,109.58	844.07	829.20	13.87%
Satia Industries Ltd.	2,019.68	4,252.10	4,350.18	2,206.90	46.76%
Seshasayee Paper & Boards Ltd.	1,895.10	5,745.60	4,033.40	1,413.70	45.89%
Silverton Industries Ltd.	745.17	1,288.23	1,306.69	1,385.21	32.42%
West Coast Paper Mills Ltd.	7,178.20	17,386.45	12,636.48	5,660.00	32.68%

Note:

All numbers are restated as per Crisil Intelligence standards and may not match company reported numbers

EBITDA = OPBDIT + non-operating income

For ITC Ltd., the numbers are for all segments and at a company level

Source: Company filings, Crisil Intelligence

Profit After Tax (PAT) (Rs. million)

PAT (Rs. Million)	FY22	FY23	FY24	9MFY25	CAGR (FY22-FY24)
Andhra Paper Ltd.	1,397.32	5,224.63	3,397.39	810.57	55.93%
ITC Ltd.#	155,031.30	194,767.20	207,513.60	152,446.00	15.69%
JK Paper Ltd.	5,438.20	12,082.20	11,332.00	3,349.30	44.35%
Kuantum Papers Ltd.	134.23	1,361.52	1,838.26	890.64	270.07%
NR Agarwal Industries Ltd.	610.22	993.04	1,254.63	244.70	43.39%
Ruchira Papers Ltd.	330.94	676.27	491.95	489.30	21.92%
Satia Industries Ltd.	1,006.75	1,921.74	2,111.86	831.95	44.83%
Seshasayee Paper & Boards Ltd.	1,100.20	3,958.30	2,707.70	821.00	56.88%

PAT (Rs. Million)	FY22	FY23	FY24	9MFY25	CAGR (FY22-FY24)
Silverton Industries Ltd.	309.72	685.97	886.85	824.40	69.22%
West Coast Paper Mills Ltd.	3,458.81	10,870.12	7,860.85	2,894.90	50.75%

Note:

All numbers are restated as per Crisil Intelligence standards and may not match company reported numbers

For ITC Ltd., the numbers are for all segments and at a company level

Source: Company filings, Crisil Intelligence

- Among the players considered, Silverton Industries Ltd. had the second highest growth in PAT from FY22 to FY24. It grew at the CAGR of 69.22% from FY22 to FY24.

OPBDIT Margin (%)	FY22	FY23	FY24	9MFY25
Andhra Paper Ltd.	16.43%	35.34%	24.07%	10.08%
ITC Ltd.#	34.08%	36.28%	37.01%	34.40%
JK Paper Ltd.	23.77%	30.63%	24.13%	14.15%
Kvantum Papers Ltd.	14.69%	29.09%	29.21%	22.02%
NR Agarwal Industries Ltd.	9.50%	10.92%	14.89%	6.99%
Ruchira Papers Ltd.	10.35%	13.56%	12.38%	16.20%
Satia Industries Ltd.	21.11%	22.16%	24.90%	18.72%
Seshasayee Paper & Boards Ltd.	11.94%	24.47%	18.01%	6.88%
Silverton Industries Ltd.	11.90%	14.31%	13.96%	17.65%
West Coast Paper Mills Ltd.	20.28%	34.09%	25.25%	13.25%

Note:

All numbers are restated as per Crisil Intelligence standards and may not match company reported numbers

OPBDIT margin = OPBDIT / Operating Income

For ITC Ltd., the numbers are for all segments and at a company level

Source: Company filings, Crisil Intelligence

EBITDA Margin (%)

EBITDA Margin (%)	FY22	FY23	FY24	9MFY25
Andhra Paper Ltd.	17.74%	36.40%	26.25%	15.38%
ITC Ltd.#	35.65%	37.93%	38.87%	36.54%
JK Paper Ltd.	24.50%	31.28%	24.90%	15.55%
Kvantum Papers Ltd.	14.85%	29.19%	28.29%	22.46%
NR Agarwal Industries Ltd.	9.54%	11.12%	15.05%	9.29%
Ruchira Papers Ltd.	10.56%	13.75%	12.72%	16.59%
Satia Industries Ltd.	22.08%	22.46%	25.12%	19.58%
Seshasayee Paper & Boards Ltd.	13.16%	25.73%	20.48%	10.81%
Silverton Industries Ltd.	12.01%	14.76%	14.70%	18.41%
West Coast Paper Mills Ltd.	21.02%	34.87%	27.51%	17.76%

Note:

All numbers are restated as per Crisil Intelligence standards and may not match company reported numbers

EBITDA margin = EBITDA / Total Income

For ITC Ltd., the numbers are for all segments and at a company level

Source: Company filings, Crisil Intelligence

PAT Margin (%)

PAT Margin (%)	FY22	FY23	FY24	9MFY25
Andhra Paper Ltd.	10.12%	24.87%	18.86%	7.15%
ITC Ltd. [#]	25.55%	27.45%	29.27%	26.95%
JK Paper Ltd.	12.84%	17.62%	15.97%	6.66%
Kquantum Papers Ltd.	1.61%	10.38%	15.13%	10.73%
NR Agarwal Industries Ltd.	3.77%	5.61%	9.70%	2.05%
Ruchira Papers Ltd.	5.38%	8.40%	7.44%	9.83%
Satia Industries Ltd.	11.14%	10.19%	12.23%	7.46%
Seshasayee Paper & Boards Ltd.	7.75%	18.03%	14.17%	6.56%
Sillverton Industries Ltd.	5.00%	7.90%	10.06%	11.06%
West Coast Paper Mills Ltd.	10.22%	22.06%	17.65%	9.58%

Note:

All numbers are restated as per Crisil Intelligence standards and may not match company reported numbers

PAT margin = PAT / Operating Income

[#] For ITC Ltd., the numbers are for all segments and at a company level

Source: Company filings, Crisil Intelligence

Return on Capital Employed (RoCE) (%)

RoCE (%)	FY22	FY23	FY24
Andhra Paper Ltd.	16.68%	48.36%	24.33%
ITC Ltd. [#]	34.28%	40.22%	39.23%
JK Paper Ltd.	15.24%	27.00%	20.41%
Kquantum Papers Ltd.	6.78%	23.32%	22.96%
NR Agarwal Industries Ltd.	16.88%	20.41%	13.26%
Ruchira Papers Ltd.	13.08%	22.44%	14.80%
Satia Industries Ltd.	16.00%	20.90%	24.40%
Seshasayee Paper & Boards Ltd.	11.30%	33.91%	18.94%
Sillverton Industries Ltd.	18.25%	31.35%	24.86%
West Coast Paper Mills Ltd.	24.14%	58.42%	31.46%

Note:

All numbers are restated as per Crisil Intelligence standards and may not match company reported numbers

RoCE = Profit before interest and tax (PBIT) / (Average total debt + Average tangible network + Average deferred tax liability)

[#] For ITC Ltd., the numbers are for all segments and at a company level

Source: Company filings, Crisil Intelligence

- For FY24, Sillverton Industries Ltd. had the third highest RoCE of 24.86% among the players considered.

Return on Equity (RoE) (%)

RoE (%)	FY22	FY23	FY24
Andhra Paper Ltd.	13.55%	39.13%	19.57%
ITC Ltd. [#]	26.30%	30.91%	30.20%
JK Paper Ltd.	20.00%	35.88%	26.24%
Kquantum Papers Ltd.	3.27%	28.03%	29.07%
NR Agarwal Industries Ltd.	12.34%	17.26%	18.21%
Ruchira Papers Ltd.	11.42%	19.61%	12.39%
Satia Industries Ltd.	20.38%	30.18%	25.42%

RoE (%)	FY22	FY23	FY24
Seshasayee Paper & Boards Ltd.	9.28%	27.64%	15.39%
Sillverton Industries Ltd.	19.26%	32.75%	30.82%
West Coast Paper Mills Ltd.	22.04%	48.14%	24.93%

Note:

All numbers are restated as per Crisil Intelligence standards and may not match company reported numbers

RoE = PAT / Average tangible net worth

Tangible Networth = Total paid up equity share capital + Gross Reserves + Goodwill - Intangible Assets

For ITC Ltd., the numbers are for all segments and at a company level

Source: Company filings, Crisil Intelligence

- Sillverton Industries Ltd. had the highest RoE of 30.82% in FY24 among the players considered.

Asset Turnover Ratio

Asset Turnover Ratio	FY22	FY23	FY24
Andhra Paper Ltd.	1.44	2.12	1.56
ITC Ltd.#	2.12	2.29	2.10
JK Paper Ltd.	0.87	1.09	1.06
Kquantum Papers Ltd.	0.73	1.12	0.98
NR Agarwal Industries Ltd.	2.44	2.84	1.34
Ruchira Papers Ltd.	1.50	1.77	1.33
Satia Industries Ltd.	1.01	1.64	1.28
Seshasayee Paper & Boards Ltd.	1.48	2.13	1.81
Sillverton Industries Ltd.	2.94	3.98	3.90
West Coast Paper Mills Ltd.	1.00	1.42	1.20

Note:

All numbers are restated as per Crisil Intelligence standards and may not match company reported numbers

Asset turnover ratio = Operating income / Average gross block

For ITC Ltd., the numbers are for all segments and at a company level

Source: Company filings, Crisil Intelligence

- Among the players considered, Sillverton Industries Ltd. had the highest asset turnover ratio in FY22, FY23 and FY24 of 2.94, 3.98 and 3.90 respectively.

Interest Coverage Ratio

Interest Coverage Ratio	FY22	FY23	FY24
Andhra Paper Ltd.	59.26	152.42	123.51
ITC Ltd.#	375.18	357.47	368.46
JK Paper Ltd.	8.50	9.67	8.86
Kquantum Papers Ltd.	1.76	4.49	7.79
NR Agarwal Industries Ltd.	6.11	14.31	18.49
Ruchira Papers Ltd.	10.67	22.08	23.86
Satia Industries Ltd.	10.55	12.60	14.65
Seshasayee Paper & Boards Ltd.	65.94	230.22	188.24
Sillverton Industries Ltd.	9.03	17.09	16.63
West Coast Paper Mills Ltd.	7.25	27.09	27.05

Note:

All numbers are restated as per Crisil Intelligence standards and may not match company reported numbers

Interest coverage Ratio = Profit before depreciation, interest and tax (PBDIT) / interest and finance charges

For ITC Ltd., the numbers are for all segments and at a company level

Source: Company filings, Crisil Intelligence

Gearing Ratio

Gearing Ratio	FY22	FY23	FY24
Andhra Paper Ltd.	0.05	0.03	0.06
ITC Ltd.#	0.00	0.00	0.00
JK Paper Ltd.	1.04	0.72	0.44
Kuantum Papers Ltd.	1.83	0.93	0.72
NR Agarwal Industries Ltd.	0.27	0.21	0.73
Ruchira Papers Ltd.	0.21	0.11	0.11
Satia Industries Ltd.	0.76	0.58	0.32
Seshasayee Paper & Boards Ltd.	0.00	0.00	0.01
Sillverton Industries Ltd.	0.82	0.40	0.57
West Coast Paper Mills Ltd.	0.26	0.07	0.07

Note:

All numbers are restated as per Crisil Intelligence standards and may not match company reported numbers

Gearing ratio = Total Debt / Tangible Networth

Tangible Networth = Total paid up equity share capital + Gross Reserves + Goodwill - Intangible Assets

For ITC Ltd., the numbers are for all segments and at a company level

Source: Company filings, Crisil Intelligence

OUR BUSINESS

We have included various operational and financial performance indicators in this Draft Red Herring Prospectus, some of which may not be derived from our Restated Financial Information or otherwise subjected to an examination, audit or review by any other expert. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculations, may vary from that used by other companies in India and other jurisdictions. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and should consult their own advisors and evaluate such information in the context of the Restated Financial Information and other information relating to our business and operations included in this Draft Red Herring Prospectus. Our fiscal ends on March 31 of each year, so all references to a particular fiscal are to the twelve-month period ended March 31 of that year.

The following discussion contains certain forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in the section titled “Forward-looking Statements”, “Risk Factors”, “Restated Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 25, 38, 276 and 341, respectively.

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

Unless the context otherwise requires, in this section, references to “our Company”, “the Company”, “we”, “us”, or “our” refers to Sillverton Industries Limited (formerly known as Sillverton Industries Private Limited and Silverton Pulp Papers Private Limited).

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled “Assessment of Paper, Packaging & Packaged drinking water industry segments” dated June 27, 2025 (“**CRISIL Report**”) prepared and issued by CRISIL, pursuant to an engagement letter dated March 13, 2025. The CRISIL Report is commissioned and paid for by our Company in connection with the Offer. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. A copy of the CRISIL Report is available on the website of our Company at www.sillvertonindustries.com. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular Fiscal/ Calendar Year refers to such information for the relevant Fiscal/ Calendar Year. For further details and risks in relation to the commissioned report, see “Risk Factors – 36. Industry information included in this Draft Red Herring Prospectus has been derived from an industry report prepared by CRISIL exclusively commissioned and paid for by us for such purpose.” on page 58.*

OVERVIEW

We are engaged in manufacturing and marketing of eco-friendly specialty paper, serving a diverse spectrum of end-use industries through our integrated operations. Our comprehensive range of paper-based products comprise of (i) writing and printing paper; (ii) kraft paper; (iii) cupstock paper, and (iv) other specialised grade papers. Our product offerings find applications in (i) retail, corporate, educational and government sectors; (ii) packaging, FMCG and secondary packaging; (iii) food & beverage packaging, secondary and liquid packaging for quick service restaurants; and (iv) label and stationery solutions; and (v) the packaging for the pharmaceutical sector among others. The breadth of our product portfolio positions us to address varying customer needs across diverse markets and de-risks our business operations by reducing reliance on any single industry segment. As of December 31, 2024, we have successfully manufactured and supplied over 265 active varieties of paper and related products during the period from April 1, 2021 to December 31, 2024, reflecting the adaptability of our product portfolio.

The packaging industry in India grew at a CAGR of 15.6% from Rs. 1,567 billion in FY21 to Rs. 2,421 billion in FY24. The industry witnessed a decent volume growth in polymer and paper segments due to high demand from food products, pharma and e-commerce segments in FY25E. Food products and beverages led the growth majorly in FY25E. The industry is expected to witness a strong CAGR of 8-10% from FY25 to FY29 to reach Rs. 3,600- 3,800 billion in FY29 on the back of continuous demand across all segments. (Source CRISIL Report). We have capitalised on the growing demand in this sector by leveraging our longstanding market presence and experience of three decades which enabled us to develop insights into the preferences of our customers, understand market demands and achieve sustained growth. According to the CRISIL Report, we had the second highest growth in PAT from FY22 to FY24. Our PAT has increased at a CAGR of 70.66% from ₹ 304.27 million in Fiscal 2022 to ₹ 886.20 million in Fiscal 2024.

Over the years, we have strategically diversified our business portfolio through sustained capital expenditure, thus

evolving from a conventional paper manufacturer to a multi-paper packaging solutions company catering to a wide array of industries. Such investment in capital expenditure has enabled us to obtain benefits under favourable government policies. For example, our Company qualifies as a ‘Mega Unit’ under the Industrial Investment and Employment Promotion Policy, 2017 of Uttar Pradesh, on account of our significant capital investment of ₹ 1,697.50 million towards expanding, modernising, and diversifying our manufacturing operations, including the installation of a 16 MW coal fired boiler for captive power consumption.waste-to-energy captive power plant. As a result of this classification, we are eligible for a range of state-level subsidies and incentives. Backed by such government incentives, we have expanded our production capacity, modernised our infrastructure, and improved operational efficiencies, enabling our transition into a manufacturer of speciality paper and packaging products finding application across various industries. For further details, see “Our Business – Our Strategies - Capitalising on favourable macro policy initiatives” on page 223.

In line with our diversification strategy, our Company has also setup a packaged drinking water bottling plant with a capacity of 570 kilo litres per day/ 40,000 bottles per hour. As part of this initiative, we have entered into an arrangement with Energy Beverages Private Limited (“EBPL”), for contract manufacturing of packaged drinking water, with the technical know how of EBPL, for a period of three years.

Set out below is the break-up of product wise revenue for the period/year indicated below:

Particulars*	Nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from operations (₹ in million)	% of total revenue from operations	Revenue from operations (₹ in million)	% of total revenue from operations	Revenue from operations (₹ in million)	% of total revenue from operations	Revenue from operations (₹ in million)	% of total revenue from operations
Writing and printing paper	3,451.58	46.32	5,137.31	58.41	5,535.33	63.92	2,714.29	43.87
Kraft paper	1,583.06	21.24	1,939.90	22.05	2,395.46	27.66	3,039.06	49.12
Cupstock paper	1,397.11	18.75	1,075.50	12.23	3.68	0.04	7.45	0.12
Special Grade Paper	874.84	11.74	525.23	5.97	600.99	6.94	332.92	5.38
Others	144.97	1.95	117.91	1.34	124.52	1.44	92.82	1.50
Total	7,451.56	100.00	8,795.85	100.00	8,659.98	100.00	6,186.54	100.00

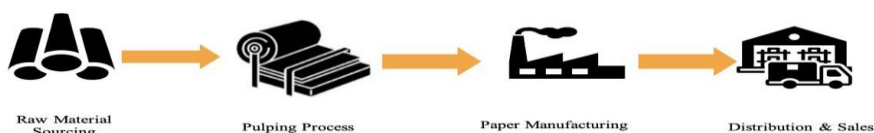
*Others include Bottling Closures, sale of scrap, etc.

For further details, see “Our Business – Product Portfolio” on page 224.

Our Company has recorded an increase in our revenue from operations by 42.18% from ₹ 6,186.54 million in Fiscal 2022 to ₹ 8,795.85 million in Fiscal 2024. Our continued endeavour to explore new applications for our existing product portfolio, has enabled us to increase our realisation and in the nine months period ended December 31, 2024, Fiscal Years 2024, 2023 and 2022, our EBITDA margin was 17.61%, 13.65%, 14.04% and 11.64%, respectively.

Manufacturing set-up

Our Manufacturing Facility is spread across 251,502 square meters (~58.92 acres) is located at Muzaffarnagar, Uttar Pradesh. Our fully integrated operations comprise raw materials sourcing, sorting and grading, pulping, deinking, refining, pressing, drying, and ultimately the conversion into finished products.



(Source: CRISIL Report)

Our Manufacturing Facility is equipped with specialised systems for conversion of raw material into pulp, which include, double stage dispersing system, double stage deinking system and double loop bleaching system. Additionally, we have installed twin wire facility with trinip press as well as triple wire facility with jumbo presses, for manufacturing writing and printing paper, kraft paper and unbleached kraft and speciality grade paper. Additionally, to enhance the value and precision of our finished products, we utilize slitters and rewinders, which convert jumbo paper rolls into customer-specific sizes, as well as sheeters and cutters, designed for formats like A3 and A4 sheets of paper. The sheeters installed by the Company generate trim free sheet as output thereby minimising wastage for customers. We have also entered into long-term arrangements with Gulshan Polyols Limited (“GPL”) wherein GPL has set up an additional onsite plant at our Manufacturing Facility to produce precipitated calcium carbonate (PCC) to support our raw material requirements, enhance optical properties, bulk, opacity of paper with help of PCC, and improve supply chain efficiency and cost-effectiveness. These advanced systems ensure that we maintain optimal production standards tailored to each product type. Our Manufacturing Facility has received ISO 9001:2015 (conformity to quality management system standard), ISO 14001:2015 (conformity to environmental management system standard) and ISO 45001:2018 (conformity to occupational health and safety management system standard) accreditations.

In addition to the above, we operate a separate bottling plant within our factory premises, equipped with machines such as blowing machine, filling machine, labeling machine, capping machine, and water purification systems. The plant is fully-automated in nature, with limited manual intervention in select processes thereby ensuring operational efficiency and consistency in output.

We also have a quality laboratory along with a dedicated quality assurance team to maintain our quality standards adequately, and for which testing procedures are conducted at various stages. As part of our internal checks, we assign unique barcodes to products manufactured and supplied in each batch to enable product traceability and facilitate identification of the specific lot or batch in the event of any quality-related complaints. For details of our quality assurance team and processes, see “Our Business- Quality Control” on page 227.

From time to time, we have invested in our Manufacturing Facility to expand our installed capacity to the current level of 270,000 MT per annum. As of nine months period ended December 31, 2024, Fiscals 2024, 2023 and 2022, we have incurred capital expenditure in manufacturing activities amounting to ₹ 1,304.98 million, ₹ 535.56 million, ₹ 316.24 million and ₹ 94.22 million, respectively.

Our installed manufacturing capacity and utilization for various product categories manufactured by us is set out below for the period/years indicated:

Fiscal / Period	Period of utilisation (in months)	Installed capacity (in MTPA)	Actual production (in MTPA)	Utilization (in %)
Writing and printing paper				
Nine months period ended December 31, 2024*	9 Months	81,000*	55,989	69.12
2024	12 Months	108,000	66,729	61.79
2023	12 Months	108,000	70,397	65.18
2022	12 Months	108,000	67,027	62.06
Kraft paper				
Nine months period ended December 31, 2024*	9 Months	81,000*	53,575	66.14
2024	12 Months	108,000	70,024	64.83
2023	12 Months	108,000	69,461	64.32
2022	12 Months	108,000	67,146	62.17
Cupstock paper				
Nine months period ended December 31, 2024*	9 Months	40,500*	29,308	72.36
2024*	11 Months	49,500*	23,964	48.41
2023**	-	-	-	-
2022**	-	-	-	-
Packaged Drinking Water (Nos.)[#]				

Fiscal / Period	Period of utilisation (in months)	Installed capacity (in MTPA)	Actual production (in MTPA)	Utilization (in %)
Nine months period ended December 31, 2024*	3 Months	86,400,000	-	-
2024	12 Months	-	-	-
2023	12 Months	-	-	-
2022	12 Months	-	-	-
Closures (Nos.)[#]				
Nine months period ended December 31, 2024*	3 Months	155,520,000	61,503,920	39.55
2024	12 Months	-	-	-
2023	12 Months	-	-	-
2022	12 Months	-	-	-

*Not on annualised basis

** Commenced operations in Fiscal 2024

[#]Our Company has installed and commenced operations at our bottling plant from September 27, 2024 and started production of packaged drinking water bottles and closures (caps for such water bottles) September 27, 2024.

For further details on historic expansion undertaken by us, see “*History and Certain Corporate Matters – Major events and milestones*” on page 244.

Our Company has also been granted FSCTM Chain-of-Custody certification by SGS Hong Kong Limited for purchase of pre-consumer and post-consumer reclaimed paper, manufacturing and sale of FSC recycled wrapping & packaging, uncoated paper, newsprint paper under transfer system. For more details of our awards and recognitions, see “*History and Certain Corporate Matters - Key awards, accreditations or recognitions*” on page 244.

Additionally, we are in the process of enhancing our production capacity by 90,000 MT per annum for manufacturing of specialised paper products including lighter grammage coated 1 side paper, lighter grammage coated 2 side paper, super calender kraft paper, clay coated kraft paper, wet strength paper label, oil and grease proof paper, which can be used in pouches, labels, food containers, and food wrapping applications. This expansion will augment our currently existing installed production capacity to a total of 360,000 MT per annum enhancing it by 33.33% enabling us to cater to high-growth, value-added segments that typically yield higher margins. For further details, see “*Our Business – Our Strategies - Capturing market opportunities in the growing paper industry and increasing wallet share in value added products by enhancing our production capacities.*” on page 221.

Sustainability initiatives

The paper manufacturing industry has been increasingly focusing on adopting sustainable practices to minimize its environmental footprint and ensure an eco-friendlier production process. As the industry continues to evolve, companies are prioritizing sustainability initiatives that promote responsible forestry management, reduce waste, and conserve natural resources (*Source: CRISIL Report*).

In line with above, we have adopted eco-friendly practices in respect of our manufacturing activities. Our utilisation of waste paper as a primary raw material and generation of electricity for captive consumption through waste-to-energy boilers, with capacity of 4.5 MW and a coal fired boiler with the capacity of 16 MW, which convert waste generated during the production process into electricity, has enabled us in effectively managing our waste and promoting sustainability. As at December 31, 2024, 55.48% of total purchases other than stock in trade in our manufacturing operations comprised a mix of domestically sourced and imported waste paper. As a manufacturer of speciality paper and packaging products, we minimize environmental impact by responsibly sourcing wood pulp from FSC certified sources and utilising waste paper as a key raw material, for delivering quality products that align with global sustainability standards. In addition, we have also entered into an agreement with a third-party power producer for supply of 3 MW AC / 4.5 MW DC of solar power to reduce dependence on conventional energy sources and lower our carbon footprint. For more details in relation to the aforesaid agreement, see “*History and Certain Corporate Matters – Key terms of other subsisting material agreements*” on page 246.

Additionally, to reduce waste and minimize environmental impact, we have also installed an anaerobic digester within our Manufacturing Facility. This system helps in the treatment of organic waste generated during production, converting it into biogas for internal usage and sale to third parties. We are also proposing to install an additional waste-to-energy captive power plant having a capacity upto 14 MW and a compressed bio gas (“CBG”) plant within our existing

Manufacturing Facility. These projects are designed to strengthen our captive energy capabilities and reduce reliance on conventional energy sources, thereby aligning our operations with sustainability goals. For further details, see “Our Business - Our Strategies – Continue to invest in our ESG initiatives by adopting sustainable practices” on page 222, “Objects of the Offer” on page 123 and “Our Business – Our Strategies - Capitalising on favourable macro policy initiatives” on page 223.

Our presence and customer network

Our Company has pan-India presence, with our products being sold in 22 states, including but not limited to, New Delhi, Uttar Pradesh, Punjab, Bihar, Madhya Pradesh, West Bengal, Maharashtra and Gujarat, as on the date of this Draft Red Herring Prospectus. Below is the break up of Revenue from Operations from India and through export for the period/years indicated:

Particulars	Nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from operations (₹ in million)	% of total revenue from operations	Revenue from operations (₹ in million)	% of total revenue from operations	Revenue from operations (₹ in million)	% of total revenue from operations	Revenue from operations (₹ in million)	% of total revenue from operations
Uttar Pradesh	2,777.87	37.28	2,894.07	32.90	2,334.97	26.96	1,730.03	27.96
Delhi	1,407.51	18.89	2,013.22	22.89	2,367.13	27.33	1,423.25	23.01
Haryana	774.65	10.40	935.46	10.64	764.90	8.83	857.55	13.86
West Bengal	708.45	9.51	587.52	6.68	1,215.96	14.04	101.99	1.65
Madhya Pradesh	342.16	4.59	55.51	0.63	25.36	0.29	16.65	0.27
Rajasthan	317.36	4.26	354.72	4.03	136.96	1.58	209.82	3.39
Uttarakhand	267.43	3.59	253.98	2.89	94.85	1.10	66.71	1.08
Chhattisgarh	205.86	2.76	99.40	1.13	56.09	0.65	10.86	0.18
Punjab	162.12	2.18	255.76	2.91	420.52	4.86	326.23	5.27
Gujarat	136.28	1.83	177.63	2.02	234.59	2.71	259.65	4.20
Other States*	174.02	2.34	935.29	10.63	548.25	6.33	372.53	6.02
Export Revenue**	177.87	2.39	233.29	2.65	460.40	5.32	811.28	13.11
Total Revenue from Operations	7,451.56	100.00	8,795.85	100.00	8,659.98	100.00	6,186.54	100.00

*Other states include Assam, Bihar, Maharashtra among others

**Export revenue has been derived from Australia, UAE, Spain, France, Sweden among others.

Select states in North India, including Uttar Pradesh, Haryana, Punjab and Delhi exhibit high population densities, exceeding 600 individuals per square kilometer, which surpasses the national average of approximately 418 people per square kilometer. Notably, these states are also characterized by high consumption patterns, as evidenced by the total consumption estimates derived from the Monthly Per Capita Consumption Expenditure (MPCE) data from the Household Consumption Expenditure Survey (2023-24) (Source: CRISIL Report). Distribution and sales of paper products in India are geographically distributed. The Western region (comprising Maharashtra, Gujarat, and Madhya Pradesh) and the Northern region (including Uttar Pradesh, Rajasthan, Punjab, and Uttarakhand) are the largest consumption centers (Source: CRISIL Report.)

In view of the same, we have implemented a region-focused strategy by concentrating our operations in North India enabling effective utilisation of our resources and infrastructure for offering premium quality paper and packaging

products to a targeted customer base. Majority of our customers have adopted a just-in-time procurement model, requiring timely and flexible delivery of raw materials aligned with their production schedules.

We have adopted a distribution strategy wherein we market and sell our products through our dealer network, who in turn sell them to end consumers engaged in diverse industries. During the nine month period ended December 31, 2024 and March 31, 2024, 2023 and 2022, we were associated with 191, 219, 202 and 212 dealers, respectively. Further, we added 26, 51, 45 and 58 new dealers during the nine-month period ended December 31, 2024 and in Fiscals March 31, 2024, 2023 and 2022, respectively. For further details, please see, “ - *Our Strengths - A comprehensive distribution network enabling access to diverse industries*” on page 226.

Our Promoters

Our Promoters, Rajeev Jain and Rajesh Jain each have experience of almost three decades in the paper manufacturing industry, our Promoters, Akshay Jain, and Sanjeev Jain, bring over two decades of experience in the industry and Monica Jain holds an experience of over eighteen years in administrative operations and human resource management. We have benefitted from the expertise of our Promoters in the paper industry which has enabled us to establish our relationships with various stakeholders and facilitating expansion of our Company’s operations. Supported by experienced team, each of our Promoters is actively involved in the critical aspects of our business, including manufacturing, procurement, finance, process and plant engineering, sales and marketing, among others. For further details, please see “ - *Competitive Strengths – Experienced Promoters with a legacy of industry presence demonstrating execution capabilities*” on page 220.

Market opportunity

The Indian paper industry is at a pivotal juncture of structural evolution, underpinned by macroeconomic transformation, shifting consumption patterns, and regulatory momentum. While traditionally characterized by fragmentation and raw material constraints, the industry is now witnessing renewed interest and investment in response to robust growth prospects across packaging, hygiene, and education-linked segments (*Source: CRISIL Report*).

A significant long-term growth driver for the Indian paper industry is the surging demand from e-commerce and packaging sectors. The increasing penetration of e-retailing platforms has catalyzed a sharp rise in shipments, with daily volumes estimated at 1.2 to 1.5 million shipments per day. This demand has translated into robust growth in paperboard consumption, which is projected to witness a 6–8% CAGR between FY2025 and FY2027, reaching ~17–18 million tonnes by the end of FY2027. Packaging demand is further reinforced by the expansion in organized retail, which is estimated to have grown by 16–18% in FY2025, and is expected to grow at a 17-19% CAGR over fiscals 2024 to 2029 to Rs 25-26 trillion, indicating increased product movement and packaging needs across FMCG, pharmaceuticals, consumer durables, and apparel industries. Paperboard, particularly folding box board (FBB), has also gained preference over traditional art boards for applications such as book covers and consumer packaging (*Source: CRISIL Report*).

The liquid packaging industry in India is experiencing significant growth, closely intertwined with the paper and paperboard sector. India's liquid packaging market is heavily reliant on paper and paperboard materials, particularly in the form of aseptic cartons (widely used for Ultra-high temperature (UHT) milk and juices, leveraging paperboard as the primary material) and laminated paper-based pouches. These eco-friendly materials offer several benefits, including biodegradability, recyclability, and compatibility with high-speed filling lines. The paper industry's emphasis on producing high-quality, food-grade paperboard has enabled the creation of packaging solutions that meet rigorous safety and hygiene standards, which is crucial for packaging liquid consumables (*Source: CRISIL Report*).

Key Performance Indicators

(₹ in million, unless stated otherwise)

Particulars	As of and for nine months period ended December 31, 2024*	For the Fiscal ended		
		2024	2023	2022
Revenue from Operations ⁽¹⁾	7,451.56	8,795.85	8,659.98	6,186.54
EBITDA ⁽²⁾	1,312.27	1,200.49	1,216.18	719.82
EBITDA Margin (%) ⁽³⁾	17.61	13.65	14.04	11.64
Profit After Tax for the Year ⁽⁴⁾	824.40	886.20	681.98	304.27
PAT Margin (%) ⁽⁵⁾	11.06	10.08	7.88	4.92
Basic EPS ⁽⁶⁾	3.36	3.61	2.78	1.24

Diluted EPS ⁽⁶⁾	3.36	3.61	2.78	1.24
Total Borrowings ⁽⁷⁾	1,938.63	1,862.11	963.73	1,418.68
Net worth ⁽⁸⁾	4,138.67	3,313.65	2,426.45	1,742.02
Return on Equity (%) ⁽⁹⁾	19.92	26.74	28.11	17.47
Return on Capital employed (%) ⁽¹⁰⁾	24.00	26.93	41.96	21.02
Debt / Equity ⁽¹¹⁾	0.47	0.56	0.40	0.81
Inventory Days ⁽¹²⁾	80	67	48	60
Paper Manufacturing Capacity (TPA) ⁽¹³⁾	270,000	270,000	216,000	216,000
Revenue CAGR (FY 2022 to FY 2024) (%) ⁽¹⁴⁾	19.24			
EBITDA CAGR (FY 2022 to FY 2024) (%) ⁽¹⁵⁾	29.14			
PAT CAGR (FY 2022 to FY 2024) (%) ⁽¹⁶⁾	70.66			

* Not annualized

As certified by Agarwal Ajay & Associates, Statutory Auditors pursuant to their certificate dated June 27, 2025.

Notes:

- ¹⁾ Revenue from operations is calculated as revenue from sale of products & services and other operating revenue as per the Restated Financial Information;
- ²⁾ EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year and adding back finance costs, depreciation and amortisation and impairment expense and reducing other income;
- ³⁾ EBITDA Margin is calculated as EBITDA divided by revenue from operations;
- ⁴⁾ PAT represents total profit after tax for the year / period;
- ⁵⁾ PAT Margin is calculated as PAT divided by Revenue from Operations;
- ⁶⁾ EPS is calculated as Net Profit after tax, as restated, divided by weighted average no. of equity shares outstanding during the year/ period. (as adjusted for change in capital due to bonus shares);
- ⁷⁾ Total Borrowings includes current and non-current borrowings
- ⁸⁾ Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as per SEBI ICDR Regulations.
- ⁹⁾ Return on Equity is calculated as PAT divided by Net worth
- ¹⁰⁾ Return on Capital Employed is calculated as EBIT divided by capital employed where (i) EBIT means EBITDA minus depreciation and amortisation expense and (ii) Capital employed means Net worth as defined in (6) above + total current & non-current borrowings– cash and cash equivalents and other bank balances;
- ¹¹⁾ Debt Equity Ratio: This is defined as total debt divided by total equity. Total debt is the sum of total current & non-current borrowings; total equity means sum of equity share capital and other equity;
- ¹²⁾ Inventory Days is calculated as inventory divided by cost of goods sold for the year / period;
- ¹³⁾ Paper Manufacturing Capacity means installed capacity of paper manufacturing facilities on annualised basis;
- ¹⁴⁾ Revenue CAGR (FY 2022 to FY 2024) measures the average annual growth rate of a company's revenue over a specific period
- ¹⁵⁾ EBITDA CAGR (FY 2022 to FY 2024) measures the average annual growth rate of a company's EBITDA over a specific period;
- ¹⁶⁾ PAT CAGR (FY 2022 to FY 2024) measures the average annual growth rate of a company's PAT over a specific period.

COMPETITIVE STRENGTHS

Diversified and continuously expanding paper-based product portfolio with wide industry application

Our comprehensive and diversified paper-based product portfolio has enabled us to capitalise on the growing demand in the paper-based packaging sector and serve a broad spectrum of end-use industries. The table sets forth below our diverse product portfolio having varied industry applications:

Product Category	Application
Writing & Printing	Advertising materials and brochures, Books and magazines, Posters, Packaging General office printing, Copying, note-taking, and drawing
Kraft Paper	Corrugated boxes, Eco-friendly carry bags in retail stores, shopping malls, protective wrapping for industrial products, Packing fruits, vegetables and brewery boxes, specialised boxes for consumer electronics, durables and auto parts, Cooling pads in coolers and AC ducts
Cupstock Paper	Food containers, Hot & cold beverage cups, Ice cream cups, Paper bowls
Specialised Grade Paper	Packaging (cartons, labels, posters), Magazine covers, Greeting cards, Food-grade

Product Category	Application
	packaging where only one printed surface is needed, Foil laminates, Precious metals packaging, printed leaflets, product inserts and folding instruction sheets inserted into medicine cartons, vials and blister packs

We are a manufacturer of both virgin pulp and recycled kraft paper, serving various industrial and commercial sectors. In order for us to be able to cater to the requirements of our customers, our products are available in a wide range of sizes. For instance, our (i) writing and printing paper is available in grams per square meter ranging from 54 to 120; (ii) kraft paper is available in grams per square meter ranging from 100 to 350; (iii) cupstock papers are available in grams per square meter ranging from 135 to 250 and (iv) other special grade paper are available in grams per square meter ranging from 35 to 350. This helps us cater to diverse requirements of our customers, by gaining access to a wide categories of end use products demanded by our customers.

Our comprehensive product portfolio enables us to cater to diverse customer requirements across multiple market segments and helps de-risk our business operations by reducing dependence on any single industry vertical.

We have further diversified our product portfolio by establishing a bottling plant for packaged drinking water, wherein we carry out the production of 570 kilo litres per day / 40,000 bottles per hour and manufacture plastic caps for such bottles. As on December 31, 2024, we have more than 265 active varieties of paper and paper related products (i.e. paper and paper related products manufactured by us during the period April 1, 2021 to December 31, 2024). We have tailored our product offerings to ensure that we are able to cater to the larger range of consumers.

We are in the process of enhancing our installed capacity by 90,000 MTPA, which will augment our currently existing installed production capacity to a total of 360,000 MTPA enhancing it by 33.33%. This will further enable us to expand its product portfolio to include specialized grade papers like lighter grammage coated 1 side paper, lighter grammage coated 2 side paper, super calender kraft paper, clay coated kraft paper, wet strength paper label, oil and grease proof paper. Our diverse product portfolio positions us well to meet the growing demands of various industries to further strengthen our position in the market. For further details, see “Our Business – Our Strategies - Capturing market opportunities in the growing paper industry and increasing wallet share in value added products by enhancing our production capacities.” on page 221.

A comprehensive distribution network enabling access to diverse industries

By offering a diversified portfolio of paper-based products tailored to meet the varied needs of industries, we have cultivated longstanding relationships with a wide network of dealers, ensuring efficient and widespread distribution to several end-use customers across multiple sectors.

Over the years, we have developed an extensive distribution network comprising 191 dealers as of December 31, 2024, enabling us to effectively reach and serve varied end use customers across the paper-based packaging industries. Our longstanding relationships with many dealers, such as B M Papers Private Limited, Sharvi India Private Limited, Saarthak Vanijya India Private Limited and P S Paper Agencies have been instrumental in driving our growth. The table sets forth below our revenue from operations from our dealers, segregated on the basis of the years of relationship with such dealers for the period/years indicated:

Period of dealer relationship	Nine-month period ended December 31, 2024			Fiscal 2024			Fiscal 2023			Fiscal 2022		
	Number of dealers as of December 31, 2024	Revenue from such dealers (₹ million)	Percent age of Revenue from operations	Number of dealers as of December 31, 2024	Revenue from such dealers (₹ million)	Percent age of Revenue from operations	Number of dealers as of December 31, 2024	Revenue from such dealers (₹ million)	Percent age of Revenue from operations	Number of dealers as of December 31, 2024	Revenue from such dealers (₹ million)	Percent age of Revenue from operations
More than five years but less than ten years	75	3,482.08	46.73	66	4,220.35	47.98	39	1,570.17	18.13	14	549.98	8.89
Five years and less	116	3,724.01	49.48	153	4,352.98	49.49	163	6,706.58	77.44	198	5,399.93	87.29

We also secure orders in respect to our writing and printing papers on a tender basis. In case of tenders, we make competitive bids and based our performance history, our bids and capability to deliver committed quantities, we are

awarded with the orders. Set out below is the revenue split for the periods indicated from orders executed through dealers and other than through dealers:

Particulars	Nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from operations (₹ in million)	% of total revenue from operations	Revenue from operations (₹ in million)	% of total revenue from operations	Revenue from operations (₹ in million)	% of total revenue from operations	Revenue from operations (₹ in million)	% of total revenue from operations
Orders executed through dealers	7,206.09	96.71	8,573.33	97.47	8,276.75	95.57	5,949.91	96.18
Orders executed other than through dealers	245.47	3.29	222.52	2.53	383.24	4.43	236.63	3.82
Total Revenue from Operations	7,451.56	100.00	8,795.85	100.00	8,659.98	100.00	6,186.54	100.00

We continuously engage with our dealers and other customers to collect product feedback and insights on market trends to drive our product development initiatives. We believe that market knowledge, financial resources and time required to develop such a dealer network present significant entry barrier for competition. As on date, we have a sales and marketing team comprising 9 employees, who develop and manage our distribution network. Regular interactions between our sales team and dealers provide valuable insights into market trends and product feedback, allowing us to align with customer preferences and deliver stronger support to boost dealer sales. Further, to ensure dealers are engaged and to reward them for their contributions, we offer incentives such as volume discounts. We also provide training and guidance programs to our dealers to ensure that they have the knowledge and skills to sell our products effectively. For further details, please see “*Our Business – Sales and Marketing*” on page 229 of this Draft Red Herring Prospectus.

Our ability to retain existing customers while continuously attracting new customers underscores the strength and resilience of our dealer network. In the nine months period ended December 31, 2024, Fiscals 2024, 2023 and 2022, we received repeat orders of 2,138.93 million, 1,873.81 million, 1,217.15 million, and 950.55 million, respectively, from our top 10 customers.

We believe that our long-standing relationships with our reputed network of third-party dealers, developed through a careful selection process and a collaborative approach, have been instrumental in scaling our business, maintaining consistent product availability, and enhancing our goodwill. For further details, see “- *Distribution Network*” on page 226.

Strategically located, integrated facilities resulting in quality products and cost and operational efficiencies

Our Manufacturing Facility spread across 251,502 square meters (~58.92 acres) is located at Muzaffarnagar, Uttar Pradesh.



- (i) **Strategic Location:** Select states in North India, including Uttar Pradesh, Haryana, Punjab and Delhi exhibit high population densities, exceeding 600 individuals per square kilometer, which surpasses the national average of approximately 418 people per square kilometer. Notably, these states are also characterized by high consumption patterns, as evidenced by the total consumption estimates derived from the Monthly Per Capita Consumption Expenditure (MPCE) data from the Household Consumption Expenditure Survey (2023-24) (*Source: CRISIL Report*). In view of the same, we have implemented a region-focused strategy by concentrating our operations in North India enabling effective utilisation of our resources and infrastructure for offering premium quality paper and packaging products to a targeted customer base. We derive majority of our revenue from Northern Indian states of Uttar Pradesh, New Delhi and Haryana, which contributed to 66.57%, 66.43%, 63.12% and 64.83% of our Revenue from Operations during the nine months period ended December 31, 2024 and Fiscals 2024, 2023 and 2022. Further, majority of our customers have adopted a just-in-time procurement model, requiring timely and flexible delivery of raw materials aligned with their production schedules.
- (ii) **Availability of land with ample scope for future expansion:** Our Manufacturing Facility is located on an aggregate land area of 251,502 square meters (~58.92 acres) of which 75,450 square metres (~ 17.68 acres) is available for future expansion. Our Manufacturing Facility has an aggregate installed capacity of 270,000 MTPA as on date of this Draft Red Herring Prospectus. We are in the process of enhancing our installed capacity by 90,000 MTPA, which will augment our currently existing installed production capacity to a total of 360,000 MTPA enhancing it by 33.33%. We are also planning to undertake capital expenditure towards enhancement of rewinder and sheeter capacities for product customization and finishing quality. This proposed expansion effectively positions us to capitalize on new opportunities across various geographies and cater to a wider customer base by leveraging our integrated operations and operational efficiencies. For further details, see “*Our Business – Our Strategies - Capturing market opportunities in the growing paper industry and increasing wallet share in value added products by enhancing our production capacities*” on page 221 and “*Objects of the Offer*” on page 123.
- (iii) **Automation:** Our Manufacturing Facility is equipped with stable and secure IT infrastructure and applications such Digital Control System (DCS) and Quality Control System (QCS). We ensure online quality monitoring through QCS. The process includes (i) automated chemical dosing for ensuring optimal chemical usage in deinking and refining; (ii) monitoring moisture, temperature, and paper thickness in real-time; (iii) automated conveyors to move raw materials and finished products; and (iv) energy optimization systems for energy management for cost and waste reduction. Our automated manufacturing process has helped us significantly increase production efficiencies while ensuring quality of our products.

Our Manufacturing Facility has received ISO 9001:2015 (conformity to quality management system standard), ISO 14001:2015 (conformity to environmental management system standard) and ISO 45001:2018 (conformity to occupational health and safety management system standard) accreditations.

We believe that our integrated Manufacturing Facility alongwith availability of land for future expansion provide us sufficient competitive advantage for future growth and further scaling up of our business. Additionally, our sustainability focused manufacturing capabilities enable us to attract additional clientele in both international and domestic markets due to their increased focus on partnering with environmentally responsible vendors.

Focus on sustainability and recycling capabilities

India’s regulatory ban on single-use plastics, effective from July 2022, has emerged as a key structural tailwind for the paper industry, particularly in packaging applications. The shift toward eco-friendly, recyclable, and biodegradable alternatives has led businesses across sectors—FMCG, food & beverage, cosmetics, and apparel—to increase adoption of paper-based packaging solutions. This regulatory push aligns with consumer trends favoring sustainability and is expected to enhance long-term demand for paperboard and specialty paper, especially for food-grade packaging and carry solutions (*Source: CRISIL Report*).

The adoption of renewable energy sources, innovative waste reduction and recycling methods, and waste-to-energy technologies are also gaining traction, as companies explore new ways to reduce their environmental impact. Overall, the industry's shift towards sustainability is driven by a growing recognition of the need to balance economic growth with environmental stewardship, and to create a more sustainable future for generations to come (*Source: CRISIL Report*).

We have adopted sustainable practices, which include utilisation of waste paper as a key raw material for manufacturing of our products and for generation of electricity for captive consumption. We have installed a waste-to-energy boiler, with a capacity 4.5 MW and a coal-fired boiler of 16 MW, which convert waste generated from our production processes, along with waste materials procured from municipal authorities, into electricity. This reduces our dependence on external power sources and supports our sustainability goals. These practices help lower our operational costs, and reduce our environmental footprint by minimizing waste generation and emissions.

Additionally, we have also installed an anaerobic digester within our Manufacturing Facility. This system treats organic waste generated during production, converting it into biogas that can be used for energy generation. The installation of the anaerobic digester further provides value by enhancing waste management processes, reducing our dependency on external energy sources, and improving overall operational efficiency. We are also proposing to install an additional waste-to-energy captive power plant of a capacity of upto 14 MW as well as a CBG plant, to be funded out of the Net Proceeds from the Offer, within our existing Manufacturing Facility. By generating renewable energy on-site, we will lower operational costs and repurpose waste into a valuable resource. For further details, see “*Our Business - Our Strategies – Continue to invest in our ESG initiatives by adopting sustainable practices*” on page 222 and “*Objects of the Offer*” on page 123.

Experienced Promoters with a legacy of industry presence demonstrating execution capabilities

Our Promoters and members of Senior Management possess relevant exposure and acumen in manufacturing of speciality paper across the value chain including raw material procurement, supplier and distribution relationships management, business development, product development, finance, operations, administration, marketing and human resource management. We leverage the understanding and the exposure of our Senior Management comprising inter-alia, our Promoters Akshay Jain, Rajeev Jain, Rajesh Jain, Monica Jain and members of Senior Management, namely, Sanjeev Jain, Deepak Vedbhushan Bhardwaj (President of our Company), Kamal Raj Goel (Head Business Excellence), Arun Kumar (General Manager -Boiler), Rashmi Ranjan Patnaik (Vice President - Human Resources and Admin) among others, in managing our operations and tapping new growth avenues. The knowledge and exposure of our Promoters and our members of Senior Management provide us with a competitive advantage as we seek to grow our existing markets and enter new geographical markets.

As on the date of this Draft Red Herring Prospectus, our Promoters collectively hold 57.47% of the pre-Offer issued, subscribed and paid-up equity share capital of our Company. For further details in relation to our Promoters, see “*Our Promoters and Promoter Group*” and “*Our Management*” on pages 265 and 248, respectively. By leveraging the experience and industry connections of our Promoters, we believe we are well-positioned to drive sustained growth and navigate the evolving challenges of the paper and packaging sector.

Financially stable business model

Our Company has organically grown its operations and has demonstrated an increase in revenues and profitability. We believe that our focus on operational and functional excellence has contributed to our track record of healthy financial performance.

According to the CRISIL Report, amongst the peer companies considered, we had the highest RoE for FY 24 and the second highest growth in PAT from FY22 to FY24. Our RoE for FY 24 was 26.74%. Our PAT has increased at a CAGR of 70.66% from ₹ 304.27 million in Fiscal 2022 to ₹ 886.20 million in Fiscal 2024.

Set forth below are certain key financial metrics demonstrating our financial performance for the nine months period ended December 31, 2024 and during the last three Fiscals:

(₹ in million, except as otherwise stated)

Particulars	As of and for nine months period ended December 31, 2024*	For the Fiscal		
		2024	2023	2022
Revenue from Operations ⁽¹⁾	7,451.56	8,795.85	8,659.98	6,186.54
EBITDA ⁽²⁾	1,312.27	1,200.49	1,216.18	719.82
EBITDA Margin (%) ⁽³⁾	17.61	13.65	14.04	11.64
Profit After Tax for the Year ⁽⁴⁾	824.40	886.20	681.98	304.27
PAT Margin (%) ⁽⁵⁾	11.06	10.08	7.88	4.92
Return on Equity (%) ⁽⁶⁾	19.92	26.74	28.11	17.47
Return on Capital employed (%) ⁽⁷⁾	24.00	26.93	41.96	21.02
Revenue CAGR (FY 2022 to FY 2024) (%) ⁽⁸⁾				19.24
EBITDA CAGR (FY 2022 to FY 2024) (%) ⁽⁹⁾				29.14
PAT CAGR (FY 2022 to FY 2024) (%) ⁽¹⁰⁾				70.66

* Not annualized

As certified by Agarwal Ajay & Associates., Chartered Accountants, Statutory Auditors pursuant to their certificate dated June 27, 2025.

Notes:

- 1) Revenue from operations is calculated as revenue from sale of products & services and other operating revenue as per the Restated Financial Information;
- 2) EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year and adding back finance costs, depreciation and amortisation and impairment expense and reducing other income;
- 3) EBITDA Margin is calculated as EBITDA divided by revenue from operations;
- 4) PAT represents total profit after tax for the year / period;
- 5) PAT Margin is calculated as PAT divided by Revenue from Operations;
- 6) Return on Equity is calculated as PAT divided by Net worth
- 7) Return on Capital Employed is calculated as EBIT divided by capital employed where (i) EBIT means EBITDA minus depreciation and amortisation expense and (ii) Capital employed means Net worth as defined in (6) above + total current & non-current borrowings– cash and cash equivalents and other bank balances;
- 8) Revenue CAGR (FY 2022 to FY 2024) measures the average annual growth rate of a company's revenue over a specific period
- 9) EBITDA CAGR (FY 2022 to FY 2024) measures the average annual growth rate of a company's EBITDA over a specific period
- 10) PAT CAGR (FY 2022 to FY 2024) measures the average annual growth rate of a company's PAT over a specific period

For further details, see “ – Key Performance Indicators” on page 214.

OUR STRATEGIES

Capturing market opportunities in the growing paper industry and increasing wallet share in value added products by enhancing our production capacities.

In India, the packaging industry is experiencing considerable growth, solidifying its position as a key player in the global packaging landscape. India's packaging industry has demonstrated consistent growth in recent years, with significant potential for further expansion, (Source: CRISIL Report). The packaging industry in India grew at a CAGR of 15.6% from Rs. 1,567 billion in FY21 to Rs. 2,421 billion in FY24. Further, the industry is expected to witness a strong CAGR of 8-10% from FY25 to FY29 to reach Rs. 3,600- 3,800 billion in FY29 on the back of continuous demand across all segments. (Source: CRISIL Report).

The beverage sector, encompassing dairy products and fruit juices, is expected to be the fastest-growing segment in India's paper packaging market, with a projected growth rate of around 21% between 2024 and 2029. This rapid growth is largely driven by the increasing demand for paper-based packaging solutions in the dairy industry, as well as the rising popularity of fruit juices and ready-to-drink beverages. As a result, paper packaging is becoming an increasingly vital component of the Indian beverage industry, offering a sustainable and safe alternative to traditional packaging materials (Source: CRISIL Report).

In order to capitalise and meet the growing demand in this industry, in line with the consumer tastes and trends, we have developed a diverse speciality paper-based product portfolio serving different industries at various price points. We typically evaluate new products based on a set of criteria, including our ability to create a differentiated offering, competitive intensity, go-to-market capability, back-end product fitment, category, scale and profitability of the new products. We plan to continue to drive diversification within our product portfolio in order to capitalise on market opportunities and cater to growing demand for sustainable paper-based packaging solutions. In this respect, we are in process of enhancing our production capacity for manufacturing of specialised paper products by 90,000 MT per annum, which will augment our currently existing installed production capacity to a total of 360,000 MT per annum.

Additionally, as part of our proposed capital expenditure initiatives, we intend to invest in enhancing machinery capacity and storage infrastructure as detailed below:

□ **Enhancement of rewinder and sheeter capacities:** The rewinder machine converts jumbo paper rolls into customer-specified sizes, corrects imperfections, and improves roll consistency. The sheeter machine cuts paper webs into standardized sheets for printing and other applications. These additions support slitting, rewinding, and sheeting operations, enabling greater customization and product quality.

□ **Construction of in-house warehouses:** We plan to build additional warehousing for raw materials and finished goods. These facilities are expected to enable storage of higher volumes of input and output materials, safeguard imported raw materials in covered environments to preserve quality, and ensure continuity in inventory management and supply chain efficiency.

Such expansion will allow us to expand our range of paper-based products and meet the growing demand for high-performance and niche paper-based packaging solutions. For further details, please see, “Objects of the Offer” on page

Certain examples of specialized papers that we plan to manufacture include:

- (i) *Lighter grammage coated 1 side paper*: This range of paper offers a smooth, high-quality surface ideal for printing vibrant images and is widely used in packaging, labels, and advertising materials across the consumer goods and retail industries.
- (ii) *Lighter grammage coated 2 side paper*: It provides a durable, smooth finish on both sides, making it ideal for high-quality printing in catalogs, brochures, and packaging in the publishing and marketing industries.
- (iii) *Super calendar kraft papers*: This is a high-strength, smooth-surfaced kraft paper commonly used in packaging applications such as bags, wrapping, and industrial packaging where durability and printability are essential.
- (iv) *Clay coated kraft paper*: This kraft paper is coated with a layer of clay to enhance smoothness, printability, and barrier properties, widely used in label making industry.
- (v) *Wet strength paper label*: It is a durable paper designed to maintain its strength and integrity when exposed to moisture, widely used in beverages.
- (vi) *Oil and grease proof paper*: Oil and grease proof paper is specially treated to resist oil and grease penetration, making it ideal for packaging food products like fast food, snacks, and bakery items.

Through our proposed expansion, we aim to capitalize on the growth opportunities within the paper industry by leveraging our current scale of operations, network of suppliers, and dealer base. Our experienced Promoters play a pivotal role in guiding our strategic initiatives and assisting us in capitalising on the evolving market landscape.

Expanding client base by increasing our global footprint

The global packaging industry has emerged as a vital component of modern commerce. The industry's growth is driven by the expansion of retail and e-commerce sectors, which rely heavily on packaging. Packaging sector growth is dependent on global goods production and on consumer demand across various industries, including food and beverages, pharmaceuticals, and personal care. (Source: CRISIL Report).

The global F&B industry is estimated to have reached a value of \$10.5 trillion - \$11 trillion in 2024. The market is expected to further reach \$12.5 trillion - \$13 trillion growing at a CAGR of 4% - 5% by 2028 backed by key factors including increasing urbanization and disposable income in developing countries, rising demand for convenient and healthy food options, and growing popularity of e-commerce for food and beverage purchases. The Asian Pacific region is a key market for F&B. This is due to the large and growing population, rising disposable incomes and growing demand for processed, convenient, and healthy foods. (Source: CRISIL Report).

We intend to capitalise on this growth paper-based packaging products to a diverse spectrum of end-use industries. In order to widen our market presence and diversify our revenue base, we intend to expand our exports to international markets. We are in the process of expanding our presence in international markets, including but not limited to, Australia, Europe, and the United Arab Emirates, with the objective of capitalising on emerging global opportunities and strengthening our position across key international growth markets. Furthermore, our strategy of diversifying our revenue base and expanding our geographical footprint helps us mitigate the risks associated with economic fluctuations in any one region. We recognize the immense opportunity presented by this rapidly evolving landscape and we are committed to leverage our manufacturing strengths to tap into this opportunity. Our revenue from export operations was ₹ 177.87 million, ₹ 233.29 million, ₹ 460.40 million and ₹ 811.28 million respectively for the nine months period ended December 31, 2024, and Fiscal 2024, 2023 and 2022. Expansion into international markets will also enable us to continue to avail export-related incentives such as duty drawback and benefits under the Remission of Duties and Taxes on Exported Products ("RoDTEP") scheme, which reimburses embedded taxes and duties on eligible export shipments, thereby supporting our cash flows and improving export competitiveness.

We intend to enhance our presence in global markets by leveraging the adaptability of our speciality paper-based product portfolio, market demand and presence in the industry.

Continue to invest in our ESG initiatives by adopting sustainable practices

The pulp and paper industry employs various water and wastewater treatment technologies to minimize environmental impact. These include primary, secondary, and advanced treatment processes, such as sedimentation, anaerobic treatment, and aerobic treatment etc. (Source: CRISIL Report).

As part of our ongoing commitment to sustainability, we have recently installed an anaerobic digester within our Manufacturing Facility. Anaerobic treatment is applied to wastewater from various pulping processes, including mechanical, semi-chemical, and chemical pulping, making it a versatile solution for the industry's diverse wastewater management needs. (Source: CRISIL Report) This anaerobic digester installed by us would help in the treatment of organic waste generated during production, and convert it into biogas that can be used for energy generation, thereby reducing dependency on external energy sources. The expected treatment capacity of the anaerobic digester is 5,000 cubic meters of waste water per day with Soluble Chemical Oxygen Demand (SCOD) of 6,503 mg/litre and expected biogas generation is 10,000-120,000 cubic meters per day.

Our Company generates electricity for captive consumption through our manufacturing process, wherein any paper waste generated is used as a raw material or fed into waste-to-energy boilers for generation of electricity. We utilize a waste-to-energy boiler, with a capacity of 4.5 MW and coal-fired boiler with a capacity of 16 MW for captive consumption and we also source solar power from a third-party power producer to ensure sustainable energy usage. As at the nine months period ended December 31, 2024, we have generated 9.35 million units of energy from our waste to energy boiler aggregating to 89.59% of total renewable energy consumed and 1.09 million units of energy through purchase of solar power aggregating to 10.41% of the total renewable energy consumed. Additionally, we have sourced and utilised 9.18% of our total power requirements in the nine months period ended December 31, 2024, from our in-house waste to electricity conversion model and third-party renewable energy sources.

We are also proposing to install an additional waste-to-energy captive power plant of a capacity upto 14 MW, to be funded out of the Net Proceeds from the Offer, as well as a CBG plant within our existing Manufacturing Facility. This investment is aimed at strengthening our captive energy infrastructure and further reducing dependency on external power sources. The new waste to energy captive power plant and CBG plant is expected to enhance the overall energy efficiency of our operations, support uninterrupted production, and contribute to long-term cost savings. It will also enable us to handle our proposed increase in production capacity more sustainably, aligning with our ongoing efforts to reduce our carbon footprint. The integration of this waste-to-energy captive power plant into our existing setup is anticipated to add value to our Manufacturing Facility by improving process reliability, operational flexibility, and environmental performance. Additionally, the CBG plant will utilize anaerobic digestion to process organic waste and generate raw biogas, which will be further upgraded to pipeline-quality CBG. The output is intended to be supplied to gas marketing companies through suitable offtake arrangements. The proposed plant is expected to produce approximately 5 to 6 metric cube of CBG per day, supporting our sustainability objectives while contributing to an additional revenue stream. Alongside CBG sales, we will generate revenue by earning EPR credits for processing organic and packaging waste. These credits can be traded or offset against obligations. Together, these initiatives will create an additional, sustainable revenue stream while supporting our regulatory compliance and environmental objectives.

Capitalising on favourable macro policy initiatives

Our Company has strategically aligned its growth and investment plans with the policy priorities of the State of Uttar Pradesh, where our Manufacturing Facility is situated. Under the Industrial Investment and Employment Promotion Policy, 2017, formulated to attract capital investments, promote industrial infrastructure, and generate employment opportunities, our Company qualifies as a 'Mega Unit'. This qualification is based on our substantial capital investment of ₹ 1,697.50 million towards the capacity enhancements in the production of writing, printing, and coated paper products, the modernisation, expansion, and diversification of our manufacturing operations, which includes the installation of a 16 MW coal fired boiler for captive power consumption. As a result of this qualification, we are eligible for a range of state-level subsidies and incentives from the Uttar Pradesh government.

In line with the eligibility framework outlined in the policy's Standard Operating Procedures (SOPs), our Company has successfully fulfilled all necessary conditions for availing such incentives. These include substantial capital deployment, operational milestones, employment generation, and adherence to environmental and regulatory compliances. As a result, we are entitled to receive reimbursement of State Goods and Services Tax (SGST) paid on sales made within Uttar Pradesh under the various operational schemes of the state government.

Leveraging this Mega Unit classification and associated fiscal benefits forms a critical pillar of our growth strategy, designed to strengthen our operational competitiveness and financial resilience. Key strategic objectives include:

- ***Operational Cost Optimisation:***

The financial incentives are expected to improve our cost structures and enhance cash flows. These benefits will allow us to optimise our operating margins and reinvest savings into modernising production processes, investing in sustainable manufacturing practices, and enhancing product quality.

- ***Capacity Expansion and Product Diversification:***

With policy support reducing financial risks associated with capital expenditure, we plan to further scale up production capacities, particularly in high-value, specialised paper packaging products such as cupstock papers, kraft papers, and food-grade packaging solutions. This expansion will also allow us to meet growing domestic and export demand across multiple end-use industries.

- *Sustainable and Integrated Manufacturing Infrastructure:*

The establishment of our 16 MW coal fired boiler for captive power consumption reflects our commitment to reliable, cost-effective, and sustainable energy consumption. This initiative ensures energy security for our operations and reduces dependency on grid power, improving operational efficiency and environmental performance.

- *Competitive Advantage for Regional Market Expansion:*

With these policy-backed financial and operational benefits, we are well-positioned to consolidate our presence in Uttar Pradesh and Northern India. Our enhanced capacities and operational efficiencies will enable us to competitively supply a wider product portfolio to industries such as food and grocery packaging, pharmaceuticals, liquid packaging, and secondary packaging.

Building on this policy-driven support, our Company has outlined further expansion plans aimed at enhancing operational sustainability and production efficiency. Through the incentives available under the Industrial Investment and Employment Promotion Policy of Uttar Pradesh, 2022, we are in the process of enhancing our production capacity for manufacturing of specialised paper products by 90,000 MT per annum, which will augment our currently existing installed production capacity to a total of 360,000 MT per annum. Additionally, we will also be installing an additional waste-to-energy captive power plant of a capacity of upto 14 MW and a CBG plant within our existing Manufacturing Facility. We intend to avail capital subsidies for the installation of the new waste-to-energy captive power plant and the CBG plant, under the eligible heads of the policy. The proposed CBG plant will enable us to adopt renewable and eco-friendly energy alternatives by utilizing biogenic waste and biomass, thereby lowering our carbon footprint and operational energy costs. This transition towards green energy sources forms an integral part of our long-term sustainability strategy.

In addition to the above, we also started benefitting from the credits under the Extended Producer Responsibility (EPR) program introduced under the Plastic Waste Management Rules, 2016. The EPR program mandates that producers, importers, and brand owners of FMCG products, pharmaceutical companies, and others take responsibility, in terms of waste management and recycling, for the waste generated by their products, with the assistance of waste management companies. By leveraging these credits, we recorded cost savings of ₹ 15.79 million aggregating to 0.21% of our total revenue from operations as of December 31, 2024. A recent Government Gazette notification dated December 6, 2024 notifying the draft Environment Protection (Extended Producer Responsibility for Packaging made from paper, glass and metal as well as sanitary products) Rules, 2024, entitles our Company to receive recycling credits starting April 1, 2026. This development positions us advantageously, as packaging companies will be required to purchase these credits from us, creating an additional and recurring revenue stream while reinforcing our leadership in sustainable practices.

By capitalizing on the financial incentives available for energy-efficient and environment-friendly projects, we aim to strengthen our overall cost competitiveness, improve profitability, and reinforce our commitment to responsible manufacturing practices. These proposed capital investments, backed by state subsidies, will enhance our ability to serve a broader customer base across multiple packaging industries while ensuring resource-efficient, eco-conscious operations. This positions us well to meet evolving market demands for sustainable packaging solutions and secure long-term operational and financial benefits.

OUR BUSINESS OPERATIONS

Product portfolio

Our comprehensive range of speciality paper-based products comprise of (i) writing and printing paper; (ii) kraft paper; (iii) cupstock paper, and (iv) other specialised grade papers.

Product Category	Quality Type	Specifications
Writing and Printing	Silver Aster	GSM Range: 54-120 Brightness: 84% ± 1
	Silver Premium	GSM Range: 54-120 Brightness: 87% ± 1

Product Category	Quality Type	Specifications
	Silver Vista	GSM Range: 54-120 Brightness: 89% $\pm$ 1
	Silver Star	GSM Range: 54-120 Brightness: 93% $\pm$ 1
	Copier Paper: Indigo	GSM Range: 65-80 Brightness: 89% $\pm$ 1 Maximum Bulk: 1.42 $\pm$.05
	Copier Paper: Eco Print	GSM Range: 65-80 Brightness: 84% $\pm$ 1 Maximum Bulk: 1.42 $\pm$.05
Kraft Paper	High BF Kraft Paper	GSM Range: 140-350
	Carry Bag Paper	GSM Range: 100 & Above
Cupstock Paper	Silver Grace	GSM Range: 135-250
Special Grade Paper	Virgin Top Liner	GSM Range: 140-350
	Virgin Kraft Liner	GSM Range: 140-350
	Korean Kraft Paper	GSM Range: 140-350
	Cooling Pad Paper	GSM Range: 90-120
	Interleaving Kraft	GSM Range: 35-45
	Medical Insert	GSM Range: 40-50
	Silver Ornate (Wedding Card)	GSM Range: 90-170
	Silver Bloom (Natural Sharde Maplitho)	GSM Range: 90-120
	Bleach Kraft	GSM Range: 50-120
	ARSR	GSM Range: 120-160

This carefully curated product portfolio reflects our commitment to serving both mainstream and niche markets, leveraging our capabilities in paper conversion and specialty paper supply to deliver versatile, sustainable, and industry-compliant packaging and paper-based solutions.

Manufacturing process

A pictographical representation of our manufacturing process is provided below:



Our Company follows an integrated manufacturing process for producing environmentally responsible paper-based products. The process includes multiple stages starting from raw material procurement to conversion of pulp into finished paper product. The key steps in our manufacturing process are as follows:

1. *Waste Paper Collection, Sorting and Grading:*

We source our key raw material, waste paper from diverse channels including domestic and international markets and municipal authorities. The waste paper so procured, is sorted into categories such as newsprint, cardboard, and white paper. Contaminants like plastics, metals, and adhesives are removed to ensure optimum quality of finished product, through manual as well as automated techniques. Bulk materials are handled via conveyor systems, and sorting lines classify the paper by type.

2. *Pulping:*

Waste paper once sorted is combined with water and chemicals in a pulper to break it down into fibers. Automated pulping machines regulate the consistency, temperature, and retention time of the mixture, ensuring efficient fiber separation.

3. *Screening & Cleaning:*

The resulting pulp is passed through an automated set up backed by advanced sensors to detect and separate non-fibrous materials such as staples, plastics, adhesives and other impurities.

4. *Deinking:*

In order to ensure the quality and consistency of the end use product, ink, adhesives, and other residual contaminants are removed using chemicals such as surfactants and hydrogen peroxide and flotation and washing processes. Computer-controlled chemical dosing systems and flotation cells optimize deinking performance.

5. *Refining:*

Cleaned pulp undergoes mechanical refining to enhance fiber bonding and improve paper quality. Automated refining systems continuously adjust fiber properties based on sensor data, ensuring consistent product performance.

6. *Paper Sheet Formation (Wire Part):*

Refined pulp is delivered to the headbox of paper machine, where it is evenly distributed onto a moving wire mesh to form a continuous paper sheet. The automated process ensures precise control of pulp flow and sheet formation.

7. *Pressing:*

The wet paper sheet passes through a series of rollers to remove excess water. Automated press sections equipped with pressure sensors adjust parameters in real time for optimal water extraction.

8. *Drying:*

Heated rollers and air dryers reduce moisture content, stabilizing the paper sheet. Temperature-controlled drying systems enhance drying efficiency while minimizing energy consumption.

9. *Calendering & Sizing:*

The dried paper is calendered through rollers to achieve desired smoothness and thickness. Depending on the application, a coating or sizing treatment is applied to enhance surface properties. Automated systems maintain uniformity across the entire production run.

10. *Cutting & Packaging:*

Finished paper is cut into specified sizes or rolls using high-speed, programmable cutting machines and subsequently packaged for dispatch. Automated packaging systems streamline this final stage, ensuring accuracy and minimizing handling time.

Distribution Network

Our Company has established a distribution network to ensure timely and efficient delivery of its products across its target markets. As on the date of this Draft Red Herring Prospectus, we have a total of 191 dealers. These dealers are strategically located across key regions to ensure strong market penetration. Primarily, we supply our products directly

to the authorized dealers and distributors, who in turn sell our products in the market to broad spectrum of end-use customers. Further, we do not enter into formal agreements with our dealers and supply our products to them based on purchase orders issued. However, we have maintained continuing relationships with most of our key dealers. For further details, please see, “ - *Strengths - A comprehensive distribution network enabling access to diverse industries* ” on page 226.

Utilities

The paper industry is transitioning towards renewable energy sources to reduce its environmental footprint. Companies are adopting these sources to reduce dependence on external energy sources, lower greenhouse gas emissions, and promote sustainability (*Source CRISIL Report*). In line with this industry trend, our Company has developed in-house captive power infrastructure comprising a waste-to-energy boiler and a coal-fired boiler with installed capacities of up to 4.5 MW and 16 MW, respectively, along with an anaerobic digester facility. The waste-to-electricity boiler and a coal fired boiler convert waste generated throughout the manufacturing process, in addition to waste merchandise procured from municipal authorities, into electricity, thereby lowering our dependency on outside energy resources and assisting our dedication to sustainability. Additionally, our Company has entered into a power purchase agreement dated May 2, 2023 (as subsequently amended) with Fourth Partner Solar Power Private Limited for the procurement of solar energy, ensuring a contracted capacity of 3 MW AC / 4.5 MW DC from a solar power plant for a term of 25 years. For further details, please see, “*Our Business*” - “*Sustainability Initiatives*” on page 212 and “*History and Certain Corporate Matters - Key terms of other subsisting material agreements*” on page 246.

Further, we source our water requirements through extraction of ground water as per approvals granted by Ground Water Department, Ministry of Jal Shakti, Government of Uttar Pradesh.

Raw material and suppliers

Our paper production primarily relies on raw materials, including Indian and imported waste paper, domestic pulp, imported pulp, hydrogen peroxide, alkyl ketene dimer (AKD), poly aluminium chloride – liquid form (PAC - liquid), PAC - powder form. To maintain the standards of quality, we source raw materials from our suppliers, such as Raj Duplex Private Limited, Bluecraft Agro Private Limited, M/s. Shree Anant Enterprises, Khanna Fiber DMCC and K R Pulp & Papers Limited.

Set forth below is a break-up of key raw materials and other consumables obtained from our suppliers in the corresponding periods:

(₹ in million, except %)

Particulars	Nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Purchase cost	% of total purchase	Purchase cost	% of total purchase	Purchase cost	% of total purchase	Purchase cost	% of total purchase
Imported Waste Paper	1,726.51	32.43	2,456.35	36.10	2,519.22	38.70	1,789.53	35.08
Domestic Waste Paper	1,227.24	23.05	923.80	13.58	1,513.47	23.25	1,461.28	28.65
Domestic Coal	457.90	8.60	738.00	10.85	728.94	11.20	694.16	13.61
Domestic Pulp	337.94	6.35	371.09	5.45	122.40	1.88	46.04	0.90
Imported Pulp	205.46	3.86	941.58	13.84	109.94	1.69	56.13	1.10
Other consumables	1,369.57	25.72	1,373.48	20.19	1,516.00	23.29	1,054.11	20.66
Total Purchases (other than stock in trade)	5,324.62	100.00	6,804.30	100.00	6,509.97	100.00	5,101.25	100.00

Quality control

We place emphasis on maintaining quality standards across our manufacturing processes to ensure that our products and comply with applicable industry norms. Our quality control (QC) systems spans across value chain—from raw material inspection to finished product testing—ensuring consistent product performance and compliance with customer specifications. Our quality control function is led by a dedicated team of 53 professionals, including chemists, who work under the supervision of Kamal Raj Goel, who is part of Senior Management and is our Head (Business Excellence). The

team is responsible for routine inspections, calibration of instruments, documentation, and ensuring compliance with internal SOPs and industry best practices. The quality control measures undertaken by them are as detailed below.

Quality control measures in relation to our paper manufacturing activities:

Raw Material Inspection

All incoming raw materials, including pulp, chemicals, and packaging materials, are subjected to quality checks. Samples are subjected to our QC supervision, tested in our in-house laboratory, and quality reports are shared with the concerned departments. This ensures that only approved inputs proceed into the production process.

In-Process Monitoring and Testing

We have implemented DCS and QCS ensuring online quality monitoring across our production lines to track and control key process parameters such as consistency, temperature, oxidation-reduction potential, brightness, GSM, ash, and moisture content in real time.

Key checkpoints include:

- **Deinking Plant (DIP):** Monitoring stage-wise brightness and degree of drainage properties at every processing stage from pulper to final tower.
- **Stock Preparation:** Testing of parameters like backwater consistency, ash content, degree of drainage properties, alkalinity, and filler retention.
- **Paper Machine:** Each jumbo roll is inspected for visual defects and tested for strength and optical properties including breaking length, tear resistance, porosity, brightness, opacity, water absorption, and surface roughness. Only rolls meeting internal quality benchmarks are cleared for winding.

Finished Product Inspection

Post-manufacturing, each batch undergoes a final inspection for parameters such as GSM, reel/sheet uniformity, surface appearance, and strength properties. Products are dispatched only after QC approval to ensure conformance with customer requirements and performance standards.

Specific quality parameters monitored include:

- Composition and suitability of raw materials
- Surface characteristics (smoothness, texture, colour)
- Opacity, brightness, and transparency
- Sizing (resistance to ink penetration)
- Mechanical strength (tensile, tear resistance)
- Accurate grammage and thickness

Quality control measures in relation to our bottling plant:

Our bottling plant adheres to a comprehensive quality assurance process. Quality checks are embedded throughout the production cycle, from raw material inspection to final product verification.

Raw Material Inspection

The primary raw material used in our bottling process is the polyethylene terephthalate (PET) preform. Upon receipt, each batch undergoes a detailed inspection that includes:

- **Visual Examination:** Identification of surface defects such as cracks, deformation, discoloration, dust, and irregular wall thickness.

- **Dimensional and Weight Consistency:** Verification of weight uniformity and structural integrity to ensure suitability for the bottle blowing process.
- **Transparency and Shape Analysis:** Assessment of clarity and conformity to shape specifications, ensuring compatibility with downstream processing equipment.

Reverse Osmosis (RO) Plant Quality Monitoring

The RO plant is a critical component in ensuring water quality. It is continuously monitored to ensure treated water meets prescribed physical, chemical, and microbiological standards. Key monitoring parameters include:

- **Operational Metrics:** Inlet and outlet pressures, flow rates, and system recovery percentages are tracked in real-time.
- **Water Quality Checks:** Routine analysis of pH levels and other quality indicators to ensure that the treated water remains within regulatory limits and safe for consumption.

Blowing, Filling, Labeling, and Capping Operations

Our plant features a fully automated high-speed bottling line where bottle blowing, filling, labeling, and capping are integrated into a single streamlined process. Quality measures include:

- **Automated Rejection:** Defective preforms are automatically identified and removed during the blowing stage.
- **Precision Engineering:** Automation ensures consistent bottle formation, accurate filling, secure capping, and precise labeling, minimizing the risk of human error and maximizing product consistency.

Final Product Quality Verification

Every finished bottle undergoes a final quality check before dispatch. The verification process includes:

- **Visual Inspection:** Bottles are examined for cleanliness, proper labelling, fill level accuracy, cap integrity, and absence of physical damage (e.g., dents, leaks, or deformities).
- **Seal Integrity and Leak Testing:** Ensures a tamper-proof, leak-resistant seal to maintain product hygiene and safety during transportation and storage.
- **Label and Batch Information Validation:** Confirms the accuracy and legibility of batch numbers, manufacturing and expiry dates, and regulatory markings.

Sales and Marketing

As on the date of this Draft Red Herring Prospectus, our Company has a total of 9 sales and marketing professionals. Our sales and marketing team for kraft paper is headed by Nitin Sharma. Additionally, the Writing & Printing Paper and Cup Stock Paper is headed by Anuj Kumar Gupta. The team operates across domestic and selected international markets through a structured, product-wise marketing approach.

Over the past years, our Company has undertaken strategic initiatives to enhance brand visibility and market outreach. This includes participation in national and regional industry events, trade fairs and targeted B2B exhibitions. Region-specific print and outdoor advertising have been carried out in industry publications. To engage and reward our dealers, we also offer incentives such as quantity discounts. We carry out our marketing efforts to enhance brand awareness, promote our products, and drive sales.

This includes costs for advertising, promotions and the development of marketing materials. Below is a break-up of the marketing expenses incurred during the Fiscals/period indicated:

(₹ in million)

Particulars	Nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Business promotion expenses	2.00	6.63	3.21	4.21

Competition

The paper industry in India comprises 800-900 mills, of which only ~550–600 are operational. Most are small or medium-sized, lacking integration, efficiency, or the ability to invest in modern processes. The top 15 producers account for only 10-20% of the total paper capacity (including newsprint) in the country. This fragmentation hinders economies of scale and leads to uneven quality, pricing, and compliance across the sector. (Source: CRISIL Report). Among the listed companies engaged in our industry, we consider JK Paper Limited, Kuantam Papers Limited, Seshasayee Paper And Boards Limited, West Coast Paper Mills Limited and N R Agarwal Industries Limited as our key competitors.

Human resources

As on May 31, 2025 we have 953 permanent employees. The following table sets forth information on the number of our staff by department, for the period ended May 31, 2025:

Department	No. of Employees
Human Resources and administration	6
Production and procurement	307
Finance and Accounts	26
Legal and Compliance	3
Operations and management	364
Quality Control and assurance	53
Sales and Marketing	9
Technology and Engineering	185

Also see, “Risk factors-9. Our Promoters, Directors, Key Managerial Personnel, Senior Management and our employees are critical to our continued success and we may be unable to attract and retain such personnel in the future” on page 44.

In addition, as of May 31, 2025, we had 95 contract labourers who are involved in various aspects of our manufacturing operations such as supervisors, operators, security officers among others.

As of the date of this Draft Red Herring Prospectus, we do not have recognized trade unions at our Manufacturing Facility.

Insurance

Our operations are subject to risks inherent to manufacturing operations, which include defects, property damage, malfunctions and failures of manufacturing equipment, fire, riots, strikes, explosions, accidents, personal injury or death, environmental pollution and natural disasters. Our principal types of insurance coverage include insurance policies for our workmen, policies in relation to standard fire and special perils insurance, marine import and export insurance, property damage policies as well as public liability insurance policy. We believe that our insurance coverage is consistent with industry standards. Our policies are subject to standard limitations. Therefore, insurance might not necessarily cover all losses incurred by us and we cannot provide any assurance that we will not incur losses or suffer claims beyond the limits of, or outside the relevant coverage of, our insurance policies. See ‘Risk Factors – 42. An inability to maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability.’ on page 60.

Information technology

We have a stable and secure IT infrastructure and applications such as s DCS and QCS. Our IT infrastructure enable us to effectively carry out document storage, inventory management, and quality monitoring. Additionally, access to these servers is strictly controlled ensuring that only authorized personnel can access our critical systems and data, our business and strategic initiatives. We have also implemented a comprehensive ERP system that is equipped with advanced dashboards and real-time reporting capabilities that enable management to monitor operational performance, inventory levels, financial transactions, and production status instantaneously. This empowers quick data-driven decision making and swift response to changing business scenarios.

Intellectual properties

Our Company has obtained the following trademark registrations:

S. No.	Registration / Application No.	Trademark	Class	Status
1.	4295048	Indigo Red	16	Registered
2.	4295049	Indigo Blu	16	Registered
3.	6350670	Silvera	16	Registered
4.	7034128	 Sillverton INDUSTRIES LIMITED SHAPING IMAGINATION	16	Pending

Properties

The following table sets forth details of our principle properties as on the date of this Draft Red Herring Prospectus:

Owned properties

A portion of our Manufacturing Facility is located on properties owned by us, the details of which are set forth below:

S. No.	Description of Property	Date of sale deed
1.	Khasra No.- 892 Hectare-0.707 Village-Makhiyali, 9th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	March 27, 1997
2.	Khasra No.- 895 Hectare-0.366 Village-Makhiyali, 9th Km, Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	May 27, 1997
3.	Khasra No.- 890 Hectare-0.974, Village-Makhiyali, 9th Km, Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	August 23, 1997
4.	Khasra No.- 894 Hectare-0.809 Village-Makhiyali, 9th Km, Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	March 17, 2006
5.	Khasra No.- 904 Hectare-0.871 Village-Makhiyali, 9th Km, Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	December 8, 2010
6.	Khasra No.- 885,886 Hectare-0.2603 Village-Makhiyali, 9th Km, Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	November 18, 2011
7.	Khasra No.- 887,889 Hectare-0.4035 Village-Makhiyali, 9th Km, Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	November 18, 2011
8.	Khasra No.- 888 Hectare-0.615 Village-Makhiyali, 9th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	November 18, 2011
9.	Khasra No.- 896,897 Hectare-0.308 Village-Makhiyali, 9th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	April 27, 2013
10.	Khasra No, - 902,903, 905,904/2 Hectare-1.4495 Village-Makhiyali, 9th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	October 10, 2014
11.	Khasra No.- 909 Hectare-1.0283 Village-Makhiyali, 9th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	January 28, 2015
12.	Khasra No. -166/1,167,169 Hectare-0.5327 Village-Bhandura, 9th Km Bhopa Road, Muzaffarnagar, U.P.	January 28, 2015
13.	Khasra No. -909 Hectare-1.0283 Village-Makhiyali, 9th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	January 28, 2015
14.	Khasra No. -166/1, 167, 169 Hectare-0.5326 Village-Bhandura, 9th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	January 28, 2015
15.	Khasra No. -859/2 860/2 Hectare-1.614 Village-Makhiyali, 9th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	May 12, 2016
16.	Khasra No. -156,157, 166/2, 169/2 Hectare-1.636 Village-Bhandura, 9th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	November 5, 2016
17.	Khasra No. -908 Hectare-0.1221 Village-Makhiyali, 9th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	January 12, 2018
18.	Khasra No. -908 Hectare-0.041 Village-Makhiyali, 9th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	January 12, 2018
19.	Khasra No. -908 Hectare-0.10094 Village-Makhiyali, 9th Km	January 12, 2018

S. No.	Description of Property	Date of sale deed
	Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	
20.	Khasra No. -908 Hectare-0.10496 Village-Makhiyali, 9th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	January 12, 2018
21.	Khasra No. -153/1, 154 Hectare-0.615 Village-Bhandura, 9th Km Bhopa Road, Muzaffarnagar, U.P.	February 17, 2020
22.	Khasra No. -158 Hectare-0.0557 Village-Bhandura, 9th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	March 7, 2020
23.	Khasra No. -158 Hectare-0.68682 Village-Bhandura, 9th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	March 7, 2020
24.	Khasra No. -899/1 Hectare-0.092 Village-Makhiyali 9th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	November 6, 2019
25.	Khasra No. -899/1 Hectare-0.092 Village-Makhiyali, 9th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	November 11, 2019
26.	Khasra No. -899/2 Hectare-0.0975 Village-Makhiyali, 9th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	November 4, 2019
27.	Khasra No. -899/2 Hectare-0.0975 Village-Makhiyali, 9th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	November 8, 2019
28.	Khasra No.- 190 Hectare-0.226 Village-Bhandura, 9th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	December 9, 2020
29.	Khasra No. -899/3 Hectare-0.092 Village-Makhiyali, 9th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	September 6, 2021
30.	Khasra No.- 899/3 Hectare-0.092 Village-Makhiyali, 9th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	September 16, 2021
31.	Khasra No. - 177 Hectare-0.717 Village-Bhandura, 9th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	November 9, 2021
32.	Khasra No. -174, 175, 180 Hectare-0.505 Village-Bhandura, 9 th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	March 18, 2023
33.	Khasra No. -168, 176, 170 Hectare-3.355 Village-Bhandura, 9th Km Bhopa Road, Muzaffarnagar, U.P.	March 18, 2023
34.	Khasra No. -912/1 Hectare-0.246 Village-Makhiyali, 9th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	September 17, 2024
35.	Khasra No. -911 Hectare-0.42 Village-Makhiyali, 9th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	September 17, 2024
36.	Khasra No. - 913 Hectare-0.1025 Village-Makhiyali, 9th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	September 17, 2024
37.	Khasra No.- 913 & 912/2 Hectare-0.2665 Village-Makhiyali, 9th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	November 7, 2024
38.	Khasra No. - 163 Hectare-0.8586 Village-Bhandura, 9th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	November 14, 2024
39.	Khasra No. -163 Hectare-0.1073 Village-Bhandura, 9th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	November 22, 2024
40.	Khasra No. -159,160,161 Hectare-1.3570 Village-Bhandura, 9th Km Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	February 17, 2025
41.	Khasra No.- 0869, 691 square meters, Makhiyaali, Muzaffarnagar, Uttar Pradesh, India	June 12, 2025
42.	Khasra No.- 0869, 691 square meters, Makhiyaali, Muzaffarnagar, Uttar Pradesh, India	June 12, 2025
43.	Khasra No.- 0869, 691 square meters, Makhiyaali, Muzaffarnagar, Uttar Pradesh, India	June 12, 2025
44.	Khasra No.- 0869, 691 square meters, Makhiyaali, Muzaffarnagar, Uttar Pradesh, India	June 12, 2025
45.	Khasra No.- 0869, 691.63 square meters, Makhiyaali, Muzaffarnagar, Uttar Pradesh, India	June 12, 2025

S. No.	Description of Property	Date of sale deed
46.	Khasra No.- 0869, 570 square meters, Makhiyaali, Muzaffarnagar, Uttar Pradesh, India	June 12, 2025

Properties on leasehold basis

Our Company has the following properties held on leasehold basis:

S. No.	Location	Primary Purpose	Lessor Name	Date of Execution of Lease	Tenure of the Lease
1.	Khasra no. 898-890, Village-Makhiyali, 9 TH KM Bhopa Road, Muzaffarnagar, Uttar Pradesh, India.	Commercial Purpose	Akshay Jain	May 1, 2025	11 months from May 1, 2025 to April 30, 2026
2.	Khasra no. 886,887,889 Village -Makhiyali, 9 TH KM Bhopa Road, Muzaffarnagar, Uttar Pradesh, India.	Commercial Purpose	Vibha Jain	May 1, 2025	11 months from May 1, 2025 to April 30, 2026
3.	Plot No. A-12, Mathura Road, Mohan Cooperative Industrial Estate, New Delhi, South East Delhi - 110044, Delhi, India	Branch Office (Procurement office)	MKJ Manufacturing Private Limited	February 03, 2025	11 months from lease commencement date i.e., February 03, 2025 to January 2, 2026
4.	8.5 Km, Bhopa Road, Muzaffarnagar, Uttar Pradesh, India	Manufacturing activities	Garg Duplex and Paper Mills Private Limited	June 2, 2025	11 months from June 2, 2025 to May 1, 2026

**Not Applicable*

Please see, “*Risk Factor – 21. We do not own certain premises used by our Company. In the event we lose or are unable to renew such leasehold rights, our business, financial condition, cash flows and results of operations may be adversely affected*” on page 50.

Corporate social responsibility

We have constituted a Corporate Social Responsibility Committee and have adopted and implemented a CSR policy pursuant to which we carry out CSR activities. In terms of our CSR policy and applicable law, our CSR expenditure can be utilised towards, initiatives such as, eradicating hunger, poverty and malnutrition, promoting health care and sanitation, ensuring environmental sustainability, ecological balance, etc. In nine months’ period ended December 31, 2024, Fiscals 2024, 2023 and 2022, we spent ₹ 13.13 million, ₹ 12.52 million, ₹ 8.96 million and ₹ 2.94 million, respectively, towards CSR activities in compliance with applicable laws.

KEY REGULATIONS AND POLICIES IN INDIA

The following description is a summary of certain key statutes, rules, regulations, notifications, memorandums, circulars and policies in India which are applicable to our Company and the business undertaken by our Company.

The information detailed in this section has been obtained from various statutes, regulations and/or local legislations and the bye laws of relevant authorities that are available in the public domain. This description may not be exhaustive and is only intended to provide general information to investors, and is neither designed, nor intended as a substitute for professional legal advice. The statements below are based on the current provisions of applicable law, which are subject to change or modification by subsequent legislative, regulatory, administrative, or judicial decisions. For details regarding the registrations and approvals obtained by our Company under applicable laws and regulations see, “*Government and other Statutory Approvals in India*” on page 372.

I. Business Related Laws

Factories Act, 1948 (“Factories Act”)

The Factories Act defines a ‘factory’ to cover any premises which employs 10 or more workers and in which manufacturing process is carried on with the aid of power and any premises where there are at least 20 workers, where a manufacturing process is being carried on without the aid of power. State Governments have the authority to formulate rules in respect of matters such as prior submission of plans and their approval for the establishment of factories and registration and licensing of factories. The Factories Act provides that the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors, must ensure the health, safety, and welfare of all workers. It provides such safeguards of workers in the factories as well as offers protection to the exploited workers and improve their working conditions. The penalties for contravention of the Factories Act include fine and imprisonment for the ‘occupier’ or ‘manager’ as defined under the Factories Act, and enhanced penalties for repeat offences and contravention of certain provisions relating to use of the hazardous materials.

Bureau of Indian Standards Act, 2016 (the “BIS Act”) read with Bureau of Indian Standards Rules, 2018 (the “BIS Rules”)

The Bureau of Indian Standards Act provides for the establishment of a national standards body for the harmonious development of the activities of standardisation, conformity assessment and quality assurance of goods, articles, processes, systems and services. The Bureau of Indian Standards Act provides for the functions of the bureau which include, inter alia: (a) recognizing the mark of any international body or institution at par with the Standard Mark for goods, article, process, system or service; (b) seeking recognition of the Bureau and of the Indian Standards outside India in any country or with any international organization; (c) carrying out market surveillance or survey of any goods, article, process, system or service to monitor their quality and publishing findings of such surveillance or surveys; and (d) promotion of quality in connection with any goods, article, process, system or service by creating awareness among the consumers and the industry and educating them about quality and standards. The Bureau of Indian Standards Rules provide a comprehensive framework for the functioning of the BIS and the implementation of its standards and certification processes. These rules establish various certification schemes for products, ensuring they meet specified standards. They emphasize quality control measures for manufacturers, requiring regular inspections and testing to maintain compliance.

The Mines and Minerals (Development and Regulation) Act, 1957

The Mines and Minerals (Development and Regulation) Act, 1957 (the “Act”) was enacted with a view to bring the regulation of mines and the development of minerals, under the control of the Union to a certain extent. The Act primarily regulates:

- (a) the conditions, procedure and manner of granting licenses for prospecting or of a exploration license and reconnaissance operations in the mining sector and matters incidental thereto; and
- (b) the conditions, procedure and manner of granting and renewal of mining licenses.

The Act also regulates the extent of the activities of the license holders and constitutes and empowers authorities to ensure that the license holders are carrying out their activities within the scope of the provisions of the Act and their respective licenses.

The Boilers Act, 2025 (“Boilers Act”)

Under the provisions of the Boilers Act, an owner of a boiler is required to get the boiler registered and certified for its use. The Boilers Act provides for inter alia the safety of life and property of persons from the danger of explosions of steam boilers and regulates the possession of steam boilers. It sets out the requirements for achieving uniformity in registration and inspection during operation and maintenance of boilers in India and provides for penalties for illegal use of boilers. It also prescribes standard requirements with respect to material, construction, safety and testing of boilers.

The Legal Metrology Act, 2009 (“L.M. Act”) and the Legal Metrology (Packaged Commodities) Rules, 2011 (the “LM Rules”)

The LM Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure, or number. The LM Act provides for, inter alia, standard weights and measures and requirements for verification and stamping of weight and measure. It lays down that the Central Government may prescribe the kinds of weights and measures for which the verification is to be done through the government approved test centre. Further, the LM Act lays down penalties for various offences, including but not limited to, using non-standard weight or measure, making any transaction, deal or contract in contravention of prescribed standards, counterfeiting of seals and tampering with license. Further, LM Rules inter alia provide that certain commodities shall be packed for sale, distribution and delivery in standard quantities as laid down under the LM Rules. It also provides for declarations that must be made on packages, where those declarations should appear on the package and the manner in which the declarations are to be made.

Electricity Act, 2003 (the “Electricity Act”)

The Electricity Act is a central legislation which covers, among others, generation, transmission, distribution, trading and use of electricity. Under the Electricity Act, the transmission, distribution and trade of electricity are regulated activities that require licenses from the Central Electricity Regulatory Commission (“CERC”), the State Electricity Regulatory Commissions (“SERCs”) or a joint commission (constituted by an agreement entered by two or more state governments or the central government in relation to one or more state governments, as the case may be. The generating company is required to establish, operate and maintain generating stations, tie-lines, sub-stations and dedicated transmission lines. Further, the generating company may supply electricity to any licensee or even directly to consumers and have a right to open access, for the purpose of carrying electricity subject to availability of adequate transmission and distribution systems and payment of transmission charges, including wheeling charges and open access charges, as may be determined by the appropriate electricity regulatory commission.

Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2023 (“CEA Regulations”)

The CEA Regulations supersede the Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2010. Enacted by the Central Electricity Authority under the Electricity Act, these regulations establish safety and electric supply measures. They outline general safety requirements for the construction, installation, protection, operation, and maintenance of electric supply lines and equipment. According to the CEA Regulations, installations, defined as any composite electrical unit used for generating, transforming, transmitting, converting, distributing, or utilizing electricity, must be periodically inspected and tested by an electrical inspector or a designated supplier at intervals not exceeding five years. If the owner fails to rectify defects identified in the inspection report, the electrical inspector has the authority to disconnect the electric supply to that installation, following a notice period of at least 48 hours.

The Food Safety and Standards Act, 2006 (“FSS Act”)

The FSS Act consolidates laws relating to food and establishes the Food Safety and Standards Authority of India (“FSSAI”), lays down science-based standards for food articles and regulates their manufacture, storage, distribution, sale and import, to ensure availability of safe and wholesome food for human consumption. The standards prescribed by the FSSAI also include specifications for food activities, flavourings, processing aids and material in contact with food, ingredients, contaminants, pesticide residue, biological hazards and labels. The FSS Act also sets out, among other things, the requirements for licensing and registration of food businesses, general principles of food safety and responsibilities of a food business operator and liability of manufacturers and sellers. The FSS Act also lays out procedure for adjudication by the Food Safety Appellate Tribunal.

Further, the Food Safety and Standards Rules, 2011 (“FSS Rules”) lay down detailed standards for various food products, which include, among others, specifications for ingredients, limit of quantities of contaminants, tolerance limits of pesticide drugs residue, biological hazards and labels.

For enforcement under the FSS Act, the ‘commissioner of food safety’, ‘food safety officer’, and ‘food analyst’ have been granted detailed powers of seizure, sampling, taking extracts, and analysis under the FSS Rules. The FSSAI has also framed, among others, the following food safety and standards regulations in relation to various food products and additives:

- Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011;
- Food Safety and Standards (Food Products Standards and Food Additives) Regulations, 2011;
- Food Safety and Standards (Prohibition and Restriction on Sales) Regulations, 2011;
- Food Safety and Standards (Contaminants, Toxins and Residues) Regulations, 2011;
- Food Safety and Standards (Approval for Non-Specified Food and Food Ingredients) Regulations, 2017
- Food Safety and Standards (Organic Food) Regulation, 2017;
- Food Safety and Standards (Food Recall Procedure) Regulation, 2017
- Food Safety and Standards (Alcoholic Beverages) Regulations, 2018;
- Food Safety and Standards (Advertising and Claims) Regulations, 2018
- Food Safety and Standards (Food Safety Auditing) Regulations, 2018
- Food Safety and Standards (Fortification of Food) Regulations 2018
- Food Safety and Standards (Packaging) Regulations, 2018;
- Food Safety and Standards (Recovery and Distribution of Surplus food) Regulation, 2019
- Food Safety and Standards (Labelling and Display) Regulations, 2020; and
- Food Safety and Standards (Vegan Foods) Regulations, 2022.
- Food Safety and Standards (Ayurveda Aahara) Regulations, 2022

Consumer Protection Act, 2019 and the rules made thereunder (“Consumer Protection Act”)

The Consumer Protection Act, which repeals the Consumer Protection Act, 1986, was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, *inter alia*, to promote and protect the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of “consumer” has been expanded under the Consumer Protection Act to include persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. It provides for the establishment of consumer disputes redressal forums and commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums, and commissions under the Consumer Protection Act, in cases of misleading and false advertisements, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakhs. In cases of manufacturing for sale or storing, selling, or distributing or importing products containing an adulterant, the imprisonment may vary between six months to seven years and fine between one lakh to ten lakh depending upon the nature of injury to the consumer.

In line with the Consumer Protection Act, the Ministry of Consumer Affairs, Food and Public Distribution, Government of India (“Ministry of Consumer Affairs”) has also notified the Consumer Protection (E-Commerce) Rules, 2020 (“E-Commerce Rules”) on July 23, 2020, which provide a framework to regulate the marketing, sale and purchase of goods and services online. The E-Commerce Rules govern e-commerce entities which own, operate, or manage, a digital or electronic facility or platform for electronic commerce, but does not include a seller offering his goods or services for sale on a marketplace e-commerce entity. The Ministry of Consumer Affairs has also released draft amendments to the E-Commerce Rules for public comments. The aforesaid draft amendments require e-commerce entities to, amongst other things, register themselves with the Department for Promotion of Industry and Internal Trade, and appoint a chief compliance officer, a nodal contact person and a resident grievance officer. Additionally, the draft amendments prohibit e-commerce entities from misleading users by manipulating search results, prohibit flash sales and abuse of dominant position, and mandate e-commerce entities to identify sponsored listings of products and services with clear and prominent disclosures.

Government Plans and Policies

Uttar Pradesh Industrial Investment and Employment Promotion Policy, 2017

The Uttar Pradesh Industrial Investment and Employment Promotion Policy, 2017 was introduced by the Government of Uttar Pradesh to foster industrial growth, attract capital-intensive investments, and generate large-scale employment within the state. Under this policy, companies making substantial fixed capital investments and committing to significant employment generation may qualify as a ‘Mega Unit.’ Qualification criteria typically include (i.) achieving a prescribed minimum investment threshold (which varies based on the sector and location), (ii.) generating direct employment for a specified number of individuals, (iii.) commencing commercial operations within a defined timeline, and securing all requisite regulatory and environmental clearances. Upon meeting these conditions, companies can apply to the State

Level Committee for approval and issuance of a Letter of Intent (LOI) confirming their Mega Unit status. Eligible Mega Units are entitled to a suite of state-level incentives, including reimbursement of State Goods and Services Tax (SGST) on intra-state sales, capital subsidies, interest subsidies on term loans, exemptions from stamp duty and electricity duty, and employment generation incentives. Additionally, Mega Units are also given priority in land allotments in industrial areas and may avail infrastructure development support from government agencies. Further benefits are extended to units undertaking waste-to-energy, renewable energy, and sustainability-linked projects, positioning qualifying companies advantageously within the circular economy framework. The policy framework requires companies to execute compliance agreements, meet operational milestones, and submit documentation evidencing eligibility to claim the applicable incentives.

In addition to provisions for Mega Units, the Uttar Pradesh Industrial Investment and Employment Promotion Policy, 2017 also offers targeted incentives for priority sectors such as agro-based industries, IT/ITES, textiles, and renewable energy. The policy is uniformly applicable across all districts of Uttar Pradesh and, though originally introduced in 2017, it allows for periodic amendments or replacement by updated policies, such as the UP Industrial Policy 2022. Typically, incentives are disbursed over a fixed tenure (for example, 5 to 10 years), subject to the enterprise's ongoing compliance with operational requirements, periodic reporting, and the submission of requisite statutory certifications. Notably, incentives sanctioned under the 2017 policy continue to remain valid and enforceable even in the event of policy revisions, ensuring regulatory stability for beneficiaries.

Uttar Pradesh Industrial Investment and Employment Promotion Policy, 2022

The Uttar Pradesh Industrial Investment and Employment Promotion Policy, 2022, aims to transform the state into a ₹ 82,000,000 million economy by fostering a progressive, innovative, and competitive industrial ecosystem. Building upon the 2017 policy, this umbrella framework offers a flexible, investor-centric incentive structure applicable across all districts of Uttar Pradesh. As per this policy, investments are categorized into four tiers—Large (₹ 500 million to ₹ 2,000 million), Mega (₹ 2,000 million to ₹ 5,000 million), Super Mega ₹ 5,000 million to ₹ 30,000 million), and Ultra Mega ₹ 30,000 million and above), with corresponding benefits. Eligible investors can choose from three mutually exclusive incentive options: (i) Capital Subsidy, (ii) Net SGST Reimbursement, or (iii) a top-up on incentives received under central Production Linked Incentive (PLI) schemes. The policy also provides additional boosters for employment generation, exports, and ecosystem development. The policy also incentivizes green practices, including financial assistance for zero liquid discharge facilities and for implementing green rating for industrial buildings, aligning with the circular economy focus.

To ensure effective implementation, Invest UP serves as the nodal agency, supported by a dedicated Policy Implementation Unit (PIU). Incentives are disbursed over defined periods, ranging from 4 to 9 years, based on project category, subject to compliance with operational milestones and statutory requirements. Importantly, benefits sanctioned under this policy remain valid even if the policy is amended or superseded, ensuring regulatory continuity for investors. The policy also emphasizes sustainable and inclusive development, offering incentives for sectors such as agro-based industries, IT/ITES, textiles, renewable energy, and waste-to-energy projects. This comprehensive approach positions Uttar Pradesh as a prime destination for both domestic and international investments.

Environmental Legislations

Environment (Protection) Act, 1986 (the “EP Act”) and the Environment (Protection) Rules, 1986 (the “EP Rules”) read with the Environmental Impact Assessment Notification, 2006 (the “EIA Notification”)

The EP Act has been enacted with the objective of protection and improvement of the environment and for matters connected therewith. As per the EP Act, the Central Government has been given the power to take all such measures for the purpose of protecting and improving the quality of the environment and to prevent, control and abate environmental pollution. Further, the Central Government has been given the power to give directions in writing to any person or officer or any authority for any of the purposes of the EP Act, including the power to direct the closure, prohibition or regulation of any industry, operation, or process. The EP Rules prescribes the standards for emission or discharge of environmental pollutants from industries, operations, or processes, prohibitions and restrictions on the location of industries as well as prohibitions and restrictions on the handling of hazardous substances in different areas for the purpose of protecting and improving the quality of the environment and preventing and abating environmental pollution. Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the spatial extent of potential impacts and potential impact on human health and natural and manmade resources.

The Water (Prevention and Control of Pollution) Act, 1974 (the “Water Act”)

The Water Act provides for the prevention and control of water pollution and the maintaining or restoring of wholesomeness of water, and the establishment of the Central Pollution Control Board, as well as state pollution control boards (“State PCB”), to implement its provisions, including to lay down standards of treatment of sewage and trade

effluents. The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set down by the State PCB. The Water Act also provides that the consent of the State PCB must be obtained prior to establishing any industry, operation or process, or opening of any new outlets, which are likely to discharge sewage effluent. The Water Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

The Water (Prevention and Control of Pollution) Cess Act, 1977 (the “Water Cess Act”)

The Water (Prevention and Control of Pollution) Cess Act, 1977 provides for the levy and collection of a cess on water consumed by persons carrying on certain industries and by local authorities. Every person carrying on certain industries and local authorities is required to pay a cess calculated on the basis of the amount of water consumed for any of the purposes specified under the Water Cess Act, at such rate not exceeding the rate specified under the Water Cess Act. A rebate of up to 25% on the cess payable is available to persons who install any plant for the treatment of sewage or trade effluent, provided that they consume water within the quantity prescribed for that category of industries and also comply with the provision relating to restrictions on new outlets and discharges under the Water (Prevention and Control of Pollution) Act, 1974 or any standards laid down under the Environment (Protection) Act, 1986.

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

The Air Act provides for the prevention, control and abatement of air pollution. Under the Air Act, the State Government may, after consultation with the relevant state pollution control board declare, by notification in the Official Gazette, any area or areas within the state as air pollution control area or areas for the purposes of the Air Act. Pursuant to the provisions of the Air Act, any person establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant state pollution control board prior to establishing or operating such industrial plant. Further, no person operating any industrial plant in any air pollution control area shall discharge or permit or cause to be discharged the emission of any air pollutant in excess of the standards laid down by the state pollution control board. The Air Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (the “Hazardous Waste Rules”)

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste. Under the Hazardous Waste Rules, ‘hazardous waste’, among others, means any waste which by reason of characteristics such as physical, chemical, biological, reactive, toxic, flammable, explosive or corrosive, causes danger or is likely to cause danger to health or environment, whether alone or in contact with other wastes or substances. Every occupier of a facility generating hazardous waste must obtain authorization from the relevant state pollution control board. Further, the occupier, importer or exporter, or operator of a disposal facility is liable for damages caused to the environment or third party resulting from the improper handling and management and disposal of hazardous waste and shall be liable to pay any financial penalty that may be levied by the respective state pollution control board for violation of the Hazardous Waste Rules.

Plastic Waste Management Rules, 2016, as amended (the “Plastic Waste Management Rules”)

The Plastic Waste Management Rules are applicable to every waste generator, local body, gram panchayat, manufacturer, importers, brand owner, plastic waste processor (recycler, co-processor, etc) and producer. Plastic Waste Management Rules lays down the process of managing the plastic waste by its manufacturer, importer, generator, amongst others. The Plastic Waste Management Rules specify the rules relating to inter alia conditions for manufacture, import, stocking, distribution, sale and use of carry bags, plastic sheets or like, or cover made of plastic sheet and plastic packaging, single-use plastic. In terms of the Plastic Waste Management Rules, all institutional generators of plastic waste, are required to, among others, segregate and store the waste generated by them in accordance with the Solid Waste Management Rules, 2016, and handover segregated wastes to authorized waste processing or disposal facilities or deposition centers, either on its own or through the authorized waste collection agency. The waste generator shall also take steps to minimize generation of plastic waste. These rules also require the producers, importers and brand owners to collect back the plastic waste generated due to their products.

Public Liability Insurance Act, 1991 (“Public Liability Act”)

The Public Liability Insurance Act, 1991 (“PLI Act”) imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. The Government by way of a notification has enumerated a list of hazardous substances. The owner or handler is also required to obtain an insurance policy insuring against liability to provide relief under the terms of the legislation. The PLI Act also provides for the establishment of the Environmental Relief Fund, which shall be utilized towards payment of relief granted under the Public Liability Act. The Public Liability Insurance Rules, 1991 mandate the employer to contribute a sum equal to the premium paid on the insurance policies towards the Environmental Relief Fund.

Fire prevention laws

The State legislatures in India have the power to endow the municipalities with the power to implement schemes and perform functions in relation to matters listed in the 12th Schedule to the Constitution of India, which includes fire services. These legislations include provisions in relation to maintenance of fire safety and life saving measures by occupiers of buildings, procedure for obtaining no objection certificate and penalties for non-compliances.

The Uttar Pradesh Fire and Emergency Services Act, 2022

The Uttar Pradesh Fire and Emergency Services Act, 2022 prescribes that any occupier of business or commercial building must apply for Fire Safety Certificate from the issuing authority. Any non-compliance or violation under the Uttar Pradesh Fire and Emergency Services Act, 2022 may result in inter alia a monetary penalty or imprisonment in certain cases.

Intellectual Property Laws

The Trade Marks Act, 1999 (the ‘Trademarks Act’)

The Trademarks Act governs the registration, statutory protection of trademarks and prevention of the use of fraudulent marks in India. Indian law permits the registration of trademarks for both goods and services. It also provides for exclusive right to marks such as brand, label, and heading and to obtain relief in case of infringement for commercial purposes as a trade description. Under the provisions of the Trademarks Act, an application for trademark registration may be made with the Trademarks Registry by any person or persons claiming to be the proprietor of a trademark, whether individually or as joint applicants, and can be made on the basis of either actual use or intention to use a trademark in the future. Once granted, a trademark registration is valid for 10 years unless cancelled, after which, it can be renewed. If not renewed, the mark lapses and the registration is required to be restored to gain protection under the provisions of the Trademarks Act. The Trademarks Act prohibits registration of deceptively similar trademarks and provides for penalties for infringement, falsifying and falsely applying trademarks among others. Further, pursuant to the notification of the Trademarks (Amendment) Act, 2010, simultaneous protection of trademark in India and other countries has been made available to owners of Indian and foreign trademarks. It also seeks to simplify the law relating to the transfer of ownership of trademarks by assignment or transmission and to bring the law in line with international practices.

Labour Law Legislations

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws, including the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Employee’s State Insurance Act, 1948, the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952, Payment of Gratuity Act, 1972, the Payment of Bonus Act, 1965, the Maternity Benefit Act, 1961, the Employee’s Compensation Act, 1923, the Trade Unions Act, 1926, Equal Remuneration Act, 1976, the Industrial Dispute Act, 1947, Apprentices Act, 1961, Industrial Employment (Standing Orders) Act, 1946, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979, the Equal Remuneration Act, 1976, the Child Labour (Prohibition and Regulation) Act, 1986, and the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

In order to rationalize and reform labour laws in India, the Government has enacted the following codes:

- (a) Code on Wages, 2019, which regulates and amalgamates wage and bonus payments and subsumes 4 existing laws namely – the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. It regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. Through its notification dated December 18, 2020, the Government of India brought into force certain sections of the Code on Wages, 2019. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India;
- (b) Industrial Relations Code, 2020, which consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes. It subsumes the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947. The Industrial Relations Code, 2020 will come into effect on a date to be notified by the Central Government;
- (c) Code on Social Security, 2020, which amends and consolidates laws relating to social security, and subsumes various social security related legislations, inter alia including Maharashtra Labour Welfare Fund Act, 1953, the Employee’s State Insurance Act, 1948, the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972. It governs the constitution and functioning of

social security organisations such as the Employee's Provident Fund and the Employee's State Insurance Corporation, regulates the payment of gratuity, the provision of maternity benefits and compensation in the event of accidents that employees may suffer, among others. Through its notification dated April 30, 2021, the Government of India brought into force section 142 of the Code on Social Security, 2020. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India;

- (d) The Occupational Safety, Health and Working Conditions Code, 2020, consolidates and amends the laws regulating the occupational safety and health and working conditions of the persons employed in an establishment. It replaces 13 old central labour laws including the Contract Labour (Regulation and Abolition) Act, 1970 and received the presidential assent on September 28, 2020. The Occupational Safety, Health and Working Conditions Code will come into effect on a date to be notified by the Central Government; and

Other than few provisions of the Code on Social Security which have been notified on May 3, 2023, the provisions of these codes shall become effective on the day that the Government shall notify for this purpose.

Contract Labour (Regulation and Abolition) Act, 1970 (the "CLRA Act")

The CLRA Act has been enacted to regulate the employment of contract labour in certain establishments, the regulation of their conditions and terms of service and to provide for its abolition in certain circumstances. The CLRA Act applies to every establishment in which 50 or more workmen are employed or were employed on any day of the preceding 12 months as contract labour. The CLRA Act vests the responsibility on the principal employer of an establishment to which the CLRA Act applies to make an application to the registered officer in the prescribed manner for registration of the establishment. In the absence of registration, a contract labour cannot be employed in the establishment. Likewise, every contractor to whom the CLRA Act applies is required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license issued. The principal employer is under an obligation to provide various facilities as provided under the CLRA Act, within a prescribed time period, in case the contractor does not provide such facilities. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA Act.

Shops and establishments legislations

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

Remission of Duties and Taxes on Exported Products ("RoDTEP")

RoDTEP scheme is an export subsidy program launched by the Indian government in January 2021. The scheme's objectives are to neutralize the costs of exported goods by providing rebates on hidden central, state, and local duties, taxes, and levies, ensure India's compliance with the WTO and boost exports in India. The RoDTEP scheme replaced the Merchandise Exports from India Scheme ("MEIS"). It covers all sectors, including textiles, marine, leather, gems and jewelry, agriculture, electrical/electronics, automobiles, machinery, and plastics. The RoDTEP scheme provides rebates as a percentage of free on board ("FOB") or a fixed amount per unit of measurement. The current RoDTEP rates are in the range of 0.3% to 4.3%.

Laws governing foreign investments

Foreign investment in India is governed by the provisions of Foreign Exchange Management Act, 1999 ("FEMA") along with the rules, regulations and notifications made by the Reserve Bank of India thereunder, and the consolidated FDI Policy ("FDI Policy") issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time. Under the current FDI Policy (effective from August 28, 2017), foreign direct investment in the sector in which company operates is permitted up to 100.00% of the paid-up share capital of the Company under the automatic route, i.e. without requiring prior government approval, subject to compliance with certain prescribed pricing guidelines and reporting requirements.

Foreign Trade (Development and Regulation) Act, 1992 ("FTA") and the Foreign Trade (Regulation) Rules, 1993 and the Foreign Trade Policy, 2023

The FTA aims to facilitate the increase in foreign trade by regulating imports and exports to and from India. It authorizes the government to announce and subsequently formulate the export and import policy and to keep amending the same on a timely basis. The government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTA read along with the Indian Foreign Trade Policy, 2023 provides that no person or company can make exports or imports without having obtained an importer exporter code (“IEC”) number unless such person or company is specifically exempted. An application for an importer exporter code number has to be made to the Office of the Director General of Foreign Trade, Ministry of Commerce. An IEC number allotted to an applicant is valid for all its branches, divisions, units, and factories. Failure to obtain the IEC number shall attract penalty under the FTA.

Laws relating to Taxation

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

Further, the Income-tax Act, 1961 (“Income Tax Act”) is applicable to every company, whether domestic or 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.

In addition to the Goods and Services Act, 2017 and the Income Tax Act, some other tax legislations that may be applicable to our Company include:

1. Income Tax Rules, 1962, as amended by the Finance Act in respective years;
2. The Customs Act, 1962;
3. Central Goods and Service Tax Act, 2017, the Central Goods and Service Tax Rules, 2017 and various state-specific legislations made thereunder;
4. State-specific legislations in relation to professional tax; and

Indian Stamp Act, 1899 and various state-specific legislations made thereunder.

Other Applicable Laws

The respective State legislatures in India have the power to endow the municipalities (as defined under Article 243Q of the Constitution of India) with the power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India which includes regulation of public health. The respective States of India have enacted laws empowering the municipalities to regulate public health including the issuance of a health trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

In addition to the above, our Company is also required to comply with the provisions of the Companies Act and rules framed thereunder, foreign exchange laws, Indian Contract Act, 1872, Transfer of Property Act, 1882, The Competition Act, 2002, Prevention of Corruption Act, 1988, SEBI Listing Regulations, RBI guidelines, Insolvency and Bankruptcy Code, 2016 (“IBC”), Consumer Protection Act, 2019, Civil Procedure Code (CPC), Bharatiya Nyaya Sanhita, 2023, Bharatiya Nagarik Suraksha Sanhita, 2023, Negotiable Instrument Act, 1881, employment laws, municipality laws and other applicable statutes enacted by the Centre or relevant State Governments and authorities for our day-to-day business and operations. Our Company is also subject to various central and state tax laws where we operate.

HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was originally incorporated as '*Silverton Pulp & Papers Limited*', as a public limited company under the Companies Act, 1956, pursuant a certificate of incorporation dated May 15, 1995 issued by the RoC. Further, the certificate of commencement of business dated May 26, 1995 was issued to our Company by the RoC. Thereafter, our Company was converted from a public limited company to a private limited company pursuant to a resolution passed by our Board of Directors at its meeting held on November 26, 2004 and a special resolution passed by our Shareholders in the EGM held on December 31, 2004, and consequently the name of our Company was changed to '*Silverton Pulp & Papers Private Limited*' and a fresh certificate of incorporation dated February 10, 2005 was issued by the Registrar of Companies, Uttar Pradesh & Uttaranchal, at Kanpur. Subsequently, in order to reflect the proposed new line of business of our Company, pursuant to a resolution passed by our Board of Directors at its meeting held on April 20, 2015 and a special resolution passed by our Shareholders at the EGM held on May 19, 2015, the name of our Company was changed to '*Silverton Industries Private Limited*' and a fresh certificate of incorporation dated May 29, 2015 was issued by the RoC. However, to realign the proposed new line of business of our Company, pursuant to a resolution passed by the Board of Directors at its meeting held on June 14, 2015 and a special resolution passed by our Shareholders at the EGM held on June 16, 2015 our Company readopted its previous name '*Silverton Pulp and Papers Private Limited*', and a fresh certificate of incorporation dated June 29, 2015, was issued by the RoC. Thereafter, in order to align with our vision of enhancing our market uniqueness, pursuant to a resolution passed by our Board of Directors at its meeting held on March 6, 2025 and a special resolution passed by our Shareholders at the EGM held on March 28, 2025, the name of our Company was changed to '*Silverton Industries Private Limited*', and a fresh certificate of incorporation dated April 22, 2025, was issued by the RoC. Subsequently, our Company was converted from a private limited company to a public company, pursuant to a resolution passed by the Board of Directors at its meeting held on April 22, 2025 and a special resolution passed by our Shareholders at the EGM held on April 22, 2025, consequent to which, the name of Company was changed to '*Silverton Industries Limited*' and a fresh certificate of incorporation dated May 8, 2025 was issued by the Registrar of Companies, Central Processing Centre.

Details of change in registered office

The registered office of our Company at the time of incorporation of our Company was Pink House, Pachenda Road, Gandhi Colony, Muzaffarnagar - 251 001, Uttar Pradesh India. The Registered Office of our Company is currently situated at 9th KM, Bhopa Road, Muzaffarnagar – 251 001, Uttar Pradesh, India. The details of changes made to our Registered Office post incorporation of our Company are provided below:

S. No.	Effective date of change	Details of change	Reason(s) for change
1.	December 14, 2000	The registered office of our Company was changed from Pink House, Pachenda Road, Gandhi Colony, Muzaffarnagar – 251 001, Uttar Pradesh, India to 9 th KM, Bhopa Road, Muzaffarnagar – 251 001, Uttar Pradesh, India.	Administrative convenience

Main objects of our Company

The main objects contained in the Memorandum of Association of our Company are as mentioned below:

1. To carry on the business as manufacturers, exporters, importers, suppliers and dealers in all kinds and classes of paper, board and pulp including writing paper, printing paper, absorbent paper, newsprint paper, wrapping paper, tissue paper, cover paper, blotting paper, filter paper, antique paper, ivory finish paper, coated paper, art paper, bank or bond paper, badami brown or buft paper bible paper, cartridge paper, cloth lined paper, azuralaid and wove paper, creamlaid and wove paper, grease proof paper gummed paper, hand made paper, parchment paper, drawing paper, craft paper, manila paper envelop paper, tracing paper, velum paper, water proof paper, carbon paper, carbonless paper sensitised paper, chemically treated paper, paste-board, duplex and triple board, hardboard, plywood, post cards, visiting cards, soda pulp, mechanical pulp, sulphite pulp, semi chemical pulp.
2. To carry on in India or elsewhere the business of manufacturing, producing, processing, converting, mixing, treating, melting, handling, buying, selling, importing, exporting, and to act as agent, broker, stockiest, distributor, engineer, metallurgist, contractor, supplier, or otherwise to deal in ferrous and non ferrous castings in all its branches including precision castings, continuous casting, grey iron castings, chilled and malleable castings, special alloy castings, steel castings, ductile-iron castings, mile-castings, aluminium castings, brass castings, copper castings, gun-metal castings, cast sections and other allied items used in industries, transportation, water supply, machine tools, railways, navy, agriculture, aviation, defence and to do all incidental acts and things for the attainment of the foregoing objects.

3. To manufacture, process, prepare, preserve, can, refine, bottle, buy, sell and deal whether as wholesalers or retailers or as exporters or importers or as principals or agents in restoratives and aerated mineral waters, packaged drinking water, and food stuffs and consumable provisions of very description for human or animal consumption and to carry on business in all natural, artificial, synthetic or chemical edible food colour.
4. To carry on in India or elsewhere the business of manufacturing, producing, processing, converting, mixing, treating, melting, handling, buying, selling importing, exporting, and to act as agent, broker, stockiest, distributor, engineer, metallurgist, contractor, supplier, or otherwise to deal in, of blowing, labeling, filling, capping, packing with different size of capacity along with their cap Plastic casting from plastic granules in all its branches.

The main objects as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out.

Amendments to our Memorandum of Association

The following amendments have been made to the Memorandum of Association of our Company in the last ten years:

Sr. No.	Date of Shareholders resolution	Particulars
1	June 16, 2015	Clause I of the Memorandum of Association was substituted to reflect the change in the name of our Company from “ <i>Silverton Industries Private Limited</i> ” to “ <i>Silverton Pulp and Papers Private Limited</i> ”.
2	August 25, 2015	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital of our Company from ₹ 60,000,000 divided into 4,000,000 equity shares of face values of ₹ 10 each and 2,000,000 Preference Shares of face value of ₹ 10 each to ₹ 100,000,000 divided into 8,000,000 equity shares of face values of ₹ 10 each and 2,000,000 Preference Shares of face value of ₹ 10 each.
3	February 12, 2018	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital of our Company from ₹ 100,000,000 divided into 8,000,000 equity shares of face value of ₹ 10 each and 2,000,000 Preference Shares of face value of ₹ 10 each to ₹ 150,000,000 divided into 13,000,000 equity shares of face value of ₹ 10 each and 2,000,000 Preference Shares of face value of ₹10 each.
4	June 2, 2023	Alteration of Clause III (a) of the Memorandum of Association to reflect addition of new sub clauses (3) to (4) to include- “[3] To manufacture, process, prepare, preserve, can, refine, bottle, buy, sell and deal whether as wholesalers or retailers or as exporters or importers or as principals or agents in restoratives and aerated mineral waters, packaged drinking water, and food stuffs and consumable provisions of very description for human or animal consumption and to carry on business in all natural, artificial, synthetic or chemical edible food colour. [4]To carry on in India or elsewhere the business of manufacturing, producing, processing, converting, mixing, treating, melting, handling, buying, selling importing, exporting, and to act as agent, broker, stockiest, distributor, engineer, metallurgist, contractor, supplier, or otherwise to deal in, of blowing, labeling, filling, capping, packing with different size of capacity along with their cap Plastic casting from plastic granules in all its branches.”
5	March 5, 2025	The existing Memorandum of Association was amended to adopt a new Memorandum of Association, replacing the existing sub-clause no. 1 to 46 under Clause iii (B) with a new Clause iii (B) specifying the “Matters which are necessary for furtherance of the Objects specified in Clause iii (A)”, containing the sub-clause no. 1 to 46. Further, the existing Clause iii (C) containing the “Other Objects” with sub-clause nos. 1 to 37 was deleted in its entirety.
6	March 28, 2025	Clause I of the Memorandum of Association was substituted to reflect the change in the name of our Company from “ <i>Silverton Pulp and Papers Private Limited</i> ” to “ <i>Sillverton Industries Private Limited</i> ”.
7	April 22, 2025	Clause I of the Memorandum of Association was substituted to reflect the change in

Sr. No.	Date of Shareholders resolution	Particulars
		the name of our Company from “ <i>Sillverton Industries Private Limited</i> ” to “ <i>Sillverton Industries Limited</i> ”
8	May 8, 2025	Clause V of the Memorandum of Association was amended to reflect the increase in authorised share capital of our Company from ₹ 150,000,000 divided into 13,000,000 equity shares of face value of ₹ 10 each and 2,000,000 Preference Shares of face value of ₹ 10 each to ₹ 1,750,000,000 divided into 173,000,000 equity shares of face value of ₹ 10 each and 2,000,000 Preference Shares of face value of ₹ 10 each
9	June 3, 2025	Clause V of our MoA was amended to reflect the sub-division of equity shares from face value of ₹ 10 each to Equity Shares of face value of ₹ 5 each, and consequently altering the authorised share capital of our Company from ₹ 1,750,000,000 divided into 173,000,000 equity shares of ₹ 10 each and 2,000,000 Preference Shares of face value of ₹ 10 each to ₹ 1,750,000,000 divided into 346,000,000 Equity Shares of ₹ 5 each and 2,000,000 Preference Shares of face value of ₹ 10 each.

Major events and milestones

The table below sets forth some of the major events and milestones in the history of our Company:

Calendar Year	Event /milestone
2017	Commencement of operations of the new boiler and turbine system.
	Entered into a long-term arrangement with Gulshan Polyols Limited (“ GPL ”) for setting-up an onsite plant at our Manufacturing Facility by GPL for production of precipitated calcium carbonate (PCC) to support our raw material requirements, enhance optical properties of paper with help of PCC, and improve supply chain efficiency and cost-effectiveness
2018	Undertook expansion of our manufacturing capacities for production of writing and printing paper having an installed capacity of 108,000 MTPA.
2019	Achieved revenue growth from ₹ 1,971.33 million in Fiscal 2018 to ₹ 2,911.44 million in Fiscal 2019
2021	Undertook expansion of our manufacturing capacities for production of kraft paper from 72,000 MTPA to 108,000 MTPA
2024	Entered into a long-term arrangement with GPL for setting-up an onsite plant at our Manufacturing Facility by GPL for production of PCC to support our raw material requirements, enhance optical properties of paper with help of PCC, improve supply chain efficiency and cost effectiveness.
	Diversified our product portfolio by commencing production of cupstocks with an installed capacity of 54,000 MTPA
	Commenced operations of ‘waste to energy boiler and turbine system’.
	Diversified our product portfolio by setting up bottling plant with installed capacity to manufacture 570 kilo litres per day/ 40,000 bottles per hour

Key awards, accreditations or recognitions

Our Company has received the following awards, accreditations and recognitions:

Calendar Year	Awards, Recognitions and Accreditations
2024	ISO 9001:2015 (conformity to quality management system standard) granted by Care Certification Private Limited for manufacturing of kraft paper, writing printing paper, news print paper, and copier paper IAF code – 7. ⁽¹⁾
	ISO 14001:2015 (conformity to environmental management system standard) granted by Care Certification Private Limited for manufacturing of kraft paper, writing printing paper, news print paper, and copier paper IAF code – 7. ⁽¹⁾
	ISO 45001:2018 (conformity to occupational health and safety management system standard) granted by Care Certification Private Limited for manufacturing of kraft paper, writing printing paper, news print paper, and copier paper IAF code – 7. ⁽¹⁾

Calendar Year	Awards, Recognitions and Accreditations
	Received a certificate of appreciation, issued by the Central Board of Indirect Taxes and Customs for prompt filing of returns and payment of GST during Fiscal 2024
2023	FSC™ Chain-of-Custody certification granted by SGS Hong Kong Limited for purchase of pre-consumer and post-consumer reclaimed paper, manufacturing and sale of FSC recycled wrapping & packaging, uncoated paper, newsprint paper under transfer system ⁽²⁾
	Accorded the status of Two Star Export house by Directorate General of Foreign Trade, Department of Commerce, Ministry of Commerce and Industry, Government of India, in accordance with the provisions of the Foreign Trade Policy, 2023. ⁽³⁾
	Recognised as a registered export merchant cum manufacturer vide the registration-cum-membership certificate dated April 11, 2023 issued by the Federation of Indian Export Organisations ⁽⁴⁾ .

⁽¹⁾ Valid till August 5, 2025.

⁽²⁾ Valid till May 26, 2026.

⁽³⁾ Valid till March 31, 2028.

⁽⁴⁾ Valid till March 31, 2026.

Launch of key products or services, entry in to new geographies or exit from existing markets, capacity/ facility creation or location of plants

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets and capacity/facility creation and location of plants to the extent applicable, see “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 209 and 341, respectively.

Lock-out and strikes

There have been no instances of strikes or lock-outs at any time in our Company.

Financial or strategic partners

Our Company does not have any financial or strategic partners as on the date of this Draft Red Herring Prospectus.

Time or cost overruns in setting up projects

Our Company has not experienced any time or cost overruns in relation to its business operations, since incorporation.

Defaults or rescheduling/restructuring of borrowings with financial institutions/banks

As of date of this Draft Red Herring Prospectus, there are no defaults or rescheduling of borrowings availed by our Company from financial institutions or banks, nor have any such borrowings or loans been converted into Equity Shares.

Revaluation of assets

Our Company has not revalued its assets since incorporation.

Our holding company

As on the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

Our subsidiary, associate or joint venture

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiary, associate, or joint venture.

Details regarding material acquisitions or divestments of business/undertakings, mergers or amalgamation in the last ten years

Our Company has not undertaken any merger, demerger, amalgamation, material acquisitions or divestments of any business or undertaking in the last ten years immediately preceding the date of this Draft Red Herring Prospectus.

Details of shareholders agreements

Our Company does not have any subsisting shareholders agreements among our Shareholders vis-à-vis our Company.

Key terms of other subsisting material agreements

Except as stated below, as on the date of this Draft Red Herring Prospectus, our Company has not entered into any subsisting material agreements including inter-se agreements, agreements with strategic partners, joint venture partners, and/or financial partners other than in the ordinary course of the business of our Company or which are otherwise material and need to be disclosed in this Draft Red Herring Prospectus in context of the Offer:

Power Purchase Agreement dated May 2, 2023 executed between Fourth Partner Solar Power Private Limited (“Power Producer”) and our Company (“Power Purchase Agreement”) read with the amendment agreements dated May 29, 2024 and July 8, 2024, respectively to the Power Purchase Agreement.

Pursuant to the Power Purchase Agreement read with amendment agreements dated May 29, 2024 and July 8, 2024, respectively, the Power Producer had (i) taken on lease certain parcels of land situated at Babina, Jhansi, Uttar Pradesh (the “**Project Site**”) for establishment of a solar power plant (the “**Solar Power Plant**”) at the Project Site, and (ii) agreed to deliver contracted capacity of 3 MW AC / 4.5 MW DC of power as per the terms of the Power Purchase Agreement from the Solar Power Plant to our Company for a term of 25 years from the commercial operations date of the Solar Power Plant. Further, our Company had agreed to contribute ₹ 15.75 million towards a minimum of 26% of the equity share capital of the Power Producer. Our Company is also required to, on the commercial operations date, furnish to the Power Producer a security amount in the form of an irrevocable, unconditional, valid, and subsisting revolving bank guarantee. The amount of such guarantee shall be equivalent to the average tariff, calculated based on the agreed tariff under the Power Purchase Agreement and representing the expected average billing for a period of six (6) months, as per the monthly generation plan.

Share Subscription and Shareholders Agreement dated May 2, 2023 executed between Fourth Partner Solar Power Private Limited (“Power Producer”), Fourth Partner Energy Private Limited (“FPEPL”), and our Company (“SSHA”) read with the amendment agreement dated July 8, 2024 to the SSHA.

Pursuant to the SSHA read with the Power Purchase Agreement (*disclosed above*), our Company had agreed to contribute ₹ 15.75 million towards a minimum of 26% of the equity share capital of the Power Producer. Further, as per the terms of the SSHA, except with the prior written consent of the FPEPL and the Power Producer (or in accordance with the specific directions of the FPEPL upon termination of the Power Purchase Agreement), our Company cannot transfer (or attempt to transfer), directly or indirectly, or create encumbrance (or attempt to create encumbrance) on the equity shares held by it in the Power Producer.

Guarantees provided to third parties by our Promoters offering their Equity Shares in the Offer for Sale

Except as stated below, as on date of this Draft Red Herring Prospectus, no guarantee has been issued by our Promoter Selling Shareholders to third parties.

Sr. No.	Guarantee issued by	Guarantee issued in favour of	Guarantee Amount (in ₹ million)	Borrower	Reason for the Guarantee
1.	Rajeev Jain	Citibank, N.A.	600.00	Our Company	Personal guarantee for working capital and term loan facilities
2.	Rajeev Jain	ICICI Bank Limited	1,150.00	Our Company	Personal guarantee for securing the working capital and term loan facilities
3.	Rajeev Jain	Yes Bank Limited	1,550.00	Our Company	Personal guarantee for term loan and working capital facilities
4.	Rajeev Jain	HDFC Bank Limited	1,000.00	Our Company	Personal guarantee for working capital
5.	Rajeev Jain	HDFC Bank Limited	1.94	Our Company	Personal guarantee for vehicle loan
6.	Rajeev Jain	Axis Bank Limited	1,500.00	Our Company	Personal guarantee for working capital and term loan facilities

The abovementioned guarantees are typically effective for a period till the underlying loan or facility is repaid by our Company. The financial implications in case of default by our Company would entitle the lenders to invoke the personal guarantees by our Promoter Selling Shareholder to the extent of outstanding loan or facility amounts. Our Company has not paid any consideration to the Promoter Selling Shareholder for providing these guarantees. The loans and facilities are secured. For further details of the security available see, “*Financial Indebtedness – Principal terms of the borrowings availed by our Company*” on page 338.

Other confirmations

Neither our Promoters nor any of the members of the Promoter Group, Shareholders, Key Managerial Personnel, members of our Senior Management, Directors or employees of our Company have entered into an agreement, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

We confirm that, except as disclosed above in this section, there are no agreements entered into by the Shareholders, Promoters, members of the Promoter Group, related parties of our Company, Directors, KMPs, members of our Senior Management, employees of our Company, among themselves or with our Company or with a third party, solely or jointly, which, either directly or indirectly or potentially whose purpose and effect is to impact the management or control of our Company or impose any restrictions or create any liability upon our Company.

Our Company, our Promoters, and the Shareholders are not a party to any other agreements, including any deed of assignment, acquisition agreement, shareholders agreement, inter se agreement/ arrangement or agreements of like nature, with respect to securities of our Company.

There are no other material covenants in any of the agreements (specifically related to primary and secondary transactions of securities and financial arrangements), other than the ones already disclosed in this Draft Red Herring Prospectus, including as disclosed above in “- *Key terms of other subsisting material agreements*” on page 246.

Further, we confirm there are no other agreements and clauses or covenants which our Company, our Promoters, the members of the Promoter Group or the Shareholders are a party to, in relation to securities of our Company, which are material and need to be disclosed or the non-disclosure of which may have a bearing on the investment decision of prospective investors in the Offer and that there are no other clauses / covenants which are adverse or pre-judicial to the interest of the minority / public Shareholders. Further, there is no inter-se agreement / arrangement between the Shareholders.

There are no material clauses of our Articles of Association that have been left out from disclosures having a bearing on the Offer or this Draft Red Herring Prospectus. There are no special rights available to any Shareholder under the Articles of Association.

There is no conflict of interest between the suppliers of raw materials and third-party service providers of our Company (which are crucial for operations of our Company) and our Company.

There are no conflict of interest between the lessor of the immovable properties of our Company, (crucial for operations of our Company) and our Company.

OUR MANAGEMENT

In terms of the Companies Act and our Articles of Association, our Company is required to have a minimum of three Directors and a maximum of up to fifteen Directors.

As on the date of this Draft Red Herring Prospectus, our Board comprises six (6) Directors, of whom one (1) is the Chairman and Managing Director, two (2) are Whole-time Directors and three (3) are Independent Directors, including one woman Independent Director. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013, in relation to the composition of our Board and constitution of committees thereof.

The following table sets forth details regarding our board of Directors as on the date of this Draft Red Herring Prospectus:

Board of Directors

Name, designation, current term, period of directorship, address, occupation, date of birth, age and DIN	Directorships in other companies
Akshay Jain <i>Designation:</i> Chairman and Managing Director <i>Current Term:</i> For a period of 5 consecutive years with effect from May 8, 2025, not liable to retire by rotation <i>Period of Directorship:</i> Since July 30, 2002 <i>Address:</i> 4, Rainbow Vihar, Meerut Road, Muzaffarnagar, - 251 002, Uttar Pradesh, India. <i>Occupation:</i> Business <i>Date of Birth:</i> December 12, 1982 <i>Age:</i> 42 years <i>DIN:</i> 00144716	<i>Indian Companies</i> Nil <i>Foreign Companies</i> Nil
Rajeev Jain <i>Designation:</i> Whole Time Director <i>Current Term:</i> For a period of 5 consecutive years with effect from May 8, 2025, liable to retire by rotation <i>Period of Directorship:</i> Since October 20, 2002 <i>Address:</i> 4, Rainbow Vihar, Meerut Road, Muzaffarnagar – 251 002, Uttar Pradesh, India. <i>Occupation:</i> Business <i>Date of Birth:</i> May 25, 1968 <i>Age:</i> 57 years <i>DIN:</i> 00140469	<i>Indian Companies</i> - Garg Duplex and Paper Mills Private Limited - Shreesanmati Autoexperts Private Limited <i>Foreign Companies</i> Nil
Rajesh Jain <i>Designation:</i> Whole-time Director <i>Current Term:</i> For a period of 5 consecutive years, with effect from	<i>Indian Companies</i> - Garg Duplex and Paper Mills Private Limited - Lala Chatar Sain Jain Memorial Naturopathy Research Institute Foundation

Name, designation, current term, period of directorship, address, occupation, date of birth, age and DIN	Directorships in other companies
January 1, 2025, liable to retire by rotation <i>Period of Directorship:</i> Since October 20, 2002 <i>Address:</i> 12A, Triloki Colony, DDA Park, Kotla Mubarakpur, Lodhi Road, Central Delhi – 110 003, Delhi, India. <i>Occupation:</i> Business <i>Date of Birth:</i> April 17, 1967 <i>Age:</i> 58 years <i>DIN:</i> 00141162	• Aroma Craft and Tissues Private Limited • Superior Refractories and Ceramics Private Limited. <i>Foreign Companies</i> Nil
Kanhaiyalal Chunnilal Chandak <i>Designation:</i> Independent Director <i>Current Term:</i> For a period of 5 consecutive years, with effect from May 8, 2025, not liable to retire by rotation. <i>Period of Directorship:</i> Since May 8, 2025 <i>Address:</i> Apartment number 708, Saint John's Wood Apartments, Second Cross Chikk Adugodi, sixth floor, Cypress Block, Madiwala ward number 66, Bangalore South, Bengaluru – 560 029, Karnataka, India. <i>Occupation:</i> Professional <i>Date of Birth:</i> August 29, 1946 <i>Age:</i> 78 years <i>DIN:</i> 00013487	<i>Indian Companies</i> • Shree Rama Newsprint Limited • N R Agarwal Industries Limited <i>Foreign Companies</i> Nil
Pallavi Mittal <i>Designation:</i> Independent Director <i>Current Term:</i> For a period of 5 consecutive years with effect from May 8, 2025, not liable to retire by rotation. <i>Period of Directorship:</i> Since May 8, 2025 <i>Address:</i> D-42, Orchid Park, Behind Ramdev Nagar, Satellite, Ahmedabad – 380 015, Gujarat, India. <i>Occupation:</i> Professional <i>Date of Birth:</i> September 8, 1977 <i>Age:</i> 47 years <i>DIN:</i> 07186456	<i>Indian Companies</i> • Shree Rama Newsprint Limited <i>Foreign Companies</i> Nil
Ajay Agarwal <i>Designation:</i> Independent Director <i>Current Term:</i> For a period of 5 consecutive years with effect from May 8, 2025, not liable to retire by rotation.	<i>Indian Companies</i> • Qualitek Labs Limited <i>Foreign Companies</i>

Name, designation, current term, period of directorship, address, occupation, date of birth, age and DIN	Directorships in other companies
<i>Period of Directorship:</i> Since May 8, 2025 <i>Address:</i> Flat No- 491, Varun Apartment Plot No- C-58/28, Sector-62, Gautam Budh Nagar, Noida- 201309, Uttar Pradesh, India. <i>Occupation:</i> Professional <i>Date of Birth:</i> January 21, 1965 <i>Age:</i> 60 years <i>DIN:</i> 06778079	Nil

Brief profiles of our Directors

Akshay Jain is the Chairman and Managing Director and also one of the Promoters of our Company. He has been associated with our Company since July 30, 2002. He holds a bachelor's degree in computer application from Guru Gobind Singh Indraprastha University. His key responsibilities in our Company include overseeing and heading the sales and procurement departments of our Company. He has experience of over 22 years in the field of paper manufacturing.

Rajeev Jain is the Whole Time Director and also one of the Promoters of our Company. He has been associated with our Company since October 20, 2002. He holds a bachelor's degree in commerce from Meerut University. His key responsibilities in our Company include overseeing and heading the accounts and finance department of our Company. He has experience of over 28 years in the field of paper manufacturing. He also serves as a director in Garg Duplex and Paper Mills Private Limited and Shree Sanmati Autoexperts Private Limited.

Rajesh Jain is the Whole-time Director and also one of the Promoters of our Company. He has been associated with our Company since October 20, 2002. He holds a bachelor's degree in arts from University of Delhi. His key responsibilities in our Company include overseeing and heading the production department of our Company. He has experience of over 28 years in the field of paper manufacturing. He also serves as a director in Garg Duplex and Paper Mills Private Limited, Lala Chatar Sain Jain Memorial Naturopathy Research Institute Foundation, Aroma Craft and Tissues Private Limited and Superior Refractories and Ceramics Private Limited.

Kanhaiyalal Chunnilal Chandak is an Independent Director of our Company. He has been associated with our Company since May 8, 2025. He is a fellow member of the Institute of the Chartered Accountants of India and has passed the examination for the bachelor's degree in commerce from the University of Jodhpur. He has experience of over 52 years in the field of paper manufacturing. Previously, he had been associated with The West Coast Paper Mills Limited and held senior positions including the position of an executive director on their board responsible for overseeing their production and expansion activities. He also serves as an independent director in Shree Rama Newsprint Limited and N R Agarwal Industries Limited.

Pallavi Mittal is an Independent Director of our Company. She has been associated with our Company since May 8, 2025. She holds a degree of Doctor of Philosophy from Kadi Sarva Vishwavidyalaya, post graduate diploma in business administration from K.J. Somaiya Institute of Management Studies and Research and has passed the examination for the bachelor's degree in computer application from Patna University. She has experience of over 13 years in the field of education, research and financial services. Previously, she has been associated with Amity Global Business School, Synovate India Private Limited, SBI Funds Management Private Limited and St. Kabir Institute of Professional Studies. Currently, she is associated with the ICAI Society as a faculty member and serves as an independent director in Shree Rama Newsprint Limited.

Ajay Agarwal is an Independent Director of our Company. He has been associated with our Company since May 8, 2025. He holds a bachelor's degree in commerce from Rohilkhand University. He also holds a masters in business administration degree from Madurai Kamaraj University. He is also a member of the Institute of Cost Accountant of India. He has experience of over 31 years in the field of cost accounting and management. Previously, he has been associated with various ministries and government departments including Ministry of Food Processing Industry, India Government Mint, Noida, Delhi Milk Scheme, Ministry of Health and Family Welfare, Indian Renewable Energy Development Agency Limited, Department of Commerce, Ministry of commerce and Industry and Delhi State Industrial and Infrastructure Development Corporation Limited and Office of Chief Adviser (Cost), Department of Expenditure, Ministry of Finance. He has also served as a director (finance) of Security Printing and Minting Corporation of India

Limited. He has received an award as the 'CFO of the Year' by the Business Leader of the Year Awards 2022, 'Best CFO of a PSU' in the 6th edition of Best CFO and Finance Strategy Awards in 2023 and 'Visionary CFO of India' by the National Economic Growth Summit 2024.

Relationship between our Directors, Key Managerial Personnel and Senior Management

Except as disclosed below, none of our Directors are related to each other or to any of the Key Managerial Personnel or members of our Senior Management:

- (i) Rajeev Jain and Sanjeev Jain are brothers and also cousins of Rajesh Jain; and
- (ii) Akshay Jain is the nephew of Rajeev Jain and Sanjeev Jain.

Terms of appointment of our Managing Director and Whole-Time Directors

Akshay Jain

Akshay Jain is the Chairman and Managing Director of our Company and he has been associated with the Company since July 30, 2002 as Director. He has been appointed as the Chairman and Managing Director by our Board at its meeting held on May 8, 2025 and by our Shareholders at their meeting held on May 8, 2025 for a period of 5 consecutive years with effect from May 8, 2025 till May 7, 2030. The details of his remuneration and other terms of his employment as provided below:

Salary	₹ 2.50 million per month
Commission	He is entitled to a commission not exceeding six months of basic salary for each financial year.
Perquisites and allowance	a. He is entitled to contribution to provident fund, superannuation fund, or annuity fund to the extent not taxable under the Income Tax Act, 1961. b. Gratuity payable at the rate not exceeding salary of half a month for each complete year of service. c. Leave encashment as the end of the tenure in accordance will the rules of the Company.

Rajeev Jain

Rajesh Jain is the Whole-time Director of our Company and he has been associated with the Company since October 20, 2002 as Director. He has been appointed as Whole-time Director by our Board at its meeting held on May 8, 2025 and by our Shareholders at their meeting held on May 8, 2025 for a period of 5 consecutive years with effect from May 8, 2025 till May 7, 2030. The details of his remuneration and other terms of his employment as provided below:

Salary	₹ 2.00 million per month
Commission	He is entitled to a commission not exceeding six months of basic salary for each financial year.
Perquisites and allowance	a. He is entitled to contribution to provident fund, superannuation fund, or annuity fund to the extent not taxable under the Income Tax Act, 1961. b. Gratuity payable at the rate not exceeding salary of half a month for each complete year of service. c. Leave encashment as the end of the tenure in accordance will the rules of the Company.

Rajesh Jain

Rajesh Jain is the Whole-time Director of our Company and he has been associated with the Company since October 20, 2002 as Director. He has been appointed as Whole-time Director by our Board at its meeting held on December 12, 2024 and by our Shareholders at their meeting held on May 8, 2025 for a period of 5 consecutive years with effect from January 1, 2025 till December 31, 2029. The details of his remuneration and other terms of his employment as provided below:

Salary	₹ 1.00 million per month
Commission	He is entitled to a commission not exceeding six months of basic salary for each financial year.
Perquisites and allowance	a. He is entitled to contribution to provident fund, superannuation fund, or

	annuity fund to the extent not taxable under the Income Tax Act, 1961. b. Gratuity payable at the rate not exceeding salary of half a month for each complete year of service. c. Leave encashment as the end of the tenure in accordance will the rules of the Company.

Terms of appointment of our Non-Executive Director and Independent Directors

Pursuant to a resolution passed by our Board on May 8, 2025 our Independent Directors are entitled to receive a sitting fee of ₹ 0.02 million for attending each meeting of our Board and committees constituted by our Board, respectively.

Payment or benefit to Directors of our Company

Details of the sitting fees or other remuneration paid to our Directors in Fiscal 2025 are set forth below.

Remuneration to our Managing Director and Whole-Time Directors

Details of the remuneration paid to our Managing Director and Whole-Time Directors in Fiscal 2025 is set forth below:

<i>(in ₹ million)</i>		
Sr. No.	Name of the Directors	Total Remuneration
1.	Akshay Jain	25.50
2.	Rajeev Jain	8.70
3.	Rajesh Jain	3.00

Remuneration to our Independent Directors

The Independent Directors of our Company were appointed in Fiscal 2026, and accordingly, no sitting fees was paid to them in Fiscal 2025.

Remuneration to our non-executive director

Our Company does not have any non-executive non-independent director.

Remuneration paid to our Directors by our subsidiaries and associates

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiaries or associate companies.

Bonus or profit-sharing plan for our Directors

Our Company does not have any performance linked bonus or a profit- sharing plan for our Directors.

Contingent and deferred compensation payable to our Directors

There is no contingent or deferred compensation payable to our Directors, which does not form part of their remuneration.

Shareholding of our Directors in our Company

Our Articles of Association do not require our Directors to hold any qualification shares.

Except as disclosed below, none of our Directors hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

S. No.	Name of the Shareholders	Number of Equity Shares of face value of ₹ 5 each held	% of the pre-Offer share capital on a fully diluted basis
1.	Akshay Jain	42,979,072	17.51
2.	Rajeev Jain	31,197,120	12.71
3.	Rajesh Jain	23,283,200	9.49
Total		97,459,392	39.71

Arrangement or understanding with major shareholders, customers, suppliers or others

There is no arrangement or understanding with the major Shareholders, customers, suppliers or others, pursuant to which any of our other Directors were appointed on the Board.

Further, none of our Key Managerial Personnel and members of our Senior Management have been appointed pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others.

Further, our Company does not have any Key Managerial Personnel or members of our Senior Management or other person nominated by any Shareholder or any other person.

Interest of Directors

All our Independent Directors may be deemed to be interested to the extent of sitting fees payable, if any, to them for attending meetings of our Board and committees thereof, and reimbursement of expenses available to them. Our Managing Director and Whole-Time Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them as stated in “– *Terms of appointment of our Managing Director and Whole-Time Directors*” on page 251.

Our Directors may also be interested to the extent of Equity Shares and to the extent of any dividend payable to them, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors, kartas or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue. For further details regarding the shareholding of our Directors, see “*Our Management - Shareholding of our Directors in our Company*” on page 252.

Further, our Directors, namely, Akshay Jain, Rajeev Jain and Rajesh Jain, have extended personal guarantees in favour of our lenders to secure the borrowings availed by our Company and may be deemed to be interested to that extent.

Further, our Directors may also be directors on the board, or are shareholders, kartas, proprietors, members or partners, of entities with which our Company has had transactions and may be deemed to be interested to the extent of the payments made by our Company, or services provided by our Company, if any, to these entities.

All the Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any company which is promoted by them or in which they hold directorships or any partnership firm in which they are partners in the ordinary course of business.

There is no conflict of interest between the suppliers of raw materials and third-party service providers of our Company (crucial for operations of our Company) and our Directors.

Except as disclosed below and under “– *Interest in transactions for acquisition of land, construction of building or supply of machinery*” on page 254, there is no conflict of interest between the lessor of the immovable properties of our Company (crucial for operations of our Company) and our Directors:

Rajeev Jain and Rajesh Jain, two of our Directors, are also the directors and shareholders of Garg Duplex and Paper Mills Private Limited, one of our Group Companies, from whom we have taken on lease, for a period of 11 months with effect from June 2, 2025, a paper machine along with its parts and the building situated at 8.5th K.M. Stone, Bhopa Road, Muzaffarnagar - 251001, Uttar Pradesh, India, for the manufacturing and production of paper by our Company, for a monthly rental amount of ₹ 3.30 million, pursuant to a lease deed dated June 2, 2025.

Interest in promotion or formation of our Company

Except Akshay Jain, Rajesh Jain and Rajeev Jain who are the Promoters of our Company, none of our Directors have any interest in the promotion or formation of our Company as on the date of this Draft Red Herring Prospectus. Also see, “*Our Promoters and Promoter Group*” on page 265.

Interest in land and property

None of our Directors have any interest in any property acquired in the preceding three year or proposed to be acquired by our Company. However, our Company has obtained on lease the use of certain premises, including the premise where our Registered and Corporate Office is located from Akshay Jain, our Chairman and Managing Director. Please also see “*Our Promoters and Promoter Group – Interest in property acquired, acquisition of land, construction of building and*

supply of machinery, etc.”, “- Interest in transactions for acquisition of land, construction of building and supply of machinery” and “Risk Factors - 21. We do not own certain premises used by our Company. In the event we lose or are unable to renew such leasehold rights, our business, financial condition, cash flows and results of operations may be adversely affected.” on pages 267, 254 and 50, respectively.

Interest in transactions for acquisition of land, construction of building or supply of machinery

Except the premise which has been leased by our Director, Akshay Jain, to our Company as disclosed below and except as disclosed above under “-Interest of Directors” on page 253, our Directors have no interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Date of Agreement	Lessor	Lessee	Address of Leasehold property	Tenure of the lease	Lease rent per month (₹ in million)
May 1, 2025	Akshay Jain	Company	Khasra No. 898-890, 9 th KM, Bhopa Road, Muzaffarnagar, Uttar Pradesh-251002, India.	11 months commencing from the date of agreement	0.03

Loans to Directors

No loans have been availed by our Directors from our Company, as on the date of this Draft Red Herring Prospectus.

Confirmations

No consideration in cash or shares or otherwise has been paid, or agreed to be paid to any of our Directors, or to the firms, trusts or companies in which they may be partners or members respectively or in which they have interest, either to induce such director to become, or to help such director to qualify as a Director, or otherwise for services rendered by him/her or by the firm, trust or company in which he/she is interested, in connection with the promotion or formation of our Company.

None of our Directors have been declared as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by Reserve Bank of India.

None of our Directors has been declared a fugitive economic offender in accordance with the Fugitive Economic Offenders Act, 2018.

None of our Directors are or have been a director on the board of any listed company whose shares have been/ were suspended from being traded or any of the stock exchange(s), during their tenure, in the five years preceding the date of this Draft Red Herring Prospectus.

None of our Directors have been or are directors on the board of any listed companies which is or has been delisted from any stock exchange(s) during their tenure.

Changes in our Board during the last three years

The changes in our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below.

Name of Directors	Date of Change	Reasons
Akshay Jain	May 8, 2025	Change in designation to Chairman and Managing Director
Rajeev Jain	May 8, 2025	Change in designation to Whole Time Director
Kanhaiyalal Chundak*	May 8, 2025	Appointment as an additional Independent Director
Pallavi Mittal*	May 8, 2025	Appointment as an additional Independent Director
Ajay Agarwal*	May 8, 2025	Appointment as an additional Independent Director
Rajesh Jain	January 1, 2025	Change in designation to Whole Time Director

**Regularized by way of special resolution of the Shareholders passed at their EGM dated May 8, 2025.*

Borrowing Powers

Pursuant to the provisions of Section 180(1)(a), 180(1)(c) of the Companies Act 2013 amended from time to time, and other applicable provisions, if any, our Articles of Association, subject to applicable laws and pursuant to the resolution passed by our Board dated May 8, 2025 and the special resolution passed by our Shareholders on May 8, 2025, our Board has been authorised to borrow, from time to time, any sum or sums of money from one or more bank, financial institution, Central or State Government, body corporate, firms or any other person (included any related party), by way of term loan, working capital facility, cash credit facility, inter corporate loan, bill discounting, issue of debenture or bonds or any other fund based or non- fund based facility, in Indian Rupee or in foreign currency, whether secured or unsecured, whether fund based or non- fund based notwithstanding that the money to be borrowed together with the money already borrowed by our Company (apart from the temporary loans obtained from our Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up share capital and free reserves (the reserves not set apart for any specific purpose) of our Company but so however, that the total amount up to which the money may be borrowed by the Board of Directors and outstanding at anytime shall not exceed the sum of ₹ 10,000.00 million or equivalent amount in foreign currency, exclusive of interest and other charges.

Corporate Governance

As on the date of this Draft Red Herring Prospectus, there are 6 Directors on our Board comprising 1 Managing Director, 2 Whole-time Directors, and 3 Independent Directors, including 1 women Independent Director. Our Board functions either as a full board or through various committees constituted to oversee specific functions. Our Company is in compliance and undertakes to take all necessary steps to continue to comply with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act in relation to the composition of our Board and constitution of committees thereof.

In compliance with Section 152 of the Companies Act, 2013, not less than two thirds of the Directors (excluding Independent Directors) are liable to retire by rotation.

Board committees

Our Company has constituted the following Board committees in terms of the SEBI Listing Regulations, and the Companies Act:

- a) Audit Committee;
- b) Nomination and Remuneration Committee;
- c) Stakeholders' Relationship Committee; and
- d) Corporate Social Responsibility Committee.

For purposes of the Offer, our Board has also constituted an IPO Committee.

Audit Committee

The Audit Committee was constituted by a resolution passed by our Board dated May 8, 2025. The Audit Committee is in compliance with Section 177 and other applicable provisions of the Companies Act and Regulation 18 of the SEBI Listing Regulations. The Audit Committee currently comprises:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Kanhaiyalal Chunnilal Chandak	Independent Director	Chairperson
2.	Pallavi Mittal	Independent Director	Member
3.	Ajay Agarwal	Independent Director	Member

Ravikant, our Company Secretary and Compliance Officer shall act as the secretary of the Audit Committee.

Terms of Reference:

The Audit Committee shall be responsible for, among other things, as may be required by the stock exchange(s) from

time to time, the following:

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

- (1) to investigate any activity within its terms of reference;
- (2) to seek information from any employee;
- (3) to obtain outside legal or other professional advice; and
- (4) to secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of Audit Committee

The role of the Audit Committee shall include the following:

- (1) oversight of financial reporting process and the disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;
- (2) recommendation to the Board for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) formulation of a policy on related party transactions, which shall include materiality of related party transactions;
- (5) examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b. changes, if any, in accounting policies and practices and reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirements relating to financial statements;
 - f. disclosure of any related party transactions; and
 - g. modified opinion(s) in the draft audit report.
- (6) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- (7) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- (8) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (9) approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;

Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.

- (10) scrutiny of inter-corporate loans and investments;
- (11) valuation of undertakings or assets of the Company, wherever it is necessary;
- (12) evaluation of internal financial controls and risk management systems;
- (13) reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- (14) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (15) discussion with internal auditors of any significant findings and follow-up thereon;
- (16) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- (17) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (18) looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (19) reviewing the functioning of the whistle blower mechanism;
- (20) monitoring the end use of funds through public offers and related matters;
- (21) overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
- (22) approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- (23) reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹ 1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision; and
- (24) considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
- (25) approving the key performance indicators for disclosure in the offer documents; and
- (26) carrying out any other functions required to be carried out by the Audit Committee as may be decided by the Board and/or as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

The Audit Committee shall mandatorily review the following information:

- a. Management discussion and analysis of financial condition and results of operations;
- b. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- c. Internal audit reports relating to internal control weaknesses;
- d. The appointment, removal and terms of remuneration of the chief internal auditor;

- e. Statement of deviations in terms of the SEBI Listing Regulations:
 - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of the SEBI Listing Regulations;
 - annual statement of funds utilised for purposes other than those stated in the Offer document/ prospectus/ notice in terms of the SEBI Listing Regulations.
- f. Review the financial statements, in particular, the investments made by any unlisted subsidiary; and
- g. Such information as may be prescribed under the Companies Act and SEBI Listing Regulations.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted by a resolution passed by our Board dated May 8, 2025..

The composition and terms of reference of the Nomination and Remuneration Committee are in compliance with Section 178 and other applicable provisions of the Companies Act 2013 and Regulation 19 of the SEBI Listing Regulations. The Nomination and Remuneration Committee currently comprises:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Ajay Agarwal	Independent Director	Chairperson
2.	Kanhaiyalal Chunnilal Chandak	Independent Director	Member
3.	Pallavi Mittal	Independent Director	Member

Terms of Reference

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

- (1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees (“**Remuneration Policy**”);
- (2) For appointment of an independent directors, evaluation of the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, preparation of a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
- (3) Formulation of criteria for evaluation of independent directors and the Board;
- (4) Devising a policy on Board diversity;
- (5) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director’s performance (including independent director);
- (6) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- (7) Recommend to the board, all remuneration, in whatever form, payable to senior management;
- (8) The Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that-
 - a. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors

of the quality required to run the Company successfully;

- b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- (9) perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, including the following:
- a. administering the employee stock option plans of the Company, as may be required;
 - b. determining the eligibility of employees to participate under the employee stock option plans of the Company;
 - c. granting options to eligible employees and determining the date of grant;
 - d. determining the number of options to be granted to an employee;
 - e. determining the exercise price under the employee stock option plans of the Company; and
 - f. construing and interpreting the employee stock option plans of the Company and any agreements defining the rights and obligations of the Company and eligible employees under the employee stock option plans of the Company, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the employee stock option plans of the Company.
 - g. the conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;
 - h. the exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;
 - i. the specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;
 - j. the right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
 - k. re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;
 - l. the grant, vest and exercise of option in case of employees who are on long leave;
 - m. allow exercise of unvested options on such terms and conditions as it may deem fit;
 - n. the procedure for cashless exercise of options;
 - o. forfeiture/ cancellation of options granted;
 - p. formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:
 - I. number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;
 - II. this purpose, follow global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and

III. vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.

- (10) To make available its terms of reference and review annually those terms of reference and its own effectiveness and recommend any necessary changes to the Board.
- (11) The committee is authorised by the Board to :
- investigate any activity within its terms of reference ;
 - seek any information from any employee of the Company or any associate or subsidiary. joint venture Company in order to perform its duties and all employees are directed by the Board to co-operate with any request made by the Committee; and
 - call any director or other employee to be present at a meeting of the Committee as and when required.
 - If the Committee considers it necessary so to do it is authorised to obtain appropriate external advice including but not limited to legal and professional advice to assist it in the performance of its duties and to secure the services of outsiders with relevant experience and expertise and to invite those persons to attend at meetings of the Committee. The cost of obtaining any advice or services shall be paid by the Company within the limits as authorised by the Board.
- (12) frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
- the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
 - the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.
- (13) carrying out any other activities as may be delegated by the Board and other functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by a resolution of our Board dated May 8, 2025. The composition and terms of reference of Stakeholders' Relationship Committee are in compliance with Section 178 and any other applicable law of the Companies Act 2013 and Regulation 20 of the SEBI Listing Regulations. The Stakeholders' Relationship Committee currently comprises:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Ajay Agarwal	Independent Director	Chairperson
2.	Kanhaiyalal Chunnilal Chandak	Independent Director	Member
3.	Pallavi Mittal	Independent Director	Member

Terms of Reference

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required under applicable law, the following:

- considering and looking into various aspects of interest of shareholders, debenture holders and other security holders;
- resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;

- (4) giving effect to allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;
- (5) issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
- (6) review of measures taken for effective exercise of voting rights by shareholders;
- (7) review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar & share transfer agent;
- (8) to dematerialize or rematerialize the issued shares;
- (9) review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
- (10) carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was reconstituted by a resolution passed by our Board dated May 8, 2025. The composition and terms of reference are in compliance with Section 135 and other applicable provisions of the Companies Act 2013. The CSR Committee currently comprises of:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Ajay Agarwal	Independent Director	Chairperson
2.	Pallavi Mittal	Independent Director	Member
3.	Akshay Jain	Chairman and Managing Director	Member

Terms of Reference

The Corporate Social Responsibility Committee be and is hereby authorized to perform the following functions:

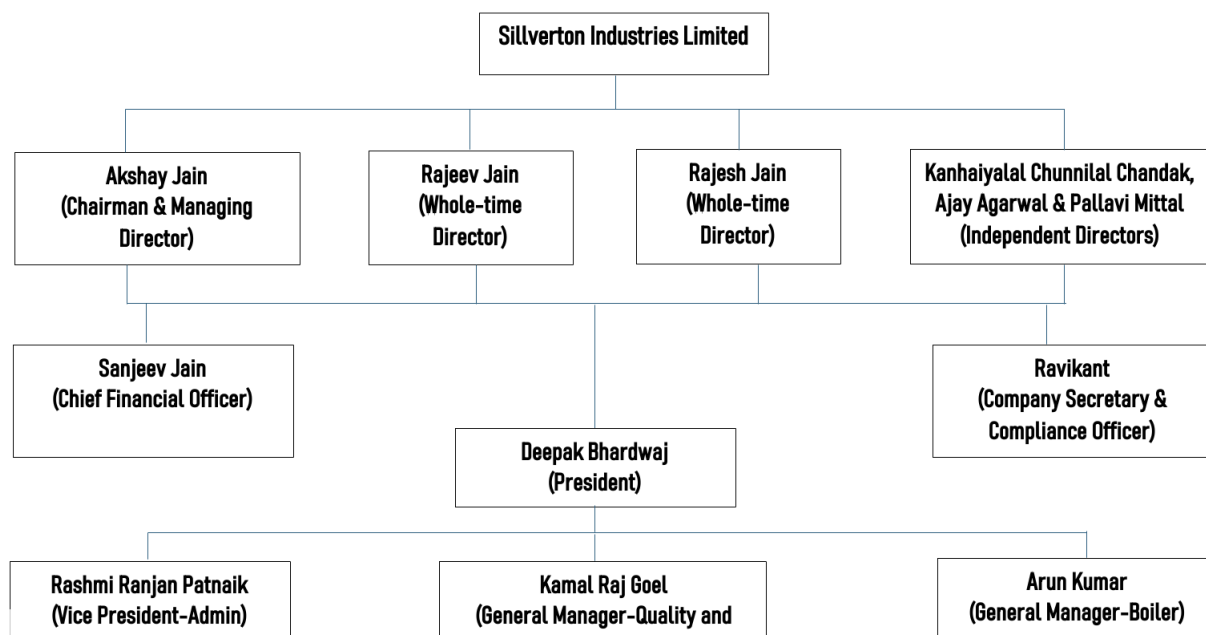
- (1) formulate and recommend to the Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act;
- (2) review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a);
- (3) review and monitor the corporate social responsibility policy of the Company and its implementation from time to time; and
- (4) any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time and/or as may be required under applicable law, as and when amended from time to time.

IPO Committee

The IPO Committee was constituted by a resolution passed by our Board dated May 8, 2025. The IPO Committee currently comprises of:

Sr. No.	Name of Director	Designation	Committee Designation
1.	Akshay Jain	Chairman and Managing Director	Member
2.	Rajeev Jain	Whole Time Director	Member
3.	Rajesh Jain	Whole Time Director	Member
4.	Pallavi Mittal	Independent Director	Member

Management Organisation Structure



Key Managerial Personnel and Senior Management

Key Managerial Personnel

In addition to Akshay Jain, Rajesh Jain and Rajeev Jain, whose details are provided in ‘- *Brief Profiles of our Directors*’ above, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are set forth below.

Sanjeev Jain is the Chief Financial Officer and one of the Promoters of our Company. He was initially appointed as the President, Account and Finance in our Company on August 1, 2023 and subsequently, he was appointed as the Chief Financial Officer of our Company on May 8, 2025. He holds a bachelor’s degree in commerce from Meerut University. Prior to joining our Company, he was employed with Garg Duplex and Paper Mills Private Limited. He is responsible for overseeing all the financial reporting, operations and taxation and overall all the financial matters of our Company. He has about 26 years of experience in the financial sector. In Fiscal 2025, he received an aggregated compensation of ₹ 10.50 million.

Ravikant is the Company Secretary and Compliance Officer of our Company. He was appointed as the Company Secretary of our Company on November 25, 2024. He holds a bachelor’s degree in business administration and bachelor’s degree in law from Chaudhary Charan Singh University, Meerut. He is also an associate member of the Institute of Company Secretaries of India. He is responsible for managing secretarial activities and overseeing the legal compliances of our Company. Prior to joining our Company, he was associated with Bindlas Duplux Limited and Musashi Auto Parts India Private Limited deputed by GI Staffing Services Private Limited. He has about 8 years of experience in the secretarial and compliance field. In Fiscal 2025, he received an aggregated compensation of ₹ 0.37 million.

Senior Management

In addition to, Sanjeev Jain, our Chief Financial Officer and Ravikant, our Company Secretary and Compliance Officer, whose details are provided in “*Our Management-Key Managerial Personnel*” on page 262 above, the details of members of our Senior Management in terms of SEBI ICDR Regulations, as on the date of this Draft Red Herring Prospectus are set out below:

Arun Kumar is the General Manager (Boiler) of our Company and has been associated with our Company since May 21, 2021. He has completed his diploma in mechanical engineering (maintenance) from the Board of Technical Education, Lucknow. He also holds a certificate of proficiency as a boiler operation engineer under the Boiler Operations Rules, 2021. He has experience of over 16 years in operations and management. Prior to joining our Company, he was associated with Ruchira Papers Limited. In Fiscal 2025, he received an aggregate compensation of ₹ 2.51 million.

Deepak Vedbhushan Bhardwaj is the President of our Company and has been associated with our Company since April 22, 2024. He has completed the post graduate diploma programme from Vasantdada Sugar Institute in pulp and paper technology. He has experience of over 25 years in the field of paper manufacturing. Prior to joining our Company, he was associated with Satia Industries Limited, Rama Newsprint and Papers Limited, N R Agarwal Industries Limited, Khanna Paper Mills Limited, Shree Vindhya Paper Mills Limited and Bindal Papers Limited. In Fiscal 2025, he received an aggregate compensation of ₹ 7.53 million.

Kamal Raj Goel is the Head (Business Excellence) of our Company and has been associated with our Company since September 23, 2020. He has passed the examination for bachelor's degree of science from Meerut University and holds a post graduate diploma in pulp and paper technology from University of Roorkee. He has an experience of over 27 years in the fields of production and research and development. Prior to joining our Company, he has been associated with Pudumjee Pulp & Paper Mills Limited and Ballarpur Industries Limited. In Fiscal 2025, he received an aggregate compensation of ₹ 1.38 million.

Rashmi Ranjan Patnaik is the Vice President (Human Resources and Admin) of our Company and has been associated with our Company since October 10, 2018. He holds a diploma in pulp and paper technology from University of Roorkee. He has experience of over 44 years in the field of paper manufacturing. Prior to joining our Company, he has been associated with JK Paper Limited, Andhra Pradesh Paper Mills Limited and Bindals Papers Mills Limited. In Fiscal 2025, he received an aggregate compensation of ₹ 2.46 million.

Status of Key Managerial Personnel and Senior Management

All the Key Managerial Personnel and members of our Senior Management are permanent employees of our Company.

Relationship among Key Managerial Personnel and Senior Management

Except as disclosed under “-*Relationship between our Directors, Key Managerial Personnel and Senior Management*” on page 251, none of our Key Managerial Personnel and members of our Senior Management are related to each other or to our Directors.

Bonus or profit-sharing plan for the Key Managerial Personnel and Senior Management

Except as disclosed in “ - *Terms of appointment of our Managing Director and Whole-Time Director*”, our Company does not have any performance linked bonus or a profit- sharing plan for our Key Managerial Personnel or members of our Senior Management.

Shareholding of Key Managerial Personnel and Senior Management in our Company

Except as disclosed above under “ - *Shareholding of our Directors in our Company*” on page 252, none of our Key Managerial Personnel or members of our Senior Management hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

Service Contracts and retirement or termination benefits with Directors and Key Managerial Personnel and Senior Management

Except statutory entitlements for benefits upon termination of their employment in our Company or retirement, no officer of our Company, including our Directors, Key Managerial Personnel and members of our Senior Management, is entitled to any benefits upon termination of employment under any service contract entered into with our Company and they are governed by the terms of their respective appointment letters.

Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management

As on the date of this Draft Red Herring Prospectus, there is no contingent or deferred compensation payable to our Key Managerial Personnel and members of our Senior Management, which does not form part of their remuneration.

Arrangements and understanding with major shareholders, customers, suppliers or others

Neither the Key Managerial Personnel nor the members of Senior Management of our Company have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Loans to and deposits from Key Managerial Personnel and Senior Management

There are no outstanding loans availed or deposits taken by our Key Managerial Personnel or members of the Senior

Management from our Company as on the date of this Draft Red Herring Prospectus.

Interest of Key Managerial Personnel and Senior Management

Other than as disclosed in “- *Interest of Directors*”, the Key Managerial Personnel and members of our Senior Management of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Except as disclosed under “- *Interest of Directors*” on page 253, there is no conflict of interest between our Key Managerial Personnel and members of our Senior Management and third-party service providers and suppliers of raw material of our Company (crucial for the operations of our Company).

Except as disclosed under “- *Interest of Directors*” on page 253, there is no conflict of interest between our Key Managerial Personnel and members of our Senior Management and the lessor of immovable properties of our Company (crucial for operations of our Company).

Changes in Key Managerial Personnel or Senior Management during the last three years

Except as disclosed under “- *Changes in our Board during the last three years*” and in the table below, there are no other changes in our Key Managerial Personnel or members of our Senior Management during the three years immediately preceding the date of this Draft Red Herring Prospectus:

Name	Date of Change	Reasons
Sanjeev Jain	May 8, 2025	Appointment as the Chief Financial Officer of the Company
Ravikant	November 25, 2024	Appointment as the Company Secretary of the Company
Deepak Vedbhushan Bhardwaj	April 22, 2024	Appointment as the President of the Company

Employee stock option and stock purchase schemes or stock appreciations rights scheme

As on the date of this Draft Red Herring Prospectus, our Company does not have any employee stock option and stock purchase schemes or any stock appreciation rights scheme.

Payment or Benefit to Key Managerial Personnel and Senior Management of our Company

No non-salary related amount or benefit has been paid or given to any of our Company’s officers including our Directors, Key Managerial Personnel and members of our Senior Management within the two preceding years of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

OUR PROMOTERS AND PROMOTER GROUP

The Promoters of our Company are Akshay Jain, Rajeev Jain, Rajesh Jain, Monica Jain and Sanjeev Jain.

As on date of this Draft Red Herring Prospectus, our Promoters collectively hold 141,063,616 Equity Shares in our Company, representing 57.47% of the pre-Offer issued, subscribed and paid-up equity share capital of our Company. For details, see the section titled “*Capital Structure – Equity shareholding of the Promoters and members of the Promoter Group*” on page 108.

Details of our Promoters are as follows:

Our Promoters

	<i>Akshay Jain</i>, aged 42 years, is one of our Promoters and is also the Chairman and Managing Director of our Company. He is an Indian national. <i>Date of Birth:</i> December 12, 1982 <i>Permanent Account Number:</i> ADGPJ6095H For the complete profile of Akshay Jain, along with details of his address, educational qualifications, experience in the business or employment, position/posts held in the past, directorships held, other ventures, special achievements and business and financial activities, see “<i>Our Management – Brief Profiles of our Directors</i>” on page 250.
	<i>Rajeev Jain</i>, aged 57 years, is one of our Promoters and is also the Whole Time Director of our Company. He is an Indian national. <i>Date of Birth:</i> May 25, 1968 <i>Permanent Account Number:</i> AAAPJ1541R For the complete profile of Rajeev Jain, along with details of his address, educational qualifications, experience in the business or employment, position/posts held in the past, directorships held, other ventures, special achievements and business and financial activities, see “<i>Our Management – Brief Profiles of our Directors</i>” on page 250.
	<i>Rajesh Jain</i>, aged 58 years, is one of our Promoters and is also the Whole Time Director of our Company. He is an Indian national. <i>Date of Birth:</i> April 17, 1967 <i>Permanent Account Number:</i> AAAPJ4344E For the complete profile of Rajesh Jain, along with details of his address, educational qualifications, experience in the business or employment, position/posts held in the past, directorships held, other ventures, special achievements and business and financial activities, see “<i>Our Management – Brief Profiles of our Directors</i>” on page 250.

	Monica Jain, aged 61 years, is one of our Promoters and the senior executive (general admin department). She is an Indian national. Date of Birth: April 4, 1964 Permanent Account Number: ADCPJ2772P Address: 4, Rainbow Vihar, Meerut Road, Muzaffarnagar – 251 002, Uttar Pradesh, India. She holds a bachelor’s degree in science (home science) from University of Delhi. She has been associated with our Company since April 1, 2023 in the capacity of senior executive (general admin department). Her key responsibilities in our Company include overseeing administrative operations and human resource management. She has experience of over 18 years in the field of human resources. She is associated with Aroma Craft and Tissues Private Limited in the capacity of a non-executive director since December 12, 2006 and with Revati Flexibles in the capacity of partner with effect from February 24, 2018.
	Sanjeev Jain, aged 60 years, is one of our Promoters and is also the Chief Financial Officer of our Company. He is an Indian national. Date of Birth: July 16, 1964 Permanent Account Number: AAAPJ1067G Address: 4, Rainbow Vihar, Meerut Road, Muzaffarnagar – 251 002, Uttar Pradesh, India. For the complete profile of Sanjeev Jain, along with details of his educational qualifications, experience in the business or employment, position/posts held in the past, directorships held, other ventures, special achievements and business and financial activities, see “<i>Our Management – Key Managerial Personnel</i>” on page 262.

Our Company confirms that the permanent account numbers, Aadhaar card numbers, driving license numbers and bank account numbers and passport numbers, as applicable of our Promoters have been submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

Change in control of our Company

While our promoters are not the original promoters of the Company, there has not been any change in control of our Company in the preceding five years. However, pursuant to a resolution dated May 8, 2025 adopted by our Board, Akshay Jain, Rajeev Jain, Rajesh Jain, Monica Jain and Sanjeev Jain have been identified as Promoters. For details in relation to the shareholding of our Promoters and Promoter Group, and changes in the shareholding of our Promoter, including since incorporation, see “*Capital Structure*” on page 86.

Other ventures of our Promoter

Other than as disclosed below and in the sections entitled, “*Our Management – Board of Directors*”, “*Our Management – Key Managerial Personnel*” and “*- Entities forming part of the promoter group*” on pages 248, 262 and 271, respectively, our Promoters are not involved in any other ventures.

Interests of our Promoters

Our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their respective shareholding in our Company, the shareholding of their relatives and entities in which our Promoters are interested and which hold Equity Shares in our Company; and the dividend payable upon such shareholding and any other distributions in respect of their shareholding in our Company or the shareholding of their relatives or such entities, if any. For further details, see “*Capital Structure – Build-up of our Promoters’ shareholding in our Company*” on page 109. Additionally, our Promoters may also be interested in transactions entered into by our Company with other entities (i) in which our Promoters hold shares, or (ii) controlled by our Promoters. For further details, see “*Other Financial Information - Related Party Transactions*” on page 336.

Further, our Promoters namely, Akshay Jain, Rajeev Jain, Rajesh Jain, who are also Directors and Key Managerial Personnel of our Company and Sanjeev Jain, who is the Key Managerial Personnel of our Company and Monica Jain, who is the senior executive (general admin department), may be deemed to be interested in the terms of their appointment as such, including in relation to benefits, remuneration, reimbursement of expenses, etc., payable to them, if any, in such capacity. For further details, see “*Our Management*” on page 248.

No sum has been paid or agreed to be paid to our Promoters or to any firm or company in which our Promoters are interested, in cash or shares or otherwise, by any person, either to induce them to become or to qualify them, as directors or promoters or otherwise for services rendered by our Promoters or by such firm or company, in connection with the promotion or formation of our Company.

Except for Garg Duplex and Paper Mills Private Limited, Aroma Craft and Tissues Private Limited, Shri Veer Balaji Paper Mills and Accurate Multilayer Papers LLP, our Promoters do not have any interest in a venture that is involved in any activities similar to those conducted by our Company.

Certain of our Promoters, namely, Akshay Jain, Rajeev Jain and Rajesh Jain, have extended personal guarantees in favour of our lenders to secure the borrowings availed by our Company and may be deemed to be interested to that extent. For further details, see “*Financial Indebtedness*” and “*History and Certain Corporate Matters - Guarantees provided to third parties by our Promoters offering their Equity Shares in the Offer for Sale*” on pages 338 and 246, respectively.

Interest in property acquired, acquisition of land, construction of building and supply of machinery, etc.

Except the premise which has been leased by our Company from one of our Promoters and disclosed below, our Promoters have no interest in any property acquired, whether direct or indirect, by our Company, during the three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company, or in the transactions for acquisition of land, construction of building or supply of machinery.

Date of Agreement	Lessor	Lessee	Address of Leasehold property	Tenure of the lease	Lease rent per month (₹ in million)
May 1, 2025	Akshay Jain	Company	Khasra No. 898-890, 9 th KM, Bhopa Road, Muzaffarnagar - 251002, Uttar Pradesh India.	11 months commencing from the date of agreement	0.03

For further details, please see “*Restated Financial Information – Note 41 – Related Party Disclosure*” and “*Risk Factors -21. We do not own certain premises used by our Company. In the event we lose or are unable to renew such leasehold rights, our business, financial condition, cash flows and results of operations may be adversely affected.*” on pages 324 and 50.

Payment or Benefits to Promoters or Promoter Group

Except in the ordinary course of business and as disclosed in the sections entitled “*Other Financial Information - Related Party Transactions*” and “*Restated Financial Information – Note 41 – Related Party Disclosure*” on pages 336 and 324 respectively, there have been no payment or benefits by our Company to our Promoters or any of the members of the Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus, nor is there any intention to pay or give any benefit to our Promoter or Promoter Group as on the date of this Draft Red Herring Prospectus.

Disassociation by our Promoters in the last three years

Except as disclosed below, our Promoters have not disassociated themselves from any companies or firms during the preceding three years from the date of this Draft Red Herring Prospectus.

Sr. No.	Name of Promoter	Name of Disassociating Entity	Date of Disassociation	Reason for Disassociation
1.	Akshay Jain	Shree Rama Newsprint Limited	March 5, 2025	Resignation as director due to pre- occupation
		Rapid Credit & Holdings Private Limited	October 7, 2024	Sale of shareholding

Material Guarantees

As of the date of this Draft Red Herring Prospectus, our Promoters have not given any material guarantees with respect to the Equity Shares of our Company.

Confirmations

Our Promoters and members of our Promoter Group have not been declared Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by Reserve Bank of India.

Our Promoters have not been declared as fugitive economic offenders under section 12 of the Fugitive Economic Offenders Act, 2018.

Our Promoters and members of our Promoter Group have not been prohibited or debarred from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other securities market regulator or any other authority, court or tribunal inside and outside India.

Our Promoters are not and have not been a promoter or director of any other company which is debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Except as disclosed below, there is no conflict of interest between Promoters or members of our Promoter Group and the suppliers of raw materials and third-party service providers of our Company (crucial for operations of our Company).

Revati Flexibles, Accurate Multilayer Papers LLP and Sainson Enterprises, our Promoter Group members, and Garg Duplex and Paper Mill Private Limited, one of our Promoter Group members and Group Company, is also a supplier of raw material to our Company. Please also see, *“Risk Factors- 22. We procure raw materials packing material, coal and consumables from certain members of our Promoter Group and Group Companies. Termination of such arrangement, or non-performance of obligations under such arrangement, may impact our business, financial condition, cash flows and results of operations.”* on page 51.

Except as disclosed below and under *“Our Promoters and Promoter Group - Interest in property acquired, acquisition of land, construction of building and supply of machinery, etc.”* and *Risk Factors - 21. We do not own certain premises used by our Company. In the event we lose or are unable to renew such leasehold rights, our business, financial condition, cash flows and results of operations may be adversely affected.”* on pages 267 and 50, respectively, there is no conflict of interest between our Promoters or members of our Promoter Group and lessors of the immovable properties of our Company, which are crucial for the operations of our Company:

Pursuant to the lease deed dated June 2, 2025, our Company has taken on lease, for a period of period of 11 months with effect from June 2, 2025, a paper machine along with its parts and the building situated at 8.5th K.M. Stone, Bhopa Road, Muzaffarnagar - 251001, Uttar Pradesh, India, from one of our promoter group members, namely, Garg Duplex and Paper Mills Private Limited, for the manufacturing and production of cupstock paper by our Company, for a monthly rental amount of ₹ 3.30 million. Further, two of our Directors and Promoters, namely, Rajeev Jain and Rajesh Jain, are also the directors and shareholders of Garg Duplex and Paper Mills Private Limited. For further details, see *“Risk Factors - 6. Our dependence on our Group Company, Garg Duplex and Paper Mills Private Limited, for leased machinery, land, and regulatory approvals for our cupstock paper manufacturing operations exposes us to operational and compliance-related risks.”* on page 43.

Promoter Group

In addition to our Promoters, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations are set out below:

Natural persons who are part of the Promoter Group

The natural persons who are part of the Promoter Group (due to their relationship with our Promoters), other than our Promoters, are as follows:

Name of Promoter	Name of member of the Promoter Group	Relationship with the Promoter
Akshay Jain	Anubha Jain	Spouse
	Arun Kumar Jain	Father
	Vibha Jain	Mother

Name of Promoter	Name of member of the Promoter Group	Relationship with the Promoter
	Devanansh Jain	Son
	Arham Jain	Son
	Bhavya Jain	Daughter
	Divya Varshney	Sister
	Shruti Jain	Sister
	Suresh Chand Jain	Spouse's father
	Rekha Jain	Spouse's mother
Rajeev Jain	Neena Jain	Spouse
	Samyak Jain	Son
	Pranika Singla	Daughter
	Nisha Jain	Sister
	Deepika Jain	Sister
	Sanjeev Jain	Brother
	Arun Kumar Jain	Brother
	Sanjiv Kumar Jain	Spouse's brother
	Rajesh Kumar Jain	Spouse's brother
	Mala Kaushik	Spouse's sister
	Meena Goyal	Spouse's sister
Rajesh Jain	Divya Jain	Spouse
	Rishabh Jain	Son
	Sanath Jain	Son
	Rishibha Jain Gupta	Daughter
	Anita Jain	Sister
	Seema Jain	Sister
	Rajendra Kumar Jain	Spouse's father
	Chander Lekha Jain	Spouse's mother
	Anuj Jain	Spouse's brother
	Monika Jain	Spouse's sister
	Sarika Jain	Spouse's sister
Monica Jain	Sanjeev Jain	Spouse
	Ravendra Kumar Jain	Father
	Savita Jain	Mother
	Tanya Chauhan	Daughter
	Nikita Jain	Daughter
	Sanskriti Jain	Daughter
	Sushant Jain	Brother
	Prashant Jain	Brother
	Nisha Jain	Spouse's sister
	Deepika Jain	Spouse's sister
	Rajeev Jain	Spouse's brother
	Arun Kumar Jain	Spouse's brother
Sanjeev Jain	Monica Jain	Spouse

Name of Promoter	Name of member of the Promoter Group	Relationship with the Promoter
	Tanya Chauhan	Daughter
	Nikita Jain	Daughter
	Sanskriti Jain	Daughter
	Nisha Jain	Sister
	Deepika Jain	Sister
	Rajeev Jain	Brother
	Arun Kumar Jain	Brother
	Ravendra Kumar Jain	Spouse's father
	Savita Jain	Spouse's mother
	Sushant Jain	Spouse's brother
	Prashant Jain	Spouse's brother

Entities forming part of the Promoter Group

The entities forming part of our Promoter Group are as follows:

1. Garg Duplex and Paper Mill Private Limited
2. Aroma Craft and Tissues Private Limited
3. Shreesanmati Autoexperts Private Limited
4. Superior Refractories & Ceramics Private Limited
5. Orgo Pharma & Fuels LLP
6. Accurate Multilayer Papers LLP
7. Shri Veer Balaji Paper Mills
8. Arham International
9. S J Enterprises
10. Design House of Nikita & Samriti
11. Sanjeev Jain HUF
12. Naresh Chand Jain (HUF)
13. Rajeev Jain (HUF)
14. Ravi Jain (HUF)
15. Rajesh Kumar Jain HUF
16. Ramesh Chand Jain (HUF)
17. Rishabh Jain HUF
18. Sanat Ramesh Jain HUF
19. Akshay Jain HUF
20. Arun Jain (HUF)
21. Revati Flexibles
22. Rainbow Runways Apparels & Accessories OPC Private Limited
23. Clean India Ventures Private Limited
24. Jodhama Kailash Chand Jewellers Private Limited

25. Sainson Enterprises
26. Superior Enterprise
27. Prashant Jain and Associates
28. Radhe Krishna Cottage Emporium
29. IKKA Industrial Equipment Rental Services
30. RDS Venture Private Limited

OUR GROUP COMPANIES

For the purpose of disclosure in this Draft Red Herring Prospectus, the following shall be considered as ‘group companies’ of our Company, in accordance with the SEBI ICDR Regulations:

- (i) All such companies with which there were related party transactions, in accordance with Accounting Standard 18 and Ind AS 24, as disclosed in the Restated Financial Information; and
- (ii) any other companies as may be considered material by our Board.

With respect to (ii) above, our Board in its meeting held on June 14, 2025 adopted the Materiality Policy, pursuant to which companies (other than those covered in (i) above) shall be considered “material” and will be disclosed as a “group company” if such companies form part of the Promoter Group and with which our Company has entered into transactions during the last completed financial year /and the relevant stub period, as applicable, which individually or in the aggregate, in value, exceed 10% of the restated revenue from operations of our Company for the most recent full Fiscal as per the Restated Financial Information of our Company included in this Draft Red Herring Prospectus.

Based on the parameters mentioned above, as on the date of this Draft Red Herring Prospectus, we have identified the following as Group Companies, the details of which are set forth below:

1. Garg Duplex and Paper Mills Private Limited
2. Shree Rama Newsprint Limited
3. Shreesanmati Autoexperts Private Limited

A. Details of the Group Companies

Garg Duplex and Paper Mills Private Limited

Registered Office

The registered office of Garg Duplex and Paper Mills Private Limited is situated at 8.5 KM, Bhopa Road, Muzaffarnagar - 251001, Uttar Pradesh, India.

Financial information

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit / (loss) after tax, earnings per share, diluted earnings per share and net asset value, derived from the latest audited financial statements of Garg Duplex and Paper Mills Private Limited for the Fiscals 2024, 2023 and 2022 are available on the website of our Company at www.sillvertonindustries.com.

Shree Rama Newsprint Limited

Registered Office

The registered office of Shree Rama Newsprint Limited is situated at Village Barbodhan, Taluka- Olpad, Surat, Gujarat- 395005, India.

Financial information

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit / (loss) after tax, earnings per share, diluted earnings per share and net asset value, derived from the latest audited financial statements of Shree Rama Newsprint Limited for the Fiscals 2025, 2024 and 2023 are available on its website at <https://ramanewsprint.com/investors-Annual-Report.html>.

Shreesanmati Autoexperts Private Limited

Registered Office

The registered office of Shreesanmati Autoexperts Private Limited is situated at 3KM, Meerut Road, Muzaffarnagar - 251001, Uttar Pradesh, India.

Financial information

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit / (loss) after tax, earnings per share, diluted earnings per share and net asset value, derived from the latest audited financial statements of Shreesanmati Autoexperts Private Limited for the Fiscals 2024, 2023 and 2022 are available on the website of our Company at www.sillvertonindustries.com.

B. Nature and extent of interest of our Group Companies

a) In the promotion of the Company

None of our Group Companies have any interest in the promotion of our Company.

b) In the properties acquired by our Company in the past three years before filing this Draft Red Herring Prospectus or proposed to be acquired by our Company

Our Group Companies are not interested in the properties acquired by our Company in the three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

c) In transactions for acquisition of land, construction of building and supply of machinery, etc.

Except as disclosed below and as disclosed in “*Summary of the Offer Document – Summary of Related Party Transactions*” and *Restated Financial Information – Note 41: Related Party Disclosure*” on pages 32 and 324, respectively, our Group Companies are not interested in any transactions for acquisition of land, construction of building or supply of machinery, etc.

Pursuant to the lease deed dated June 2, 2025, our Company has taken on lease, for a period of period of 11 months with effect from June 2, 2025, a paper machine along with its parts and the building situated at 8.5th K.M. Stone, Bhopa Road, Muzaffarnagar - 251001, Uttar Pradesh, India, from one of our Group Companies, namely, Garg Duplex and Paper Mills Private Limited, for the manufacturing and production of paper by our Company, for a monthly rental amount of ₹ 3.30 million. Further, two of our Directors and Promoters, namely, Rajeev Jain and Rajesh Jain, are also the directors and shareholders of Garg Duplex and Paper Mills Private Limited. For further details, see “*Risk Factors - 6. Our dependence on our Group Company, Garg Duplex and Paper Mills Private Limited, for leased machinery, land, and regulatory approvals for our cupstock paper manufacturing operations exposes us to operational and compliance-related risks.*” on page 43.

C. Common pursuits among our Group Companies and our Company

One of our Group Companies, namely, Garg Duplex and Paper Mills Private Limited is engaged in the similar line of business as that of our Company whereas, one of our other Group Companies, Shree Rama Newsprint Limited is engaged in one of the business activities that our Company has recently commenced i.e. manufacturing of packaged drinking water and is authorised under its memorandum of association to carry on similar activities as those of our Company, thereby resulting in certain common pursuits amongst the aforesaid Group Companies and our Company. However, we shall adopt necessary procedures and practices permitted by law and regulatory guidelines to address any instances of conflict, if and when they arise. For further details, see “*Risk Factors — 14. Certain entities forming part of our Promoter Group and Group Companies are in the same line of business as ours. Any real or potential conflicts of interest that may arise in this regard may materially adversely impact our business, financial condition, results of operations and cash flows.*” on page 47.

D. Related business transactions within our Group Companies and significance on the financial performance of our Company

Except as disclosed in “*Summary of the Offer Document – Summary of Related Party Transactions*” and *Restated Financial Information – Note 41: Related Party Disclosure*” on pages 32 and 324, respectively, there are no related business transactions with our Group Companies.

E. Litigation

As on the date of this Draft Red Herring Prospectus, there are no pending litigations involving our Group Companies which may have a material impact on our Company.

F. Business interest of our Group Company

Except in the ordinary course of business and as stated in “*Summary of the Offer Document – Summary of Related Party Transactions*” and “*Restated Financial Information – Note 41: Related Party Disclosure*” on pages 32 and 324, respectively, our Group Companies do not have any business interest in our Company

G. Other confirmations

Except for Shree Rama Newsprint Limited, whose equity shares are listed on the BSE and NSE, none of our Group Companies have any securities listed on any stock exchange.

None of our Group Companies have made any public or rights issue (as defined under the SEBI ICDR Regulations) during the three years preceding the date of this Draft Red Herring Prospectus.

There are no material existing or anticipated transactions in relation to the utilisation of the Offer Proceeds with our Group Companies.

Except as disclosed above in this section, there is no conflict of interest between our Group Companies and their directors have any conflict of interest with any lessor of immovable properties of our Company (crucial for operations of our Company).

Except as disclosed below, there is no conflict of interest between our Group Companies or their respective directors and the suppliers of raw materials or third-party service providers of our Company, crucial for operations of our Company.

Two of our Group Companies, namely, Garg Duplex and Paper Mill Private Limited and Shree Rama Newsprint Limited, are also suppliers of raw material to our Company.

Please also see “*Risk Factors- 22. We procure raw materials packing material, coal and consumables from certain members of our Promoter Group and Group Companies. Termination of such arrangement, or non-performance of obligations under such arrangement, may impact our business, financial condition, cash flows and results of operations.*”

DIVIDEND POLICY

The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board and approved by the Shareholders of our Company, at their discretion, subject to the provisions of the Articles of Association and the applicable laws including the Companies Act, 2013 read with the rules notified thereunder, each as amended, together with the applicable rules issued thereunder.

The dividend payable, if any, will depend on a number of internal and external factors, including but not limited to profits earned or distributable surplus during the Fiscal, accumulated reserves including retained earnings, cash flows, debt repayment schedules, if any, and external factors including, but not limited to the macro-economic environment, regulatory changes and technological changes.

Our Board shall recommend or declare dividend as per the provisions of the Companies Act, 2013 and any other applicable laws. Interim dividend shall be paid on declaration of the same by our Board and the final dividend will be paid on the approval of Shareholders at a general meeting. Our Company has adopted a formal policy on dividend declaration pursuant to resolution of board of directors dated May 29, 2025.

Our Company has not declared any dividends during the last three Fiscals and in the nine months period ended December 31, 2024 and until the date of this Draft Red Herring Prospectus, on the Equity Shares. The past trend in relation to our payment of dividends is not necessarily indicative of our dividend trend or dividend policy, in the future. For details in relation to risks involved in this regard, please refer to “*Risk Factors - 44. Our Company has not paid dividends during the last three Fiscals and during the current Fiscal. There can be no assurance that our Company will be in a position to pay dividends in the future. Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.*” on page 61.

SECTION V: FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

[Rest of the page intentionally left blank]



AGARWAL AJAY & ASSOCIATES

Chartered Accountants

PAN No.: AAJFA0399 R
GSTIN : 09AAJFA0399R1ZO
E-mail: ajayfca@rediffmail.com

The Board of Directors
Silverton Industries Limited
(Formerly Known as Silverton Pulp and Papers Private Limited)
9th KM South Bhopa Road,
Muzaffarnagar-251001
Uttar Pradesh, India

Independent Auditor's Examination Report on Restated Financial Information in connection with the Proposed Initial Public Offering of Silverton Industries Limited

Dear Sirs / Madams,

1. This report is issued in accordance with the terms of our agreement dated **02.01.2025**,
2. We have examined the attached Restated Financial Information, expressed in Indian Rupees in millions of Silverton Industries Limited (hereinafter referred to as the "Company" or the "Issuer"), comprising
 - a. the "Restated Statement of Assets and Liabilities" as at December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 (enclosed as Annexure I);
 - b. the "Restated Statement of Profit and Loss" for years/period ended December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 (enclosed as Annexure II);
 - c. the "Restated Statement of Changes in Equity" for the years/period ended December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 (enclosed as Annexure III);
 - d. the "Restated Statement of Cash Flows" for the years/period ended December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 (enclosed as Annexure IV);
 - e. the Restated Statement of "Basis of Preparation, Material Accounting Policies and Notes to the Restated Financial Information" for the years/period ended December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 (enclosed as Annexure V); and
 - f. the "Statement of Adjustments to the Audited Special Purpose Financial Statements as at and for the nine months period ended December 31, 2024 and for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 (enclosed as Annexure VI)

(hereinafter together referred to as the "Restated Financial Information"), prepared by the Management of the Company in connection with the Proposed Initial Public Offering of Equity Shares of the Company (the "IPO" or "Issue") in accordance with the requirements of:

- a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "**Act**");
- b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**ICDR Regulations**"); and



- c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (the "ICAI"), as amended from time to time (the "Guidance Note").

The said Restated Financial Information has been approved by the Board of Directors of the Company at their meeting held on **14.06.2025** for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP"), Red Hearing Prospectus ("RHP) and Prospectus (collectively, "Offer Documents") in related to proposed IPO, and initialed by us for identification purposes only.

Management's Responsibility for the Restated Financial Information

3. The Company's management is responsible for the preparation of the Restated Financial Information which have been approved by the Board of Directors for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP"), Red Hearing Prospectus ("RHP) and Prospectus (collectively, "Offer Documents") to be filed with the Securities and Exchange Board of India ("SEBI"), BSE Limited and National Stock Exchange of India Limited (collectively, the "**Stock Exchanges**") in connection with the proposed initial public offer. The Restated Financial Information have been prepared by the management of the Company on the basis of preparation stated in note 2(I) to the Restated Financial Information. The respective board of directors of the companies are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of respective restated financial information which have been used for the purpose of preparation of these Restated Financial Information by the management of the Company, as aforesaid. The respective board of directors are also responsible for identifying and ensuring that the company complies with the Act, the ICDR Regulations and the Guidance Note.

Auditor's Responsibilities

4. Our work has been carried out considering the concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information in accordance with the Guidance Note and other applicable authoritative pronouncements issued by the ICAI and pursuant to the requirements of Section 26 of the Act, and the SEBI ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the SEBI ICDR Regulations and the Guidance Note in connection with the Issue.
5. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. Our examination of the Restated Financial Information has not been carried out in accordance with the auditing standards generally accepted in the United States of America, standards of the Public Company Accounting Oversight Board and accordingly, should not be relied upon by any one as if it had been carried out in accordance with those standards or any other standards besides the standards referred to in this report.
7. The Restated Financial Information, expressed in Indian Rupees in million, has been prepared by the Company's Management from:
- a. the audited special purpose Ind AS financial statements of the Company as at and for the year ended March 31, 2024, March 31, 2023 and March 31, 2022, prepared in accordance with the



AGARWAL AJAY & ASSOCIATES

Chartered Accountants

PAN No.: AAJFA0399 R
GSTIN : 09AAJFA0399R1ZO
E-mail: ajayfca@rediffmail.com

Ind AS as prescribed under section 133 of the Act read with Companies (Indian Accounting standards) Rules 2015, as amended, and under other accounting principles generally accepted in India and were approved by the Board of Directors at their meeting held on 10.06.2025.

- b. the audited Interim special purpose Ind AS financial statements of the Company for the nine months period ended December 31, 2024 which were prepared in accordance with recognition as measurement principles of the Indian Accounting Standard (referred to as "Ind AS") 34 "Interim Financial Reporting" specify under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on 12.06.2025.
8. For the purpose of our examination, we have relied on
 - a. Auditors' reports issued by us, dated 10.06.2025 on the audited special purpose financial statements of the Company for the year ended March 31, 2024, March 31, 2023 and March 31, 2022, as referred in Paragraph 7(a) above.
 - b. Auditors' reports issued by us, dated 12.06.2025 on the audited Interim special purpose Ind AS financial statements of the Company for the nine months ended December 31, 2024, as referred in Paragraph 7(b) above.
9. We have not audited any financial statements of the Company as of any date or for any period subsequent to December 31, 2024. Accordingly, we do not express any opinion on the financial position, results or cash flows of the Company as of any date or for any period subsequent to December 31, 2024.

Opinion

10. Based on our examination and according to the information and explanations given to us, we report that the Restated Financial Information:
 - a. have been prepared in accordance with the Act, and the SEBI ICDR Regulations and the Guidance Note;
 - b. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively (as disclosed in Annexure VI to the Restated Financial Information) to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the nine months period ended December 31, 2024, for all the reporting period; and
 - c. there are no qualifications in the auditors' reports on the audited financial statements of the Company for the year ended March 31, 2024, March 31, 2023, March 31, 2022 and on the audited special purpose financial statements of the Company as at March 31, 2024 and audited special purpose financial statements for the nine months ended December 31, 2024 which do not require any adjustments for modification as there is no modification in the underlying audit report.



AGARWAL AJAY & ASSOCIATES

Chartered Accountants

PAN No.: AAJFA0399 R
GSTIN : 09AAJFA0399R1ZO
E-mail: ajayfca@rediffmail.com

11. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the Audited Financial Statements and Special Purpose Financial Statements mentioned in paragraph 8 above.
12. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or the Previous Auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
13. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

Restriction on Use

14. This report is addressed to and is provided to enable the Board of Directors of the Company to include this report in the Offer Documents prepared in connection with the proposed Initial Public Offering of Equity Shares of the Company, to be filed by the Company with the SEBI, BSE and NSE, in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For AGARWAL AJAY & ASSOCIATES

Chartered Accountants

Firm Reg. No. 005159C

PLACE: MUZAFFARNAGAR

DATED: 14.06.2025

UDIN : 25073934BMOORR2084

AJAY KR. AGARWAL

PARTNER

M.No. 073934

M/s Silvertone Industries Limited
(Formerly Known as M/s Silvertone Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048
Annexure I - Restated Statement of Assets and Liabilities
(Amounts in INR Million, unless otherwise stated)

	Particulars	Note	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
I.	ASSETS					
(1)	Non - current assets					
	(a) Property, plant and equipment	3.1	1,974.62	1,435.32	1,533.00	1,625.57
	(b) Capital Work In Progress	3.2	1,297.82	693.77	234.24	-
	(c) Investment Property	3.3	17.95	-	-	-
	(d) Financial assets					
	(i) Investments	4	16.06	17.15	-	-
	(ii) Other financial assets	5	3.11	3.05	3.05	7.71
	(e) Other non - current assets	6	157.84	670.43	-	-
(2)	Current assets					
	(a) Inventories	7	1,179.96	1,217.13	862.94	810.50
	(b) Financial assets					
	(i) Trade receivables	8	1,133.90	692.46	776.49	645.03
	(ii) Cash and cash equivalents	9	34.35	184.54	69.96	153.55
	(iii) Bank balances other than cash and cash equivalents	10	1,168.89	1,178.14	826.25	381.06
	(vi) Other financial assets	11	24.44	7.83	1.68	2.06
	(c) Other current assets	12	483.71	324.34	386.39	246.90
			7,492.65	6,424.16	4,694.00	3,872.38
II.	EQUITY AND LIABILITIES					
(1)	Equity					
	(a) Equity Share capital	13	76.70	76.70	76.70	76.70
	(b) Other equity	14	4,061.97	3,236.95	2,349.75	1,665.32
	Liabilities					
(2)	Non - current liabilities					
	(a) Financial liabilities					
	(i) Borrowings	15	1,699.31	1,391.54	529.64	393.73
	(ii) Other financial liabilities	16	55.81	51.25	50.82	49.76
	(b) Provision	17	25.88	22.30	17.45	14.41
	(c) Deferred tax liabilities (net)	18	276.88	201.59	109.75	31.48
	(d) Other non current liabilities	19	37.01	15.31	-	-
(3)	Current liabilities					
	(a) Financial liabilities					
	(i) Borrowings	20	239.32	470.57	434.09	1,024.95
	(ii) Trade payables	21				
	a) Total outstanding dues of micro enterprises and small enterprises		11.37	4.77	5.79	0.83
	b) Total outstanding dues of creditors others than micro enterprises and small enterprises		587.35	675.17	703.70	422.56
	(iii) Other financial liabilities	22	38.50	0.09	15.34	0.06
	(b) Other current liabilities	23	107.33	94.31	106.52	88.80
	(c) Provisions	24	275.22	183.61	294.45	103.78
			7,492.65	6,424.16	4,694.00	3,872.38

The above Restated Statement of Assets and Liabilities should be read in conjunction with the Annexure V- Basis of Preparation, Material Accounting Policies and Notes to the Restated Financial Information and Annexure VI -Statement of Adjustments to the Audited Financial Statements.

For AGARWAL AJAY & ASSOCIATES
Chartered Accountants
Firm Reg. No. 005159C

For and on behalf of the Board of Directors of
M/s SILLVERTON INDUSTRIES LIMITED

AJAY KR. AGARWAL
PARTNER
M.No. 073934
PLACE: MUZAFFARNAGAR
DATED: 14.06.2025
UDIN : 25073934BMOORR2084

AKSHAY JAIN
Managing Director
DIN-00144716
Place : Muzaffarnagar
Date : 14.06.2025

RAJEEV JAIN
Whole Time Director
DIN-00140469

RAJESH JAIN
Whole Time Director
DIN-00141162

SANJEEV JAIN
Chief Finance Officer
PAN-AAAPJ1067G
Place : Muzaffarnagar
Date : 14.06.2025

RAVIKANT
Company Secretary
ACS No. 48526

M/s Silvertton Industries Limited
(Formerly Known as M/s Silvertton Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048
Annexure II- Restated Statement of Profit and Loss
(Amounts in INR Million, unless otherwise stated)

	Particulars	Note	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
I.	Revenue from operations	25	7,451.56	8,795.85	8,659.98	6,186.54
II.	Other income	26	72.94	105.03	69.26	21.25
III.	Total Income (I+II)		7,524.50	8,900.88	8,729.24	6,207.79
IV.	Expenses:					
	Cost of materials consumed	27	5,355.66	6,453.23	6,496.34	4,901.17
	Purchase of Stock in Trade	28	86.04	108.29	89.01	2.47
	Changes in inventories of finished goods and work in progress and Stock in Trade	29	(34.63)	42.50	(64.96)	(10.55)
	Employee benefits expense	30	138.34	160.93	106.78	86.82
	Finance costs	31	68.51	79.41	76.17	82.90
	Depreciation and amortization expense	3	142.39	173.71	169.68	167.74
	Other expenses	32	593.88	830.41	816.63	486.81
	Total expenses (IV)		6,350.19	7,848.48	7,689.65	5,717.36
V.	Profit before tax (III-IV)		1,174.31	1,052.40	1,039.59	490.43
VI.	Tax expense :	33				
	Current tax		272.33	271.17	291.28	98.05
	Deferred tax		77.58	(104.97)	66.33	88.11
			349.91	166.20	357.61	186.16
VII.	Profit for the year/Period		824.40	886.20	681.98	304.27
VIII	Other comprehensive income					
	(i) Items that will not be reclassified to profit or loss					
	Remeasurement of the net defined benefit liability/asset		0.95	1.54	3.76	2.89
	(ii) Income tax relating to items that will not be reclassified to profit or loss		(0.33)	(0.54)	(1.31)	(1.01)
	Total other comprehensive income, net of tax		0.62	1.00	2.45	1.88
IX.	Total comprehensive income for the year/Period		825.02	887.20	684.43	306.15
X.	Earnings per equity share (Nominal value per share Rs. 5/-)	34				
	- Basic and Diluted (Rs.)		3.36	3.61	2.78	1.24

The above Restated Statement of Profit and Loss should be read in conjunction with the Annexure V- Basis of Preparation, Material Accounting Policies and Notes to the Restated Financial Information and Annexure VI -Statement of Adjustments to the Audited Financial Statements .

For AGARWAL AJAY & ASSOCIATES
Chartered Accountants
Firm Reg. No. 005159C

For and on behalf of the Board of Directors
M/s SILLVERTON INDUSTRIES LIMITED

AJAY KR. AGARWAL
PARTNER
M.No. 073934
PLACE: MUZAFFARNAGAR
DATED: 14.06.2025
UDIN : 25073934BMOORR2084

AKSHAY JAIN
Managing Director
DIN-00144716
Place : Muzaffarnagar
Date : 14.06.2025

RAJEEV JAIN
Whole Time Director
DIN-00140469

RAJESH JAIN
Whole Time Director
DIN-00141162

SANJEEV JAIN
Chief Finance Officer
PAN-AAAPJ1067G
Place : Muzaffarnagar
Date : 14.06.2025

RAVIKANT
Company Secretary
ACS No. 48526

M/s Silvertan Industries Limited
(Formerly Known as M/s Silvertan Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048
Annexure III - Restated Statement of Change in Equity
(Amounts in INR Million, unless otherwise stated)
(a) Equity Share Capital

	Amount in Million
Balance as at April 01, 2021	76.70
Changes in equity share capital during the year	-
Balance as at April 01, 2022	76.70
Changes in equity share capital during the year	-
Balance as at March 31, 2023	76.70
Changes in equity share capital during the year	-
Balance as at March 31, 2024	76.70
Changes in equity share capital during the year	-
Balance as at December 31, 2024	76.70

(b) Other Equity

Particulars	Reserves and Surplus						Items of Other Comprehensive	Total
	General Reserve	Retained Earnings	Securities Premium	MAT Credit Entitlement	Equity component of compound financial instrument- (Preference share capital)	Other Reserves*	Re-measurement of defined benefit plan	
Balance as at April 01, 2021	-	1,035.92	246.85	-	74.13	2.45	(0.18)	1,359.17
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Restated balance as at April 01, 2021	-	1,035.92	246.85	-	74.13	2.45	(0.18)	1,359.17
Profit for the year	-	304.27	-	-	-	-	-	304.27
Income tax of earlier years	-	-	-	-	-	-	-	-
Other Comprehensive Income (net of tax)	-	-	-	-	-	-	1.88	1.88
Total Comprehensive Income for the year	-	304.27	-	-	-	-	1.88	306.15
Transfer from retained earnings	-	-	-	-	-	-	-	-
Transfer to general reserve	-	-	-	-	-	-	-	-
Balance as at March 31, 2022	-	1,340.19	246.85	-	74.13	2.45	1.70	1,665.32
Balance as at April 01, 2022	-	1,340.19	246.85	-	74.13	2.45	1.70	1,665.32
Profit for the year	-	681.98	-	-	-	-	-	681.98
Other Comprehensive Income (net of tax)	-	-	-	-	-	-	2.45	2.45
Total Comprehensive Income for the year	-	681.98	-	-	-	-	2.45	684.43
Transfer to general reserve	-	-	-	-	-	-	-	-
Balance as at March 31, 2023	-	2,022.17	246.85	-	74.13	2.45	4.15	2,349.75
Balance as at April 01, 2023	-	2,022.17	246.85	-	74.13	2.45	4.15	2,349.75
Profit for the year	-	886.20	-	-	-	-	-	886.20
Other Comprehensive Income (net of tax)	-	-	-	-	-	-	1.00	1.00
Total Comprehensive Income for the year	-	886.20	-	-	-	-	1.00	887.20
Transfer to general reserve	-	-	-	-	-	-	-	-
Balance as at March 31, 2024	-	2,908.37	246.85	-	74.13	2.45	5.15	3,236.95
Balance as at April 01, 2024	-	2,908.37	246.85	-	74.13	2.45	5.15	3,236.95
Profit for the year	-	824.40	-	-	-	-	-	824.40
Other Comprehensive Income (net of tax)	-	-	-	-	-	-	0.62	0.62
Total Comprehensive Income for the year	-	824.40	-	-	-	-	0.62	825.02
Transfer to general reserve	-	-	-	-	-	-	-	-
Balance as at December 31, 2024	-	3,732.77	246.85	-	74.13	2.45	5.77	4,061.97

*Other reserve is created on account of forfeiture of equity shares during FY 2013-14.

The above Restated Statement of Change in Equity should be read in conjunction with the Annexure V- Basis of Preparation, Material Accounting Policies and Notes to the Restated Financial Information and Annexure VI -Statement of Adjustments to the Audited Financial Statements.

For AGARWAL AJAY & ASSOCIATES
Chartered Accountants
Firm Reg. No. 005159C

For and on behalf of the Board of Directors
M/s SILLVERTON INDUSTRIES LIMITED

AJAY KR. AGARWAL
PARTNER
M.No. 073934
PLACE: MUZAFFARNAGAR
DATED: 14.06.2025
UDIN : 25073934BMOORR2084

AKSHAY JAIN
Managing Director
DIN-00144716
Place : Muzaffarnagar
Date : 14.06.2025

RAJEEV JAIN
Whole Time Director
DIN-00140469

RAJESH JAIN
Whole Time Director
DIN-00141162

SANJEEV JAIN
Chief Finance Officer
PAN-AAAPJ1067G
Place : Muzaffarnagar
Date : 14.06.2025

RAVIKANT
Company Secretary
ACS No. 48526

M/s Silvertown Industries Limited
(Formerly Known as M/s Silvertown Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048
Annexure IV - Restated Statement of Cash Flows
(Amounts in INR Million, unless otherwise stated)

Particulars	For the nine months period ended December 31, 2024		For the year ended March 31, 2024		For the year ended March 31, 2023		For the year ended March 31, 2022	
(A) CASH FLOW FROM OPERATING ACTIVITY :								
Net Profit before Tax		1,174.31		1,052.40		1,039.59		490.43
Less: Interest Income	(69.36)		(76.60)		(44.89)		(9.47)	
Add : (Profit)/Loss Due to Foreign Exchange Fluctuation	11.97		(12.28)		35.04		0.37	
Add: (Profit) / Loss on sale Investment	(0.31)							
Add: (Profit) / Loss on sale of Property, Plant & Equipment	0.41		-		(0.94)		1.82	
Add : Financial Cost	68.51		79.41		76.17		82.90	
Add : Depreciation on Fixed Assets	142.39	153.61	173.71	164.24	169.68	235.06	167.74	243.36
Operating Profit before Working Capital Changes		1,327.92		1,216.64		1,274.65		733.79
Adjustments for:								
- (Increase)/Decrease in Inventories	37.17		(354.19)		(52.44)		(173.96)	
- (Increase)/Decrease in Trade Receivables	(441.44)		84.03		(131.46)		(47.56)	
- (Increase)/Decrease in other bank balance	9.25		(351.89)		(445.19)		(323.52)	
- (Increase)/Decrease in Other financial assets	(16.67)		(6.15)		5.04		(4.10)	
- (Increase)/Decrease in Other current assets	(159.38)		62.05		(139.49)		(42.82)	
- (Increase)/Decrease in other non current assets	512.59		(670.43)		-		1.48	
- Increase/(Decrease) in Other financial liabilities	42.97		(14.82)		16.34		(24.63)	
- Increase/(Decrease) in Trade Payables	(81.22)		(29.55)		286.10		44.11	
- Increase/(Decrease) in Other Non-Current Liabilities	21.70		15.31		-		-	
- Increase/(Decrease) in Other Current Liabilities	13.02		(12.21)		17.72		29.56	
-(Increase)/Decrease in Mat credit entitlement	(2.63)		196.28		10.63		-	
- Increase/(Decrease) in Provisions	5.48		7.42		7.15		5.31	
Cash generated from operations	(59.16)		(1,074.15)		(425.60)		(536.12)	
Income Tax paid	(181.66)	(240.82)	(383.05)	(1,457.20)	(100.95)	(526.55)	(64.89)	(601.01)
Net Cash flow from Operating activities		1,087.10		(240.56)		748.10		132.78
(B) CASH FLOW FROM INVESTING ACTIVITIES :								
- Purchase of Property, plant and equipment	(1,304.98)		(535.57)		(316.24)		(94.22)	
- Interest Income on FDR	69.36		76.60		44.89		9.47	
- Profit on sale of Investment	0.31		-		-		-	
- Proceeds from sale of Property, plant and equipment	0.89		-		5.83		6.45	
- (Purchase)/sale proceeds of Shares	1.09		(17.15)		-		-	
Net Cash flow from Investing activities		(1,233.33)		(476.12)		(265.52)		(78.30)
(C) CASH FLOW FROM FINANCING ACTIVITIES								
- Payment of Interest	(67.59)		(78.28)		(75.14)		(81.95)	
- Profit/Loss due to foreign fluctuation	(11.97)		12.28		(35.04)		(0.37)	
- Increase/(Decrease) in long term borrowings	306.85		860.78		134.87		(447.65)	
- Increase/(Decrease) in short term borrowings	(231.25)	(3.96)	36.48	831.26	(590.86)	(566.17)	580.70	50.73
Net Cash flow from Financing activities		(3.96)		831.26		(566.17)		50.73
Net Cash flow Generate during the Year		(150.19)		114.58		(83.59)		105.21
Opening Balance of Cash/Cash Equivalent		184.54		69.96		153.55		48.34
Closing Balance of Cash/Cash Equivalent		34.35		184.54		69.96		153.55
Notes to Cash Flow Statement:								
Component of cash and cash equivalents								
Cash on hand		0.10		0.96		0.34		0.13
Balances with banks								
In current accounts		34.25		183.58		69.62		153.42
		34.35		184.54		69.96		153.55

The above Restated Statement of Cash Flows should be read in conjunction with the Annexure V- Basis of Preparation, Material Accounting Policies and Notes to the Restated Financial Information and Annexure VI -Statement of Adjustments to the Audited Financial Statements .

For AGARWAL AJAY & ASSOCIATES
Chartered Accountants
Firm Reg. No. 005159C

AJAY KR. AGARWAL
PARTNER
M.No. 073934
PLACE: MUZAFFARNAGAR
DATED: 14.06.2025
UDIN : 25073934BMOORR2084

AKSHAY JAIN
Managing Director
DIN-00144716
Place : Muzaffarnagar
Date : 14.06.2025

SANJEEV JAIN
Chief Finance Officer
PAN-AAAPJ1067G
Place : Muzaffarnagar
Date : 14.06.2025

RAJEEV JAIN
Whole Time Director
DIN-00140469

RAJESH JAIN
Whole Time Director
DIN-00141162

RAVIKANT
Company Secretary
ACS No. 48526

For and on behalf of the Board of Directors of
M/s SILLVERTON INDUSTRIES LIMITED

SILLVERTON INDUSTRIES LIMITED
(Formerly Known as Silvertown Pulp and Papers Private Limited)
CIN: U21093UP1995PLC018048
All amounts are ₹ in millions unless otherwise stated

Annexure V - Basis of Preparation, Material Accounting Policies and Notes to the Restated Financial Information

1. Corporate Overview:

Sillvertown Industries Limited, Muzaffarnagar is a Limited Company which was formerly incorporated on 15.05.1995 in the name of Silvertown Pulp and Papers Limited having CIN-U21093UP1995PLC018048 and later on was converted into Silvertown Pulp and Papers Private Limited. The Company is engaged in manufacture of Kraft Paper, Writing and Printing Paper, Cup Stock and Packaged Drinking Water.

The Company is having its registered office at 9th K.M Bhopa Road, Muzaffarnagar, Uttar Pradesh, India-251001.

Pursuant to a resolution passed by our Board of Directors at its meeting held on [March 6, 2025] and a special resolution passed by our Shareholders at the EGM held on March 28, 2025, the name of Company was changed to '**Sillvertown Industries Private Limited**', and a fresh certificate of incorporation dated April 22, 2025, was issued by the RoC. Subsequently, the Company was converted from a private limited company to a public company, consequent to which, the name of Company was changed to '**Sillvertown Industries Limited**'.

2. Basis of preparation, material accounting policies:

(a) Statement of Compliance

These Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and relevant provisions of the Companies Act, 2013.

(b) Basis of Preparation

These restated financial statements comprise of the Restated Statement of Assets and Liabilities as at December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statements of Profit and Loss (including Other Comprehensive Income), the Restated Statements of Changes in Equity and the Restated Statements of Cash Flows for the period ended December 31, 2024 and for the years ended March 31, 2024, March 31, 2023, and March 31, 2022 and the Summary of Material accounting policies and other explanatory notes (collectively, the '**Restated Financial Information**').

These Restated Financial Information have been prepared by the Management of the Company for the purpose of inclusion in the Draft Red Herring Prospectus ('DRHP'), Red Herring Prospectus ('RHP') and Prospectus (collectively, "Offer Documents") to be filed by the Company with the Securities Exchange Board of India (SEBI), BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), as applicable in connection with proposed Initial Public Offering ("IPO") of its equity shares.

These Restated Financial Information have been approved by the Board of Directors and is prepared by the management of the Company to comply in all material respects with the requirements of:

- i. Section 26 of the Companies Act, 2013 ("the Act")
- ii. Paragraph A of Clause 11 (I) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended to date (the "SEBI ICDR Regulations") issued by the SEBI; and
- iii. 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").

The Company has decided to adopt Indian Accounting Standards notified under Section 133 of the Companies Act 2013, read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other accounting principles generally accepted in India (referred to as "Ind AS") for the financial year ended March 31, 2024 and prepared its first financial statements in accordance with Indian Accounting Standards (Ind AS) for the year ended March 31, 2024 with the transition date as **April 01, 2021**.

An explanation of how the transition from accounting standard notified under Section 133 of the Companies Act 2013, read with the Companies (Accounting Standards) Rules, 2021 (as amended) ("Previous GAAP") to Ind AS has affected the Company's Restated Financial Information is set out in **Note 45**.

The Restated Financial Information has been prepared by the Management of the Company from:

(a) The audited Special Purpose Ind AS Financial Statements of the company as at and for the year ended 31 March 2024, 31 March 2023, 31 March 2022 prepared in accordance with Indian Accounting Standard (Ind AS), as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 10.06.2025.

(b) The audited Interim Special Purpose Ind AS Financial Statements of the company as at and for the nine-month period ended 31 December 2024, prepared in accordance with the basis of preparation and have been approved by the Board of Directors at their meeting held 12.06.2025

The Restated Financial Information:

(a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors, if any, and regrouping/reclassifications retrospectively (as disclosed in Annexure VI to the Restated Financial Information) to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at end for the period ended 31 December 2024.; and

(b) do not require any adjustment for qualifications as there are no qualifications in the underlying auditors' reports.

The audited Special Purpose Ind AS Financial statements referred above have been prepared solely for the purpose of preparation of Restated Financial Information for inclusion in the Offer Documents in relation to proposed IPO. Hence these Special Purpose Ind AS Financial statements are not suitable for any other purpose other than for the purpose of preparation of Restated Financial Information.

All amounts disclosed in Restated Financial Information are reported in nearest millions of Indian Rupees and are been rounded off to the nearest millions, except per share data and unless stated otherwise.

Historical Cost Convention

This restated financial information have been prepared on a historical cost basis except for following:

- Defined benefit plan assets measured at fair value.
- Certain financial assets and liabilities measured at fair value (refer accounting policy on financial instruments)

The Restated Financial Information have been prepared on a going concern basis.

New standards or interpretations adopted by the Company

The Ministry of Corporate Affairs had vide notification dated March 31, 2023 notified Companies (Indian Accounting Standards) Amendment Rules, 2023 which amended certain accounting standards, and are effective April 01, 2023

- Disclosure of accounting policies- amendments to Ind AS 1
- Definition of accounting estimates – amendments to Ind AS 8
- Deferred tax related to assets and liabilities arising from a single transaction – amendments to Ind AS 12

The other amendments to Ind AS notified by these rules are primarily in the nature of clarifications.

These amendments did not have any material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods. Specifically, no changes would be necessary as a consequence of amendments made to Ind AS 12 as the company's accounting policy already complies with the now mandatory treatment.

(c) Classification of Assets and Liabilities as Current and Non-Current

All Assets and Liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of product & activities of the Company and their realization in cash and cash equivalent, the Company has determined its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2.2 USE OF ESTIMATES & JUDGEMENTS

The preparation of financial statements in conformity with Ind AS 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 upon 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. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgements which have significant effect on the amounts recognized in the financial statement:

Income Taxes:

Judgment of the Management is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the standalone financial statements.

Contingencies:

Judgment of the Management is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the company as it is not possible to predict the outcome of pending matters with accuracy.

Allowance for uncollected accounts receivable and advances

Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not collectible. Impairment is made on ECL, which are the present value of the cash shortfall over the expected life of the financial assets.

Defined Benefit Plans:

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in future. These Includes the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Fair Value Measurement of Financial Instruments:

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

2.3 MATERIAL ACCOUNTING POLICIES

(a) PROPERTY, PLANT AND EQUIPMENT (PP&E):

On transition to Ind AS, the company has adopted optional exemption under Ind AS 101 to measure Property, Plant and Equipment at Previous GAAP Carrying Value as deemed cost under Ind AS. Subsequently Property, Plant and Equipment are carried at cost less accumulated depreciation and accumulated losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the items.

Property, plant and equipment acquired after the transition date are stated at cost net of input credit availed, less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenses directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Capital work-in-progress includes cost of property, plant and equipment under construction / development as at the balance sheet date. Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the costs to the item can be measured reliably. Repairs and maintenance costs are recognized in the statement of profit and loss when incurred. Property, plant and equipment are derecognized from the financial statement, either on disposal or when no economic benefits are expected from its use or disposal. Losses arising in the case of retirement of property, plant and equipment and gain or losses arising from disposal of property, plant and equipment are recognized in the statement of profit and loss in the year of occurrence.

Depreciation on Buildings, Plant & Machinery and other assets of all units is provided as per straight line method over their useful lives as prescribed under Schedule II of Companies Act, 2013. Depreciation on addition is charged proportionately from the date of its acquisition/installation. Depreciation will be charged from the date the assets is available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. 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. The present value of the expected cost for the decommissioning of the asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

(b)BORROWING COST:

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

(c)INVENTORIES:

Inventories such as Raw Materials, Work-in-Progress, Finished Goods, Stock in Trade, Stores & Spares are valued at the lower of cost or net realizable value (except scrap/waste which are value at net realizable value). The cost is computed on weighted average basis. Finished Goods and Process Stock include cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

(d)CASH AND CASH EQUIVALENTS:

Cash and cash equivalents comprise cash in hand, cash at bank and demand deposits with banks with an original maturity of three months or less which are subject to an insignificant risk of change in value.

(e)FINANCIAL INSTRUMENTS:

A Financial Instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. At initial recognition, all financial assets are measured at fair value. Such financial assets are subsequently classified under following three categories according to the purpose for which they are held. The classification is reviewed at the end of each reporting period.

(f) FINANCIAL ASSETS:

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument. On initial recognition, a financial asset is recognized at fair value, in case of financial assets which are recognized at fair value through profit and loss (FVTPL), its transaction cost is recognized in the statement of profit and loss. In other cases, the transaction cost is attributed to the acquisition value of the financial asset.

Financial assets are subsequently classified as measured at:

- amortized cost
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

(i) Financial assets at amortized cost

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortized cost using the effective interest rate ('EIR') method less impairment, if any. The amortization of EIR and loss arising from impairment, if any is recognized in the Statement of Profit and Loss.

(ii) Financial assets at Fair value through other comprehensive Income

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains and losses and impairment expenses in other expenses.

(iii) Financial assets at Fair value through profit or loss

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the Statement of Profit and Loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

(iv) Derecognition

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

(v) Impairment of Financial Asset

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financials assets in FVTPL category. For financial assets other than trade receivables, as per Ind AS 109, the Company recognizes 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are

measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall. The impairment losses and reversals are recognized in Statement of Profit and Loss.

(g) FINANCIAL LIABILITIES:

(i) Initial recognition and measurement

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortized cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognized at fair value and subsequently, these liabilities are held at amortized cost, using the effective interest method.

(ii) Subsequent measurement

Financial liabilities at Fair value through profit or loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading. Financial liabilities at fair value through profit or loss are at each reporting date with all the changes recognized in the Statement of Profit and Loss.

Financial liabilities measured at amortized cost:

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate method ('EIR'). Amortised cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the Statement of Profit and Loss.

(iii) Compound Financial Instruments:

The liability component of a compound financial instrument is recognized initially at fair value of a similar liability that does not have an equity component. The equity component is recognized initially as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and the equity components, if material, in proportion to their initial carrying amounts.

Subsequent to the initial recognition, the liability component of a compound financial instrument is measured at amortized cost using the effective interest rate method. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition except on conversion or expiry.

(iv) Derecognition

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

(h) PROVISIONS AND CONTINGENT LIABILITIES:

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a 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 measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

(i) 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 specific recognition criteria described below also be met before revenue is recognized.

(i) Sale of goods

Revenue from the sale of goods is recognized, when control of goods being sold is transferred to customer and where there are no longer any unfulfilled obligations. The performance obligations in contracts are considered as fulfilled in accordance with the terms agreed with the respective customers.

Revenue from the sale of goods is measured on transaction price excluding estimates of variable consideration that is allocated to performance obligations. Sales as disclosed, are exclusive of Goods and Services Tax.

The company considers the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which the company expects to be entitled in exchange for transferring promised goods to a customer, excluding amount collected on behalf of third parties (for example taxes collected on behalf of government). The consideration promised in a contract with a customer may include fixed consideration, variable consideration (if reversal is less likely in future), or both.

The transaction price is allocated by the company to each performance obligation in an amount that depicts the amount of consideration to which it expects to be entitled in exchange for transferring the promised goods to the customer.

(ii) Export Incentives & Duty Drawback

Income from export incentives and duty drawbacks is recognized on accrual basis when no significant uncertainties as to the amount of consideration that would be derived and as to its ultimate collection exists.

(iii) Interest income

Interest income is recognized on time proportion basis using the effective interest method.

(j) EMPLOYEE BENEFITS:

Defined contribution plan:

Contributions to defined contribution schemes such as employees' state insurance, labour welfare fund, employee pension scheme etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company's provident fund contribution, in respect of certain employees, is made to a government administered fund and charged as an expense to the Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Company has no further defined obligations beyond the monthly contributions.

Defined benefit plan:

The Company's Liabilities on account of Gratuity and Earned Leave on retirement of employees are determined at the end of each financial year on the basis of actuarial valuation certificates obtained from Registered Actuary in accordance with the measurement procedure as per Indian Accounting Standard IND AS-19, 'Employee Benefits'. The costs of providing benefits under these plans are also determined on the basis of actuarial valuation at each year end. Actuarial gains and losses for defined benefit plans are recognized through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

The Defined Benefit Plan can be short term or long term which are defined below:

• Short-term employee benefits

All employees' benefits payable wholly within twelve months rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, ex-gratia are recognized during the period in which the employee renders related service.

• Long-term employee benefits

Compensated absences which are not expected to occur within 12 months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of the defined benefit obligation at the balance sheet date.

(k) LEASES:

Company as a Lessee

The Company has elected not to apply the requirements of Ind AS 116 to leases for which the leases are short term in nature or underlying assets under leases are of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

(l) INCOME TAXES:

(i) Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current

income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred tax

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purpose at reporting date. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date.

A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

(iii) Minimum alternate tax

Minimum Alternate Tax credit is recognized, as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period.

(m) EARNINGS PER SHARE (EPS):

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period.

Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

(n) CASH FLOW STATEMENT:

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

(o) FAIR VALUE MEASUREMENTS:

The Company measures financial instruments such as derivatives and certain investments, at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability.
- In the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole;
- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

For AGARWAL AJAY & ASSOCIATES
Chartered Accountants
Firm Reg. No. 005159C

PLACE: MUZAFFARNAGAR
DATED: 14.06.2025
UDIN : 25073934BMOORR2084

AJAY KR. AGARWAL
PARTNER
M.No. 073934

SILLVERTON INDUSTRIES LIMITED
(Formerly Known as Silvertown Pulp and Papers Private Limited)
CIN: U21093UP1995PLC018048
All amounts are ₹ in millions unless otherwise stated

Annexure VI: Statement of Adjustments to the Audited special purpose Financial Statements as at and for the nine months period ended December 31, 2024 and for the year ended March 31, 2024, March 31, 2023 and March 31, 2022

Statements Summarized below are the restatement adjustments made to the Audited special purpose Financial Statements as at and for the nine months period ended December 31, 2024 and for the year ended March 31, 2024 and March 31, 2023 and March 31, 2022 and their impact on equity and the profit/loss of the Company:

Part A: Statement of Adjustments to the Audited Special Purpose Financial Statements and the Restated Financial Information

Reconciliation of total equity as per the audited special purpose financial statements with total equity as per Restated Financial Information:

Particular	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
A. Total Equity as per the Audited Special Purpose Financial Statements	4138.67	3324.64	2442.25	1760.64
B. Adjustments:				
Material restatement adjustments				
i) Audit qualifications-	--	--	--	--
ii) preference shares capital reclassification	--	(9.38)	(9.38)	(9.38)
iii) Adjustments due to prior period items/other adjustment	--	4.40	(0.41)	(3.23)
(iv) Deferred tax impact on adjustments in (i) and (ii), as applicable	--	--	--	--
(v) Change in accounting policies	--	--	--	--
(vi) MAT Credit reclassify	--	(6.01)	(6.01)	(6.01)
Total impact of adjustments (i+ii+iii+iv+v+vi)	--	(10.99)	(15.80)	(18.62)
Total equity as per restated financial information (A+B)	4168.67	3313.65	2426.45	1742.02

Reconciliation of profit / (loss) as per the audited special purpose financial statements with profit / (loss) as per Restated Financial Information:

Particular	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
A. Profit/(loss) after tax as per the Audited Special Purpose Financial Statements	824.40	886.86	685.96	309.72
B. Adjustments:				
Material restatement adjustments				
i) Audit qualifications-	--	--	--	--
ii) Adjustments due to prior period items/other adjustment	--	(0.66)	(3.98)	(5.45)

(iii) Deferred tax impact on adjustments in (i) and (ii), as applicable	--	--	--	--
(iv) Change in accounting policies	--	--	--	--
Total impact of adjustments (i+ii+iii+iv)	--	(0.66)	(3.98)	(5.45)
Restated profit/ (loss) after tax as per Restated Financial Information (A+B)	824.40	886.20	681.98	304.27

Note to adjustment:

i) Refer note 45 for the notes on the IND AS Adoption.

ii) **Audit qualifications** - There are no audit qualifications in auditor's report for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022.

iii) **Material regrouping/reclassification**-there are no material regrouping/reclassification in the restated financial statement for the year ended March 31, 2024, March 31, 2023 and March 31, 2022.

iv) **Material errors** - There were no material errors in Audited Special Purpose Financial Statements for the nine months period ended December 31, 2024 and for the year ended March 31, 2024, March 31, 2023 and March 31, 2022 requiring any adjustments in Restated Financial Information.

Part B: Non adjusting items.

a) Emphasis of Matters not requiring adjustments to Restated Financial Information are reproduced below in respect of the Audited Special Purpose Financial Statements as at and for the year ended March 31, 2024:

"We draw your attention to Note 2.1 to the Special Purpose Financial Statements which describes the basis of preparation of these Special Purpose Financial Statements in accordance with Appendix 5.1 of the Guidance Note on Reports in Company Prospectuses (Revised 2019), as the Company has voluntarily adopted the Companies (Indian Accounting Standards) Rules, 2015 for the year ended March 31, 2024, with a transition date of April 1, 2021. The Special Purpose Financial Statements are not the statutory financial statements of the Company, and are not intended to, and do not, comply with the disclosure provisions applicable to statutory financial statements prepared under the Companies Act, 2013. The comparative financial information has not been included as the same is not considered relevant for the intended purpose of preparation of the Special Purpose Financial Statements as fully described in the aforesaid note. Further, the consideration of events after the date of adoption of the statutory financial statements by the Board of Directors of the Company is neither appropriate nor relevant for the preparation of these special purpose financial statements. As a result, the Special Purpose Financial Statements may not be suitable for any purpose other than that as mentioned in above paragraph.

Our opinion is not modified in respect of this matter"

For AGARWAL AJAY & ASSOCIATES

Chartered Accountants

Firm Reg. No. 005159C

PLACE: MUZAFFARNAGAR

DATED: 14.06.2025

UDIN : 25073934BMOORR2084

AJAY KR. AGARWAL

PARTNER

M.No. 073934

M/s Silverton Industries Limited
(Formerly Known as M/s Silverton Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048
Notes Forming part of Standalone Financial Statements
(Amounts in INR Million, unless otherwise stated)

NOTE: 3 PROPERTY, PLANT AND EQUIPMENT AND CAPITAL WORK IN PROGRESS

Accounting Policy

Freehold land is carried at historical cost. All other property, plant and equipment is recognised at historical cost less accumulated depreciation. Depreciation is calculated using the straight-line method to allocate the cost of the assets, net of their residual values, over their estimated useful lives as follows:

Particulars	Useful life as per management	Useful life as per schedule II Companies Act, 2013
Building	30 Years	30 Years
Plant and Equipment	10-25 Years	25 Years
Furniture and Fixtures	10 Years	10 Years
Electric Installations	10 Years	10 Years
Office equipment	5-10 Years	5 Years
Vehicles	8 Years	8 Years

The useful lives have been determined based on technical evaluation done by the management's internal experts. The estimated residual values are not more than 5% of the original cost of the asset

Sl. No.	Particulars	GROSS BLOCK				ACCUMULATED DEPRECIATION			NET BLOCK		
		As at April 01, 2024	Additions During the year	Adjustment / Deduction during the year	As at December 31, 2024	As at April 01, 2024	During the year	Adjustment /Deduction during the year	As at December 31, 2024	As at December 31, 2024	As at March 31, 2024
1	Land (Free hold)	138.56	45.10	-	183.66	-	-	-	-	183.66	138.56
2	Building	195.58	60.60	-	256.18	19.79	5.67	-	25.46	230.72	175.79
3	Plant & Equipment	1,276.17	275.73	-	1,551.90	411.80	106.59	-	518.39	1,033.51	864.37
4	Power Plant	220.06	266.66	-	486.72	56.36	18.12	-	74.48	412.24	163.70
5	Electric Plant	1.49	-	-	1.49	1.07	-	-	1.07	0.42	0.42
6	Turbine	3.97	-	-	3.97	0.39	0.10	-	0.49	3.48	3.58
7	Furniture & Fixtures	10.47	0.26	-	10.73	2.62	0.80	-	3.42	7.31	7.85
8	Vehicles	96.60	33.74	4.22	126.12	16.52	10.75	2.93	24.34	101.78	80.08
9	Office Equipments	0.87	0.49	-	1.36	0.39	0.16	-	0.55	0.81	0.48
10	Computer & Audio visual	1.95	0.40	-	2.35	1.46	0.20	-	1.66	0.69	0.49
	Total	1,945.72	682.98	4.22	2,624.48	510.40	142.39	2.93	649.86	1,974.62	1,435.32
	CAPITAL WIP :										
1	Building Under Construction #	73.52	57.67	60.60	70.59	-	-	-	-	70.59	73.52
2	Power Plant Under Errection	207.23	43.23	250.46	-	-	-	-	-	-	207.23
3	Plant & Equipment Under Errection #	413.02	1,068.90	254.69	1,227.23	-	-	-	-	1,227.23	413.02
	Total	693.77	1,169.80	565.75	1,297.82	-	-	-	-	1,297.82	693.77
	INVESTMENT PROPERTY :										
1	DLF Property	-	17.95	-	17.95	-	-	-	-	17.95	-
	Total	-	17.95	-	17.95	-	-	-	-	17.95	-

Note : The Company is in the process of installing a new Coated Paper Plant, which is currently under erection. The project is part of the Company's expansion plan aimed at enhancing product offerings and increasing production capacity. Expenditure incurred on this project up to the reporting date has been capitalized under Capital Work-in-Progress (CWIP) and is being carried out as per schedule.

M/s Silvertown Industries Limited
(Formerly Known as M/s Silvertown Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048

Notes Forming part of Standalone Financial Statements

Sl. No.	Particulars	GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK	
		As at April 01, 2023	Additions During the year	Adjustment / Deduction during the year	As at March 31, 2024	As at April 01, 2023	During the year	Adjustment /Deduction during the year	As at March 31, 2024	As at March 31, 2024	As at March 31, 2023
1	Land (Free hold)	138.56	-	-	138.56	-	-	-	-	138.56	138.56
2	Building	195.58	-	-	195.58	13.02	6.77	-	19.79	175.79	182.56
3	Plant & Equipment	1,264.93	11.24	-	1,276.17	273.75	138.05	-	411.80	864.37	991.18
4	Power Plant	220.06	-	-	220.06	37.58	18.78	-	56.36	163.70	182.48
5	Electric Plant	1.49	-	-	1.49	1.05	0.02	-	1.07	0.42	0.44
6	Turbine	3.97	-	-	3.97	0.26	0.13	-	0.39	3.58	3.71
7	Furniture & Fixtures	9.92	0.55	-	10.47	1.56	1.06	-	2.62	7.85	8.36
8	Vehicles	32.60	64.00	-	96.60	8.14	8.38	-	16.52	80.08	24.46
9	Office Equipments	0.78	0.09	-	0.87	0.23	0.16	-	0.39	0.48	0.55
10	Computer & Audio visual	1.80	0.15	-	1.95	1.10	0.36	-	1.46	0.49	0.70
	Total	1,869.69	76.03	-	1,945.72	336.69	173.71	-	510.40	1,435.32	1,533.00
	CAPITAL WIP :										
1	Building Under Construction	18.13	55.39	-	73.52	-	-	-	-	73.52	18.13
2	Power Plant Under Errection	23.07	184.16	-	207.23	-	-	-	-	207.23	23.07
3	Plant & Equipment Under Errection	193.04	219.98	-	413.02	-	-	-	-	413.02	193.04
	Total	234.24	459.53	-	693.77	-	-	-	-	693.77	234.24

Sl. No.	Particulars	GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK	
		As at April 01, 2022	Additions During the year	Adjustment / Deduction during the	As at March 31, 2023	As at April 01, 2022	During the year	Adjustment /Deduction during the	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022
1	Land (Free hold)	73.33	65.23	-	138.56	-	-	-	-	138.56	73.33
2	Building	192.98	2.60	-	195.58	6.35	6.67	-	13.02	182.56	186.63
3	Plant & Equipment (Kraft)	1,256.46	8.47	-	1,264.93	136.04	137.71	-	273.75	991.18	1,120.42
4	Power Plant	220.06	-	-	220.06	18.79	18.79	-	37.58	182.48	201.27
5	Electric Plant	1.49	-	-	1.49	0.87	0.18	-	1.05	0.44	0.62
6	Turbine	3.97	-	-	3.97	0.13	0.13	-	0.26	3.71	3.84
7	Furniture & Fixtures	9.85	4.67	4.60	9.92	0.56	1.00	-	1.56	8.36	9.29
8	Vehicles	32.88	0.74	1.02	32.60	4.27	4.61	0.73	8.15	24.45	28.61
9	Office Equipments	0.68	0.10	-	0.78	0.08	0.14	-	0.22	0.56	0.60
10	Computer & Audio visual	1.61	0.19	-	1.80	0.65	0.45	-	1.10	0.70	0.96
	Total	1,793.31	82.00	5.62	1,869.69	167.74	169.68	0.73	336.69	1,533.00	1,625.57
	CAPITAL WIP :										
1	Building Under Construction	-	18.13	-	18.13	-	-	-	-	18.13	-
2	Power Plant Under Errection	-	23.07	-	23.07	-	-	-	-	23.07	-
3	Plant & Equipment Under Errection	-	193.04	-	193.04	-	-	-	-	193.04	-
	Total	-	234.24	-	234.24	-	-	-	-	234.24	-

M/s Silvertown Industries Limited
(Formerly Known as M/s Silvertown Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048

Notes Forming part of Standalone Financial Statements

Sl. No.	Particulars	GROSS BLOCK				ACCUMULATED DEPRECIATION					NET BLOCK
		As at April 01, 2021 (refer note 3.1)	Additions During the year	Adjustment / Deduction during the year	As at March 31, 2022	As at April 01, 2021 (refer note 3.1)	During the year	Adjustment /Deduction During the year	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
1	Land (Free hold)	66.90	6.43	-	73.33	-	-	-	-	73.33	66.90
2	Building	179.37	13.61	-	192.98	-	6.35	-	6.35	186.63	179.37
3	Plant & Equipment	1,204.89	51.57	-	1,256.46	-	136.04	-	136.04	1,120.42	1,204.89
4	Power Plant	220.06	-	-	220.06	-	18.79	-	18.79	201.27	220.06
5	Electric Plant	1.49	-	-	1.49	-	0.87	-	0.87	0.62	1.49
6	Turbine	3.97	-	-	3.97	-	0.13	-	0.13	3.84	3.97
7	Furniture & Fixtures	5.25	4.60	-	9.85	-	0.56	-	0.56	9.29	5.25
8	Vehicles	24.25	16.90	8.27	32.88	-	4.27	-	4.27	28.61	24.25
9	Office Equipments	0.12	0.56	-	0.68	-	0.08	-	0.08	0.60	0.12
10	Computer & Audio visual	1.06	0.55	-	1.61	-	0.65	-	0.65	0.96	1.06
	Total	1,707.36	94.22	8.27	1,793.31	-	167.74	-	167.74	1,625.57	1,707.36

Note 3.1: The Company has elected to continue with the carrying value of all of its property, plant and equipment, measured as per the Previous GAAP and use that carrying value as its deemed cost as of the transition date under Ind AS, accordingly gross block and accumulated depreciation as per the previous GAAP as on April 1, 2021, are carried forward for Ind AS financial statements.

Note 3.2: No depreciation if remaining useful life is negative or zero.

Note 3.3: Depreciation is calculated on pro-rata basis in case assets is purchased/sold during current F.Y.

Note 3.4: The company has entered into lease agreements for plant and machinery with a lease term of 11 months. These leases qualify as short-term leases under Ind AS 116 . The Company has opted for the recognition and other exemption on these short term leases in accordance of Ind AS 116 and has not recognized any Right-of-Use assets or lease liabilities for these leases.The lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

Note 3.5: Capital work in progress ageing schedule:

CWIP Ageing As at December 31, 2024

Particulars					
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	Total
Projects in progress	1,126.57	171.25	-	-	1,297.82
Projects temporarily suspended	-	-	-	-	-

CWIP Ageing As at March 31, 2024

Particulars					
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	Total
Projects in progress	459.53	234.24	-	-	693.77
Projects temporarily suspended	-	-	-	-	-

CWIP Ageing As at March 31, 2023

Particulars					
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	Total
Projects in progress	234.24	-	-	-	234.24
Projects temporarily suspended	-	-	-	-	-

CWIP ageing As at March 31, 2022

Particulars					
	Less than 1 year	1-2 years	2-3 Years	More than 3 years	Total
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

Note 3.6: During the year ,the Company capitalized borrowing costs amounting to ₹ 41.21 Millions (March 31, 2024- Rs. 19.82 Millions,March 31, 2023 - Rs. 3.47 Millions, March 31, 2022, Rs. Nil) as part of the cost of qualifying assets. The borrowing costs relate to funds borrowed specifically for the acquisition and construction of qualifying assets.

M/s Silvertown Industries Limited
(Formerly Known as M/s Silvertown Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048
Notes Forming part of Standalone Financial Statements
(Amounts in INR Million, unless otherwise stated)

Note 4 : Non-current investments				
Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Unquoted Investment :At Cost Fourth Partner Solar Private Limited (1,80,036 equity shares , FV Rs. 10 per share (Premium Rs. 38.40 per share) & (1,47,265 equity shares , FV Rs. 10 per share (Premium Rs. 39.91 per share) (Previously 3,54,338 equity shares , FV Rs. 10 per share (Premium Rs. 38.40 per share)	16.06	17.15	-	-
Total	16.06	17.15	-	-
Aggregate amount of quoted investments	-	-	-	-
Aggregate amount of unquoted investments	16.06	17.15	-	-
Market value of quoted investments	-	-	-	-

Note 5: Other financial assets - Non current				
Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(Unsecured, considered good) Security deposits	3.11	3.05	3.05	7.71
Total	3.11	3.05	3.05	7.71

Note 6: Other non-current assets				
Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(Unsecured, considered good) Advance to suppliers for capital Goods	157.84	670.43	-	-
Total	157.84	670.43	-	-

Note 7: Inventories				
Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Raw materials	792.63	875.32	520.53	568.22
Fuel	99.45	30.63	89.86	53.31
Stores & Spares	96.49	108.01	63.55	55.03
Chemicals	34.25	40.75	33.92	35.88
Packing materials	18.15	17.30	13.08	20.67
Work-in-progress	20.64	16.81	40.84	18.07
Goods in Transit	0.73	46.00	0.64	0.99
Finished goods	112.85	82.05	100.52	58.33
Trading Goods	4.77	0.26	-	-
Total	1,179.96	1,217.13	862.94	810.50

Note 7.1 : Inventories are valued at lower of the cost and estimated net realisable value. Cost of inventories is computed on a weighted average or FIFO basis. Finished Goods and Work in Progress include Raw Material Cost, Cost of conversion and other cost in bringing the inventories to their present location and conditions.

M/s Silverton Industries Limited
(Formerly Known as M/s Silverton Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048
Notes Forming part of Standalone Financial Statements
(Amounts in INR Million, unless otherwise stated)

Note 8: Trade receivables				
Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Secured, considered good	-	-	-	-
Unsecured, considered good	1,133.90	692.46	776.49	645.03
Total	1,133.90	692.46	776.49	645.03

Trade receivables ageing schedule as at December 31, 2024

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	1,114.79	15.67	1.15	-	2.29	1,133.90
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables- considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-

Trade receivables ageing schedule as at March 31, 2024

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	688.19	-	1.78	0.90	1.59	692.46
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables- considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-

Trade receivables ageing schedule as at March 31, 2023

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	773.34	0.06	0.54	0.96	1.59	776.49
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables- considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-

Trade receivables ageing schedule as at March 31, 2022

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	621.81	1.83	3.39	16.16	1.84	645.03
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables- considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-

M/s Silvertown Industries Limited
(Formerly Known as M/s Silvertown Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048
Notes Forming part of Standalone Financial Statements
(Amounts in INR Million, unless otherwise stated)

Note 9: Cash and cash equivalents				
Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Balances with banks				
On current accounts	34.25	183.58	69.62	153.42
Cash on hand	0.10	0.96	0.34	0.13
Total	34.35	184.54	69.96	153.55

Note 10: Bank balances other than cash and cash equivalents				
Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Fixed deposits with banks :				
- Original maturity period upto 12 months	1,168.89	1,178.14	826.25	381.06
Total	1,168.89	1,178.14	826.25	381.06

Note 11: Other financial assets - Current				
Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(Unsecured, considered good)				
Interest accrued on fixed deposits	11.46	0.54	0.47	2.06
Cheque in hand	-	-	0.01	-
Security Deposits	12.98	7.29	1.20	-
Total	24.44	7.83	1.68	2.06

Security deposits and interest accrued on fixed deposits with banks are classified as financial assets measured at amortised cost, as they are held within a business model whose objective is to hold assets to collect contractual cash flows, and the contractual terms give rise to cash flows that are solely payments of principal and interest.

Note 12: Other current assets				
Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(Unsecured, considered good)				
Balance with Statutory Authorities	21.76	6.25	5.59	118.85
Advance Income Tax	191.00	167.50	155.00	-
Prepaid Insurance	2.20	2.51	1.25	0.66
TDS/TCS Receivable	12.93	16.80	12.81	-
TDS On GST-By Govt Sector-Recoverable	-	4.45	-	-
Income Tax Refundable	0.66	0.55	4.41	-
Duty Drawback Receivable	0.73	0.73	-	2.00
Insurance Claim Receivable	17.49	17.49	39.26	29.88
Advance Salary to Staff	3.80	5.47	1.98	1.67
Other Advances	11.52	12.58	9.83	-
Advance to Suppliers	221.62	90.01	156.26	93.84
Total	483.71	324.34	386.39	246.90

M/s Silvertone Industries Limited
(Formerly Known as M/s Silvertone Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048
Notes Forming part of Standalone Financial Statements
(Amounts in INR Million, unless otherwise stated)

Note 13: (A) Equity Share capital				
Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Authorised				
13,000,000 (March 31, 2024: 13,000,000) equity Shares of 10/- each	130.00	130.00	130.00	130.00
	130.00	130.00	130.00	130.00
Issued, subscribed and fully paid up				
7,670,449 (March 31, 2024: 7,670,449) equity Shares of 10/- each	76.70	76.70	76.70	76.70
	76.70	76.70	76.70	76.70

Pursuant to the resolutions passed by the Board of Directors at its meeting held on May 08, 2025, and by the Shareholders of the Company at their Extra-Ordinary General Meeting held on the same date, the authorised share capital of the Company has been increased from ₹130.00 million to ₹1,730.00 million, divided into 17,30,00,000 (Seventeen Crores Thirty Lakhs) equity shares of face value of ₹10 each.

Subsequently, pursuant to a resolution passed by the Board of Directors on May 29, 2025 and a resolution passed by the Shareholders of the Company on June 3, 2025, the face value of the equity shares of the Company was sub-divided from ₹10 each to ₹5 each. Accordingly, each equity share of face value ₹10 was split into two equity shares of face value ₹5 each.

(a) Reconciliation of Equity share capital

Particulars	As at December 31, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Balance at the beginning of the year	7,670,449	76.70	7,670,449	76.70	7,670,449	76.70	7,670,449	76.70
Addition/deletion during the year	-	-	-	-	-	-	-	-
Balance at the end of the year	7,670,449	76.70	7,670,449	76.70	7,670,449	76.70	7,670,449	76.70

(b) The 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. The holders of Equity Shares are entitled to receive dividends as declared from time to time. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Pursuant to resolutions passed by the Board of Directors at its meeting held on May 27, 2025 and by the Shareholders of the Company at their Extra-Ordinary General Meeting held on the same date, the Company allotted bonus equity shares on May 29, 2025, in the ratio of 15:1 (i.e., 15 equity shares of face value ₹10 each for every 1 equity share of face value ₹10 each held by the existing equity shareholders of the Company), by capitalizing reserves and surplus from the securities premium account and free reserves.

Subsequently, pursuant to a resolution passed by the Board of Directors on May 29, 2025 and a resolution passed by the Shareholders of the Company on June 3, 2025, the face value of the equity shares of the Company was sub-divided from ₹10 each to ₹5 each. Accordingly, each equity share of face value ₹10 was split into two equity shares of face value ₹5 each.

M/s Silvertown Industries Limited
(Formerly Known as M/s Silvertown Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048

Notes Forming part of Standalone Financial Statements
(Amounts in INR Million, unless otherwise stated)

(c) Shareholders holding more than 5 % of the equity shares in the Company :

Name of Shareholders	As at December 31, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	No. of shares held	% of holding	No. of shares held	% of holding	held	% of holding	No. of shares held	% of holding
Akshay Jain	1,343,096	17.51%	566,600	7.39%	566,600	7.39%	566,600	7.39%
Neena Jain	520,115	6.78%	770,115	10.04%	-	-	-	-
Monica Jain	1,362,632	17.76%	884,523	11.53%	664,040	8.66%	664,040	8.66%
Rajesh Jain	727,600	9.49%	477,600	6.23%	412,800	5.38%	412,800	5.38%
Anubha Jain	-	-	419,529	5.47%	419,529	5.47%	419,529	5.47%
Rajeev Jain	974,910	12.71%	724,910	9.45%	424,800	5.54%	424,800	5.54%
Divya Jain	-	-	537,000	7.00%	537,000	7.00%	537,000	7.00%
Nikita Jain	-	-	388,102	5.06%	388,102	5.06%	388,102	5.06%
Trishla Jain	-	-	-	-	664,800	8.67%	664,800	8.67%
Vibha Jain	-	-	-	-	563,840	7.35%	563,840	7.35%
Sumitra Jain	-	-	-	-	634,450	8.27%	634,450	8.27%
Others	2,742,096	35.75%	2,902,070	37.83%	2,394,488	31.22%	2,394,488	31.22%
Total	7,670,449		7,670,449		7,670,449		7,670,449	

(d) Shares held by the promoters of the company

Name of Promoters	As at December 31, 2024		As at March 31, 2024		% change during the year	As at March 31, 2023		As at March 31, 2022	
	No. of shares held	% of total shares	No. of shares held	% of total shares		No. of shares held	% of total shares	No. of shares held	% of total shares
Akshay Jain	1,343,096	17.51%	566,600	7.39%	10.12%	566,600	7.39%	566,600	7.39%
Rajeev Jain	974,910	12.71%	724,910	9.45%	3.26%	424,800	5.54%	424,800	5.54%
Rajesh Jain	727,600	9.49%	477,600	6.23%	3.26%	412,800	5.38%	412,800	5.38%
Monica Jain	1,362,632	17.76%	884,523	11.53%	6.23%	664,040	8.66%	664,040	8.66%
Sanjeev Jain	-	-	94,000	1.23%	-1.23%	94,000	1.23%	94,000	1.23%
Total	4,408,238		2,747,633			2,162,240		2,162,240	

M/s Silvertown Industries Limited
(Formerly Known as M/s Silvertown Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048
Notes Forming part of Standalone Financial Statements
(Amounts in INR Million, unless otherwise stated)

Note 14: Other equity				
Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(a) General reserve	-	-	-	-
(b) Retained earnings				
Opening Balance	2,908.37	2,022.17	1,340.19	1,035.92
Add/(Less): Restated profit/(loss) for the year	824.40	886.20	681.98	304.27
Total retained earnings	3,732.77	2,908.37	2,022.17	1,340.19
(c) Securities Premium	246.85	246.85	246.85	246.85
(d) Equity component of compound financial instrument	74.13	74.13	74.13	74.13
(e) Other Reserves #	2.45	2.45	2.45	2.45
(f) Other Comprehensive Income				
Opening Balance	5.15	4.15	1.70	(0.18)
Add/(Less): Remeasurement of post employment benefit obligations gain/ (loss), net of taxes	0.62	1.00	2.45	1.88
Total Other Comprehensive Income	5.77	5.15	4.15	1.70
Total (a to f)	4,061.97	3,236.95	2,349.75	1,665.32

1. Retained earnings:

The retained earnings reflect the profit of the Company earned till date net of appropriations. The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the balance in this reserve, after considering the requirements of the Companies Act, 2013.

2. Securities premium :

Securities premium reflects issuance of the shares by the Company at a premium, whether for cash or otherwise i.e. a sum equal to the aggregate amount of the premium received on shares is transferred to a "securities premium account" as per the provisions of the Companies Act, 2013. The reserve can be utilised in accordance with the provisions of the

3. Equity component of compound financial instrument :

Equity component of compound financial instrument represents equity component of issuance of non convertible non cumulative preference shares issued by the Company.

4. Other Reserves :

Other reserve is created on account of forfeiture of equity shares during FY 2013-14.

M/s Silvertone Industries Limited
(Formerly Known as M/s Silvertone Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048
Notes Forming part of Standalone Financial Statements
(Amounts in INR Million, unless otherwise stated)

Note 15: Borrowings (non current)				
Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Secured Loan:				
Term Loan from banks:				
(i) Yes bank-I	368.25	388.26	170.00	-
(ii) Yes bank-II	543.82	452.36	-	-
(iii) ICICI bank	176.24	178.48	-	-
(iv) Citi Bank	300.00	-	-	-
Vehicle Loan :				
-from Axis Bank Limited	-	-	2.24	4.34
-from HDFC Bank Limited	60.65	43.04	0.79	2.13
-from Daimler Financial Services Limited	2.03	3.69	5.94	7.88
Unsecured Loan:				
-from Promoters, Directors & their Relatives	-	58.59	64.15	61.44
-from Corporate Deposits	233.00	252.72	273.25	305.71
Unsecured - at fair value through profit or loss				
Redeemable, Non-Cumulative, Non-Convertible preference shares of face value of Rs.10 each fully paid up	15.32	14.40	13.27	12.23
Total	1,699.31	1,391.54	529.64	393.73

Secured Term Loans

Proceeds from term loans raised have been utilized for the purposes for which it was obtained.

(i) Term loan-I from Yes bank amounting to 368.25 Millions (March 31, 2024- Rs. 388.26 Millions, March 31, 2023 - Rs. 170.00 Millions, March 31, 2022, Rs. Nil). This is repayable in 60 monthly installments starting 24 months from the date of first disbursal. The repayment will be 10% in first year, 15% in second year, 22.50% in third year. 25% in fourth year and 27.50% in fifth year. It carries interest rate of 3M T Bill + spread of 1.88% p.a.. It is secured by hypothecation of First pari pasu charge by way of hypothecation of Current Assets and Movable Fixed Assets (both present and future) of the borrower. The loan is further secured by way of hypothecation of First Pari Passu charge of equitable mortgage on Industrial Property located at 9th KM Bhopa Road, Muzaffarnagar, Uttar Pradesh and also secured by personal guarantee of promoters.

(ii) Term loan-II from Yes bank amounting to 543.82 Millions (March 31, 2024- Rs. 452.36 Millions, March 31, 2023 - Nil, March 31, 2022, Rs. Nil). This is repayable in 84 monthly installments starting 30 months from the date of first disbursal. The repayment will be 10% in first year, 15% in second year, 15% in third year. 20% in fourth year, 20% in fifth year, 10% in sixth year and 10% in seventh year. It carries interest rate of 3M T Bill + spread of 1.88% p.a.. It is secured by hypothecation of First pari pasu charge by way of hypothecation of Current Assets and Movable Fixed Assets (both present and future) of the borrower. The loan is further secured by way of hypothecation of First Pari Passu charge of equitable mortgage on Industrial Property located at 9th KM Bhopa Road, Muzaffarnagar, Uttar Pradesh and also secured by personal guarantee of promoters.

(iii) Term loan from ICICI bank amounting to 176.24 Millions ((March 31, 2024- Rs. 178.48 Millions, March 31, 2023 - Nil, March 31, 2022, Rs. Nil). This is repayable in 72 monthly installments starting 18 months from the date of first disbursal. It carries interest rate of 6 Months MCLR+0.1% p.a.. It is secured by hypothecation of First pari pasu charge by way of hypothecation of Current Assets and Movable Fixed Assets for Setting up new plant for bottled water manufacturing and Setting up of additional capacity for paper manufacturing unit. The loan is further secured by way of hypothecation of First Pari Passu charge of equitable mortgage on Industrial Property located at 9th KM Bhopa Road, Muzaffarnagar, Uttar Pradesh and also secured by personal guarantee of promoters.

M/s Silvertown Industries Limited
(Formerly Known as M/s Silvertown Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048
Notes Forming part of Standalone Financial Statements
(Amounts in INR Million, unless otherwise stated)

(iv) Term loan from Citi bank amounting to 300.00 Millions ((March 31, 2024- Nil, March 31, 2023 - Nil, March 31, 2022, Rs. Nil). This is repayable in 48 monthly installments starting 12 months from the date of first disbursement. It carries interest rate of 8.30% p.a.. It is secured by hypothecation of First pari passu charge by way of hypothecation of Current Assets and Movable Fixed Assets for paper manufacturing unit. The loan is further secured by way of hypothecation of First Pari Passu charge of equitable mortgage on Industrial Property located at 9th KM Bhopa Road, Muzaffarnagar, Uttar Pradesh and also secured by personal guarantee of promoters.

(v) Term Loans for vehicles from various banks aggregating to Rs. 62.67 millions (March 31, 2024- Rs. 46.73 Millions, March 31, 2023 - Rs. 8.97 million, March 31, 2022 - Rs.14.35 million) are secured by hypothecation of vehicles. These are repayable in 35 to 84 monthly installments. It carries interest rate within range of 7.25% p.a. to 11.25% p.a. .

Unsecured Term Loans:

Unsecured loans from directors or promoters or corporates carrying interest ranging between 8% to 12% p.a.

Redeemable preference share

As per Ind AS 32, Redeemable Preference shares are classified as financial liability measured at amortised cost and interest cost on the Redeemable preference shares has been charged to profit and loss account.

Note 16: Other financial liabilities (non current)				
Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Security deposit from dealers#	55.81	51.25	50.82	49.76
Total	55.81	51.25	50.82	49.76

Security deposits from dealers carrying interest ranging between 8% to 12% p.a.

Note 17: Provisions (Non Current)				
Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Provision for gratuity	25.88	22.30	17.45	14.41
Total	25.88	22.30	17.45	14.41

Note 18: Deferred tax assets/liability (net)				
Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Deferred tax liabilities:				
Tax effect of items constituting deferred tax liability	279.51	201.59	306.03	238.38
Deferred tax assets:				
MAT Credit Entitlement	2.63	-	196.28	206.90
Total	276.88	201.59	109.75	31.48

M/s Silvertown Industries Limited
(Formerly Known as M/s Silvertown Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048

Notes Forming part of Standalone Financial Statements

(Amounts in INR Million, unless otherwise stated)

(a) Deferred tax assets/liability as at December 31, 2024

Particulars	As at April, 01 2024	Recognised in the Statement of Profit and Loss and OCI	As at December 31, 2024
Deferred tax liability in relation to:			
Property, plant and equipment	206.72	(129.12)	77.60
Others	(5.13)	207.03	201.91
Disallowance U/s 43B of Income Tax Act	-	-	-
Total deferred tax liabilities	201.59	77.91	279.51
Deferred tax assets in relation to:			
MAT Credit Entitlement	-	2.63	2.63
Total deferred tax assets	-	2.63	2.63
Net deferred tax liabilities/(assets)	201.59	75.28	276.88

Deferred tax assets/liability as at March 31, 2024

Particulars	As at April, 01 2023	Recognised in the Statement of Profit and Loss and OCI	As at March, 31 2024
Deferred tax liability in relation to:			
Property, plant and equipment	308.45	(101.73)	206.72
Others	(2.42)	(2.71)	(5.13)
Disallowance U/s 43B of Income Tax Act	-	-	-
Total deferred tax liabilities	306.03	(104.44)	201.59
Deferred tax assets in relation to:			
MAT Credit Entitlement	196.28	(196.28)	-
Total deferred tax assets	196.28	(196.28)	-
Net deferred tax liabilities/(assets)	109.75	91.84	201.59

Deferred tax assets/liability as at March 31, 2023

Particulars	As at April, 01 2022	Recognised in the Statement of Profit and Loss and OCI	As at March, 31 2023
Deferred tax liability in relation to:			
Property, plant and equipment	240.09	68.36	308.45
Others	(1.71)	(0.71)	(2.42)
Total deferred tax liabilities	238.38	67.65	306.03
Deferred tax assets in relation to:			
MAT Credit Entitlement	206.90	(10.62)	196.28
Total deferred tax assets	206.90	(10.62)	196.28
Net deferred tax liabilities/(assets)	31.48	78.27	109.75

M/s Silvertown Industries Limited
(Formerly Known as M/s Silvertown Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048

Notes Forming part of Standalone Financial Statements

(Amounts in INR Million, unless otherwise stated)

Deferred tax assets/liability as at March 31, 2022

Particulars	As at April, 01 2021	Recognised in the Statement of Profit and Loss and OCI	As at March, 31 2022
Deferred tax liability in relation to:			
Property, plant and equipment	151.02	89.07	240.09
Others	(1.76)	0.05	(1.71)
Deferred tax assets in relation to:			
MAT Credit Entitlement	206.90	-	206.90
Net deferred tax liabilities/(assets)	(57.64)	89.12	31.48

(b) Reconciliation of Income tax expense and accounting profit :

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Profit before taxes	1,174.31	1,052.40	1,039.59	490.43
Enacted tax rate in India	34.944%	34.944%	34.944%	34.944%
Computed tax expense	410.35	367.75	363.27	171.38
Increase/(decrease) in taxes on account of:				
Others	(60.44)	(201.55)	(5.66)	14.78
Income tax expense recorded in the statement of profit and loss	349.91	166.20	357.61	186.16
Tax Effective Rate	29.80%	15.79%	34.40%	37.96%

Note 19: Other Non Current liabilities

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Sundry Creditors for Capital Goods	37.01	15.31	-	-
Total	37.01	15.31	-	-

M/s Silverton Industries Limited
(Formerly Known as M/s Silverton Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048
Notes Forming part of Standalone Financial Statements
(Amounts in INR Million, unless otherwise stated)

Note 20: Borrowings (current)				
Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Secured:				
Cash credit Limit:				
- From HDFC Bank Limited (1)	154.58	-	61.62	53.30
- From Yes Bank Limited (2)	0.44	-	0.07	-
- From ICICI Bank Limited (3)	0.81	-	-	-
- From Citi Bank (4)	1.64	-	-	149.51
- From Union Bank of India	-	-	-	27.46
Bank overdraft A/c :*				
Union Bank of India	-	-	26.85	-
Buyer Credit Fund Payable :				
HDFC Bank Limited (1)	40.74	427.81	302.27	663.46
Letter of Credit Payable (Union Bank of India)	-	27.00	37.68	87.56
Letter of Credit Payable (HDFC Bank Limited) (1)	27.20	-	-	36.12
Current maturities of long term borrowings	13.91	15.76	5.60	7.54
Total	239.32	470.57	434.09	1,024.95

- 1 Cash Credit Limit of Rs. 1000.00 Millions** (sub limit Letter Of Credit - Inland and Foreign Rs. 1000.00 Millions, Bank Guarantee of Rs. 200.00 Millions, WCDL of Rs. 300.00 Millions, Pre Shipment credit of Rs. 100.00 Millions, Post Shipment of Rs. 100.00 Millions and SBLC TL for Gift City of Rs. 1000.00 Millions) from **HDFC Bank Limited** is secured by (i) first charge of hypothecation over raw materials, stock in progress, stock in transit, finished goods, consumables stores and spares, entire book debt and other receivables of the company and (ii) second charge by way of hypothecation of entire existing and proposed plant and machinery of the company, and mortgage of factory, land & building located at 9th KM Bhopa Road, Muzaffarnagar. It carries interest of Repo+2.25% above. The facility is further secured by personal guarantee of all the directors of the company.
- 2 Working Capital Limit of Rs. 50.00 Millions** (sub limit Financial Bank Guarantee / SBLC for availing Buyers Credit of Rs. 50.00 Millions, Pre Post Shipment Credit of Rs. 50.00 Millions, Working capital demand loan of Rs. 50.00 Millions, Letter of Credit of Rs. 50.00 Millions and Bank Guarantee of Rs. 50.00 Millions) from **Yes Bank Limited** is secured by (i) first charge of hypothecation over raw materials, stock in progress, stock in transit, finished goods, consumables stores and spares, entire book debt and other receivables of the company and (ii) second charge by way of hypothecation of entire existing and proposed plant and machinery of the company, and mortgage of factory, land & building located at 9th KM Bhopa Road, Muzaffarnagar. It carries interest of Overnight MCLR+0.50% above. The facility is further secured by personal guarantee of all the directors of the company.
- 3 Cash Credit Limit of Rs. 45.00 Millions** and derivative of **Rs. 5.00 Millions** from **ICICI Bank Limited** is secured by (i) first charge of hypothecation over raw materials, stock in progress, stock in transit, finished goods, consumables stores and spares, entire book debt and other receivables of the company and (ii) second charge by way of hypothecation of entire existing and proposed plant and machinery of the company, and mortgage of factory, land & building located at 9th KM Bhopa Road, Muzaffarnagar. It carries interest of 6 Months MCLR+0.10% above. The facility is further secured by personal guarantee of all the directors of the company.
- 4 Working Capital Limit of Rs. 250.00 Millions** (sub limit Working Capital Demand Loan of Rs. 250.00 Millions, Buyers Credit of Rs. 250.00 Millions, Usance Letter Of Credit of Rs. 250.00 Millions, Pre-shipment Finance of Rs. 250.00 Millions, Post Shipment Finance of Rs. 250.00 Millions, Sight Letter Of credit (LC) of Rs. 250.00 Millions, Bank Guarantee of Rs. 250.00 Millions and Bill Discounting of Rs. 250.00 Millions) from **Citi Bank** is secured by (i) first charge of hypothecation over raw materials, stock in progress, stock in transit, finished goods, consumables stores and spares, entire book debt and other receivables of the company and (ii) second charge by way of hypothecation of entire existing and proposed plant and machinery of the company, and mortgage of factory, land & building located at 9th KM Bhopa Road, Muzaffarnagar. It carries interest of 8.30%. The facility is further secured by personal guarantee of all the directors of the company.

M/s Silvertown Industries Limited
(Formerly Known as M/s Silvertown Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048
Notes Forming part of Standalone Financial Statements
(Amounts in INR Million, unless otherwise stated)

Note 21: Trade Payables				
Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Total outstanding dues of micro enterprises and small enterprises				
Creditors for goods and service	11.37	4.77	5.79	0.83
Total outstanding dues of creditors other than micro enterprises and small enterprises				
Creditors for goods and service	587.35	675.17	703.70	422.56
Total	598.72	679.94	709.49	423.39

Trade payable ageing as at December 31, 2024

Particulars	Outstanding for following periods from due date of payment				
	0 -1 year	1-2 years	2-3 years	More than 3 years	Total
i) Undisputed MSME	11.37	-	-	-	11.37
(ii) Undisputed Others	583.89	0.78	2.01	0.67	587.35
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

M/s Silvertown Industries Limited
(Formerly Known as M/s Silvertown Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048
Notes Forming part of Standalone Financial Statements
(Amounts in INR Million, unless otherwise stated)

Trade payable ageing as at March 31, 2024

Particulars	Outstanding for following periods from due date of payment				
	0 -1 year	1-2 years	2-3 years	More than 3 years	Total
i) Undisputed MSME	4.77	-	-	-	4.77
(ii) Undisputed Others	672.22	2.28	0.67	-	675.17
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Trade payable ageing as at March 31, 2023

Particulars	Outstanding for following periods from due date of payment				
	0 -1 year	1-2 years	2-3 years	More than 3 years	Total
i) Undisputed MSME	5.79	-	-	-	5.79
(ii) Undisputed Others	703.03	0.67	-	-	703.70
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Trade payable ageing as at March 31, 2022

Particulars	Outstanding for following periods from due date of payment				
	0 -1 year	1-2 years	2-3 years	More than 3 years	Total
i) Undisputed MSME	0.83	-	-	-	0.83
(ii) Undisputed Others	422.56	-	-	-	422.56
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Note 22: Other financial liabilities (Current)

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Interest Payable to bank	-	0.09	0.02	0.03
Cheque Payable	28.50	-	15.32	0.03
Interest Payable to Others	10.00	-	-	-
Total	38.50	0.09	15.34	0.06

M/s Silvertown Industries Limited
(Formerly Known as M/s Silvertown Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048
Notes Forming part of Standalone Financial Statements
(Amounts in INR Million, unless otherwise stated)

Note 23: Other current liabilities				
Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Advance Received from customers	21.29	30.18	34.70	40.15
Audit Fees Payable	0.38	0.45	0.45	0.45
Internal Audit Fees	0.08	0.09	0.09	-
Bonus Payable	0.45	1.41	1.84	1.71
E.S.I.C.	0.37	0.32	0.27	0.23
Provident Fund	0.84	0.73	0.71	0.83
Salary & Wages	30.54	23.61	18.49	14.75
TDS/TCS Payable	4.44	9.03	11.18	7.42
GST Payable	-	27.29	14.38	21.81
Power Charges	2.60	1.20	3.86	1.45
Foreign Exchange Provision	0.63	-	20.55	-
Other Provision for Expenses	3.68	-	-	-
Coal	11.50	-	-	-
Professional Charges	0.03	-	-	-
Commission Payable	26.00	-	-	-
Export Service Charges	4.50	-	-	-
Total	107.33	94.31	106.52	88.80

Note 24: Provisions (Non current)				
Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Provision for gratuity	2.89	1.95	0.91	0.57
Provision for Income Tax	272.33	181.66	293.54	103.21
Total	275.22	183.61	294.45	103.78

M/s Silvertown Industries Limited
(Formerly Known as M/s Silvertown Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048
Notes Forming part of Standalone Financial Statements
(Amounts in INR Million, unless otherwise stated)

Note 25: Revenue From Operations				
Particulars	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of Goods	7,451.56	8,795.85	8,659.98	6,186.54
Total	7,451.56	8,795.85	8,659.98	6,186.54

Note 26: Other Income				
Particulars	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest Income from bank	69.36	76.60	44.89	9.47
Keymen Insurance Policy Matured	-	13.88	1.98	-
Rodtep Incentive	-	-	11.73	-
Duty Drawback on Export Sales	1.01	0.03	3.56	11.78
Income on Sale of EPCG License	-	-	2.89	-
Profit on Sale of Investment in shares	0.31	-	-	-
Incentive on THC Import	-	2.24	3.26	-
Marine Insurance Claim Received	2.26	-	-	-
Profit on Sale of Property, Plant & Equipment	-	-	0.95	-
Profit Due to Foreign Exchange Fluctuation	-	12.28	-	-
Total	72.94	105.03	69.26	21.25

Note 27: Cost of material Consumed				
Particulars	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Raw Material (refer note 27.1)	3,581.02	4,338.16	4,290.03	3,208.17
Chemicals (refer note 27.2)	787.44	891.57	929.90	610.41
Fuels (refer note 27.3)	724.30	1,017.40	1,012.97	888.48
Stores & Spares (refer note 27.4)	173.86	107.75	159.12	108.28
Packing Material (refer note 27.5)	89.04	98.35	104.32	85.83
Total	5,355.66	6,453.23	6,496.34	4,901.17

Raw Material : 27.1

Particulars	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening Stock	875.32	520.53	568.22	442.18
Add : Purchase	3,498.33	4,692.95	4,268.14	3,371.89
	4,373.65	5,213.48	4,836.36	3,814.07
Less : Insurance Claim Receivable	-	-	25.80	37.68
Less : Closing Stock	792.63	875.32	520.53	568.22
Total	3,581.02	4,338.16	4,290.03	3,208.17

Chemicals : 27.2

Particulars	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening Stock	40.75	33.92	35.88	29.01
Add : Purchase	780.94	898.40	927.94	617.28
	821.69	932.32	963.82	646.29
Less : Closing Stock	34.25	40.75	33.92	35.88
Total	787.44	891.57	929.90	610.41

M/s Silvertown Industries Limited
(Formerly Known as M/s Silvertown Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048
Notes Forming part of Standalone Financial Statements
(Amounts in INR Million, unless otherwise stated)

Fuels: 27.3

Particulars	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening Stock	30.63	89.86	53.31	51.55
Add : Purchase	793.12	958.17	1,049.52	890.24
	823.75	1,048.03	1,102.83	941.79
Less : Closing Stock	99.45	30.63	89.86	53.31
Total	724.30	1,017.40	1,012.97	888.48

Store & Spares: 27.4

Particulars	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening Stock	108.01	63.55	55.03	35.51
Add : Purchase	162.34	152.21	167.64	127.80
	270.35	215.76	222.67	163.31
Less : Closing Stock	96.49	108.01	63.55	55.03
Total	173.86	107.75	159.12	108.28

Packing Material: 27.5

Particulars	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening Stock	17.30	13.08	20.67	12.46
Add : Purchase	89.89	102.57	96.73	94.04
	107.19	115.65	117.40	106.50
Less : Closing Stock	18.15	17.30	13.08	20.67
Total	89.04	98.35	104.32	85.83

Note 28: Purchase Of Traded Goods

Particulars	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening Stock	0.26	-	-	-
Add : Purchase	90.55	108.55	89.01	2.47
Less : Closing Stock	4.77	0.26	-	-
Total	86.04	108.29	89.01	2.47

Note 29: Changes in Inventory of Finished goods, Work in Progress & Stock-in-Trade

Particulars	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Stock at the end of the Year:				
Finished Goods	112.85	82.05	100.52	58.33
Work-in-Progress	20.64	16.81	40.84	18.07
TOTAL(A)	133.49	98.86	141.36	76.40
Less: Stock at the Beginning of the year				
Finished Goods	82.05	100.52	58.33	51.06
Work-in-Progress	16.81	40.84	18.07	14.79
TOTAL(B)	98.86	141.36	76.40	65.85
TOTAL (B-A)	(34.63)	42.50	(64.96)	(10.55)

Note 30: Employee Benefit expenses

Particulars	For the nine months period ended December	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries & Wages	98.85	110.88	72.11	57.97
Contribution to Provident & Other Funds	6.26	7.91	7.07	7.12
Bonus	3.60	4.94	3.99	3.52
Director Remuneration	20.70	27.60	12.00	12.00
Staff Welfare	3.01	0.19	3.65	0.17
Workmen Compensation	0.31	1.51	0.74	0.06
Gratuity	5.48	7.50	7.22	5.98
Leave Encashment Expenses	0.13	0.40	-	-
Total	138.34	160.93	106.78	86.82

M/s Silvertown Industries Limited
(Formerly Known as M/s Silvertown Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048
Notes Forming part of Standalone Financial Statements
(Amounts in INR Million, unless otherwise stated)

Note 31: Finance Costs				
Particulars	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest on Term loan	48.48	19.82	3.47	19.24
Less: Interest cost capitalised in CWIP	(41.21)	(19.82)	(3.47)	-
Interest Cost Charged to Profit and loss	7.27	-	-	19.24
Interest on Vehicle Loan	4.44	3.07	1.42	1.75
Interest on Working Capital	23.55	26.81	23.05	8.03
Interest to others	25.73	38.81	40.41	42.35
Interest on compound financial instrument	0.92	1.13	1.04	0.96
Bank Charges	6.60	9.59	10.25	10.57
Total	68.51	79.41	76.17	82.90

Note 32: Other Expenses				
Particulars	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Manufacturing Expenses (refer note 32.1)	356.63	401.38	303.57	237.88
Repair & Maintenance to Others	2.65	3.39	1.06	1.48
Testing Expenses	0.29	0.29	0.32	0.20
Printing & Stationery	0.23	0.59	0.28	0.53
Postage & Telegram Charges	0.59	0.63	0.51	0.58
Telephone Expenses	0.16	0.37	0.26	0.19
Rent	0.28	0.99	0.83	0.70
Rates & Taxes	2.58	1.12	8.16	1.08
Insurance Expenses	5.32	6.64	4.96	3.02
Loss Due to Foreign Exchange Fluctuation	11.97	-	35.04	0.37
Vehicle Running & Maintenance	0.99	0.34	0.46	1.08
Interest on Taxes	-	-	-	0.10
Legal & Professional Charges	6.55	7.05	2.62	2.84
Charity & Donation	0.67	0.55	0.44	0.46
Travelling & Conveyance	6.68	9.16	4.75	1.49
Office Expenses	-	-	-	2.00
Elite Insurance	-	-	-	1.50
Tender Expenses	0.17	2.34	1.83	-
Auditor Remuneration :				
-For Statutory Audit Fees	0.37	0.50	0.50	0.50
-For Internal Audit Fees	0.07	0.10	0.10	-
Miscellaneous Expenses	2.38	2.03	1.64	-
Security Arrangement Charges	4.89	5.73	4.03	3.82
Business Promotion Expenses	2.00	6.63	3.21	4.21
Employee Education Expenses	-	-	-	1.57
Loss on Sale of Property, Plant & Equipment	0.41	-	-	1.82
Commission on sale	89.30	260.52	275.82	65.09
CSR Expenses	13.13	12.52	8.96	2.94
Export Service Charges	0.14	0.99	53.21	83.25
Rebate & Discount and Miscellaneous Balance w/off	0.27	0.33	0.04	0.01
Freight Outward	85.16	106.22	104.03	68.10
Total	593.88	830.41	816.63	486.81

M/s Sillverton Industries Limited
(Formerly Known as M/s Silverton Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048
Notes Forming part of Standalone Financial Statements
(Amounts in INR Million, unless otherwise stated)

Note 32.1 : Manufacturing Expenses				
Particulars	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Direct Expenses :				
Power Charges	28.17	32.15	51.74	12.11
Wages	170.44	181.25	136.54	117.03
Plant Operation Expenses (Chemical)	82.45	107.74	76.62	40.94
Cutting & Packing Charges	10.82	16.08	11.83	49.19
Loading & Unloading Expenses	30.87	24.77	11.28	-
Repair & Maintenance to P&M	33.88	39.39	15.56	18.61
Total	356.63	401.38	303.57	237.88

Note 33: Tax Expense				
Particulars	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
(i) Profit and Loss				
Current tax:				
Current Tax	272.33	181.66	291.28	98.05
MAT Credit Entitlement taken/(Utilised)	-	89.51	-	-
Deferred Tax:				
Deferred Tax Expenses/Benefit	77.58	(104.97)	66.33	88.11
Total	349.91	166.20	357.61	186.16
(ii) Other Comprehensive Income/(loss)				
Deferred tax on re-measurements of defined benefits plan	0.33	0.54	1.31	1.01
Total	0.33	0.54	1.31	1.01

Note 34: Earning per share				
Particulars	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (A)	824.40	886.20	681.98	304.27
Weighted Average number of equity shares used as denominator for calculating Basic EPS (B)	245,454,368	245,454,368	245,454,368	245,454,368
Weighted Average number of equity shares used as denominator for calculating Dilutive EPS (C)	245,454,368	245,454,368	245,454,368	245,454,368
Basic Earnings per share (A/B)	3.36	3.61	2.78	1.24
Diluted Earnings per share (A/C)	3.36	3.61	2.78	1.24
Face Value per equity share	5.00	5.00	5.00	5.00

Pursuant to resolutions passed by the Board of Directors at its meeting held on May 27, 2025 and by the Shareholders of the Company at their Extra-Ordinary General Meeting held on the same date, the Company allotted bonus equity shares on May 29, 2025, in the ratio of 15:1 (i.e., 15 equity shares of face value ₹10 each for every 1 equity share of face value ₹10 each held by the existing equity shareholders of the Company), by capitalizing reserves and surplus from the securities premium account and free reserves.

Subsequently, pursuant to a resolution passed by the Board of Directors on May 29, 2025 and a resolution passed by the Shareholders of the Company on June 3, 2025, the face value of the equity shares of the Company was sub-divided from ₹10 each to ₹5 each. Accordingly, each equity share of face value ₹10 was split into two equity shares of face value ₹5 each.

M/s Silvertone Industries Limited
(Formerly Known as M/s Silvertone Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048
Notes Forming part of Standalone Financial Statements
(Amounts in INR Million, unless otherwise stated)

Note 35: CSR Expenditure				
Particulars	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Amount require to be spent by the company during the year	17.28	12.58	8.42	6.00
Amount of expenditure incurred	13.13	12.52	8.96	2.94
Total of previous years surplus/(shortfall)	0.05	0.11	(0.43)	2.63
Surplus/ (Shortfall) at the end of the year/period	(4.10)	0.05	0.11	(0.43)
Reason for shortfall	NA	NA	NA	Refer Note-35.1

Note 35.1 :

During the year ended March 31, 2022, the Company was required to spend Rs. 6.00 million towards Corporate Social Responsibility (CSR) activities. However, the Company spent Rs. 5.57 million, resulting in a shortfall of Rs. 0.43 million. The shortfall was due to the ongoing identification and evaluation of suitable CSR projects. The Company remains committed to meeting its CSR obligations and ensuring effective deployment of funds towards impactful initiatives.

Nature of CSR activities:

During the year up to 31 December 2024 the company has incurred Rs. 13.13 million (March 31, 2024 : Rs. 12.52 million, March 31, 2023: Rs. 8.96 million, March 31, 2022 Rs. 2.94 million) towards CSR expenditure, the same has been incurred for promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.

Note 36.1 : Value of Imports calculated on C.I.F. basis in respect of Raw Material				
Particulars	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Ram Material on C.I.F. basis	2,030.21	3,101.07	2,572.24	1,723.74
Imported and Indigenous Raw Material Consumed :				
Imported	2,030.21	3,101.07	2,572.24	1,723.74
Indigenous	1,550.81	1,237.09	1,717.79	1,484.43
Imported and Indigenous Chemicals, Stores and Packing Material Consumed :				
Imported	-	-	-	-
Indigenous	1,050.34	1,097.67	1,193.34	804.52

Note 36.2 : Income/Expenditure in foreign currency				
Particulars	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
A. Expenditure in foreign currency :				
- Purchase	2,164.51	2,921.22	2,154.91	1,497.03
- Interest to bank in foreign currency	15.52	-	-	-
	2,180.03	2,921.22	2,154.91	1,497.03
B. Income in foreign currency :				
Exports	177.87	233.29	460.40	811.28
	177.87	233.29	460.40	811.28

Note 37: Financial instruments-fair values and accounting classification

The following table provides the fair value measurement hierarchy to the financial assets and financial liabilities of the Company :-

Financial Assets	As at 31, December 2024		As at 31, March 2024		As at March 31, 2023		As at March 31, 2022	
	Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value
Amortised cost								
Financial Assets- non current								
Investments	16.06	16.06	17.15	17.15	-	-	-	-
Other financial assets	3.11	3.11	3.05	3.05	3.05	3.05	7.71	7.71
Financial Assets- current								
Trade receivables	1,133.90	1,133.90	692.46	692.46	776.49	776.49	645.03	645.03
Cash and cash equivalents	34.35	34.35	184.54	184.54	69.96	69.96	153.55	153.55
Bank balance other than cash and cash equivalents	1,168.89	1,168.89	1,178.14	1,178.14	826.25	826.25	381.06	381.06
Other financial assets	24.44	24.44	7.83	7.83	1.68	1.68	2.06	2.06
Total	2,380.75	2,380.75	2,083.17	2,083.17	1,677.43	1,677.43	1,189.41	1,189.41
Financial Liabilities								
Amortised cost								
Borrowings-non current								
Borrowings	1,699.31	1,699.31	1,391.54	1,391.54	529.64	529.64	393.73	393.73
Other financial liabilities	55.81	55.81	51.25	51.25	50.82	50.82	49.76	49.76
Borrowings-current								
Borrowings	239.32	239.32	470.57	470.57	434.09	434.09	1,024.95	1,024.95
Trade payables	598.72	598.72	679.94	679.94	709.49	709.49	423.39	423.39
Other financial liabilities- current	38.50	38.50	0.09	0.09	15.34	15.34	0.06	0.06
Total	2,631.66	2,631.66	2,593.39	2,593.39	1,739.38	1,739.38	1,891.89	1,891.89

Financial Instruments-Fair value hierarchy

The company categorizes financial assets and financial liabilities measured at fair value into one of three level depending on the ability to observe inputs employed in their measurement which are described as follows:

- Level 1 Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 Inputs are inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the financial asset or financial liabilities.
- Level 3 Inputs are unobservable input for the assets or liability reflecting the significant modifications to observable related market data or Company's assumptions about pricing by market participants.

Trade receivables, cash and cash equivalents, bank balances other than cash and cash equivalents, other financial assets, trade payables and other financial liabilities have fair value that approximate to their carrying amounts due to their short-term nature.

There are no transfer between Level 1, Level 2, and Level 3 during the year ended/period December 31,2024, March 31, 2024, March 31, 2023 and March 31,2022.

Note 38: Financial Risk Management objectives and policies

Financial risk factors

The company's activities expose it to a variety of financial risks; market risk (including currency risks, interest rate risks and price risk), credit risk and liquidity risk. This note presents information about the company's exposure to each of the said risks, the company's objectives, policies and processes for measuring risks and the company's management of capital. Further quantitative disclosures are included throughout these financial statements.

The board of director has overall responsibility for the establishment and oversight of the company's risk management framework. The company's risk management policies are established to identify and analyse the risks faced by the company to set appropriate measures and controls and to monitor risks and adherence to limits. Risks management policies and systems are reviewed regularly to reflect changes in market conditions and in the company's activities.

The company's exposure to the various types of risks associated to its activity and financial instruments is detailed below:

Credit risk

Credit risk is the risk that counterparty will not meet its obligation under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of a customer on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. Financial instrument that are subject to concentration of credit risk principally consist of trade receivables, cash and cash equivalents, bank deposits and other financial assets. None of the financial instrument of the Company result in material concentration of credit risk.

M/s Silvertown Industries Limited
(Formerly Known as M/s Silvertown Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048

Notes Forming part of Standalone Financial Statements
(Amounts in INR Million, unless otherwise stated)

Liquidity risk

Liquidity risk is the risk that the company will encounter in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The approach of the company to manage liquidity is to ensure, as far as possible, that these will have sufficient liquidity to meet their respective liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risk damage to their reputation.

The table below summarises the maturity profile of financial liabilities of company based on contractual undiscounted payments:

As at December 31, 2024

Particulars	On demand	Within 1 year	1 to 5 years	> 5 years	Total
Borrowings Non-current	-	-	-	-	-
Other financial liabilities (non current)	-	-	-	55.81	55.81
Borrowings Current	225.41	13.91	-	-	239.32
Trade payables	-	598.72	-	-	598.72
Other financial liabilities (current)	-	38.50	-	-	38.50

As at March 31, 2024

Particulars	On demand	Within 1 year	1 to 5 years	> 5 years	Total
Borrowings Non-current	-	-	-	-	-
Other financial liabilities (non current)	-	-	-	51.25	51.25
Borrowings Current	454.81	15.76	-	-	470.57
Trade payables	-	679.94	-	-	679.94
Other financial liabilities (current)	-	0.09	-	-	0.09

As at March 31, 2023

Particulars	On demand	Within 1 year	1 to 5 years	> 5 years	Total
Borrowings Non-current	-	-	-	-	-
Other financial liabilities (non current)	-	-	-	50.82	50.82
Borrowings Current	428.49	5.60	-	-	434.09
Trade payables	-	709.49	-	-	709.49
Other financial liabilities (current)	-	15.34	-	-	15.34

As at March 31, 2022

Particulars	On demand	Within 1 year	1 to 5 years	> 5 years	Total
Borrowings Non-current	-	-	-	-	-
Other financial liabilities (non current)	-	-	-	49.76	49.76
Borrowings Current	1,017.41	7.54	-	-	1,024.95
Trade payables	-	423.39	-	-	423.39
Other financial liabilities (current)	-	0.06	-	-	0.06

Market Risk

Market risk is the risk that the Company's assets and liabilities will be exposed to due to a change in market prices such as foreign exchange rates and interest rates that determine the valuation of these financial instruments. Financial instruments affected by market risk include receivables, payables, loans and borrowings.

Foreign Currency Risk

The Company operates in India only. The company has taken loans in foreign currency and is exposed to foreign exchange risk arising from foreign currency transactions, including those related to import and export activities. Foreign exchange risk arises from future commercial transactions, import and export of goods and services, and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the hedges is to minimise the volatility of the INR cash flows of highly probable forecast transactions..

M/s Silvertown Industries Limited
(Formerly Known as M/s Silvertown Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048
Notes Forming part of Standalone Financial Statements
(Amounts in INR Million, unless otherwise stated)

Amounts in EURO Million

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Borrowings:	EURO	EURO	EURO	EURO
Term loan from bank (FCNR)	12.57	11.30	2.07	-

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments and the impact on other components of equity arises from foreign forward exchange contracts, foreign exchange option contracts designated as cash flow hedges.

Particulars	Impact on Profit after Tax			
	As at December 31, 2024	Ended March 31, 2024	Ended March 31, 2023	Ended March 31, 2022
EURO Sensitivity				
INR/EURO -Increase by .5%	(5.44)	(5.10)	(0.85)	-
INR/EURO -Decrease by .5%	5.44	5.10	0.85	-

Note 39: Contingent Liabilities and Commitments (to the extent not provided for)

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(a) Contingent Liabilities	-	-	-	-
i. Claim against the company not acknowledged as debt				
-Income Tax Demand	-	-	-	-
-Others	-	-	-	-
ii. Guarantees excluding financial guarantees				
-Letter of Credit Issued	-	-	-	-
-Bank Guarantee Issued	138.84	53.84	42.41	36.74
iii. Other Money for which the company is contingently liable	-	-	-	-
(b) Commitment				
Estimated amount of contracts remaining to be executed on capital account and not provided for	700.00	1,500.00	-	-

Note 40: Details of dues to Micro, Small and Medium Enterprises as defined under the MSMED Act, 2006

Information as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) for the year/period ended December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 are given below. This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

Particulars	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(a) the principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;	11.37	4.77	5.79	0.83
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-	-	-
(c) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-	-	-
(d) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-	-	-
(e) 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 of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-	-	-

M/s Silverton Industries Limited
(Formerly Known as M/s Silverton Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048
Notes Forming part of Standalone Financial Statements
(Amounts in INR Million, unless otherwise stated)

Note 41: Related Party Disclosure

The names of the related parties where control exists and/or with whom transactions have taken place during the year and description of relationships, as identified and certified by the management are as below:

(i) Key management personnel (KMP)

Rajeev Jain (Director)
Rajesh Jain (Director)
Akshay Jain (Whole Time Director)
Sanjeev Jain (Chief Finance Officer)
Ravikant (Company Secretary)

(ii) Related parties who have control/significant influence over the Company:

Arun Kumar Jain	Rajesh Kumar Jain (HUF)
Anubha Jain	Divya Jain
Neena Jain	Samyak Jain
Rishabh Jain	Vibha Jain
Sanath Jain	Sridevi Jain
Monica Jain	Sanskriti Jain

(iii) Enterprises in which Directors / Relative of Directors has substantial interest

Garg Duplex & Papers Mills Private Limited
Shree Rama Newsprint Limited
Shree Sanmati Auto experts Private Limited
Accuratemultilayer Papers LLP

Summary of Related Party Transactions

Particulars	Name of the related party	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Details of related party transactions carried out during the Period / Year					
Amount Paid against unsecured loans	Rajesh Kumar Jain (HUF)	-	2.88	-	-
	Anubha Jain	23.30	-	-	-
	Rishabh Jain	-	2.83	-	-
	Sanath Jain	-	2.68	-	-
Interest paid on unsecured loans	Anubha Jain	1.78	2.35	2.12	-
	Rajesh Kumar Jain (HUF)	-	0.29	0.28	-
	Rishabh Jain	-	0.28	0.28	-
	Sanath Jain	-	0.27	0.26	-
Purchase	Accuratemultilayer Papers LLP	18.75	1.07	7.66	-
	Garg Duplex & Papers Mills Private Limited	-	17.67	47.03	-
	Shree Rama Newsprint Limited	0.70	-	189.41	-
Purchase of Capital Goods	Shree Sanmati Auto experts Private Limited	1.26	-	-	-
	Shree Rama Newsprint Limited	-	14.34	-	-
Sales of Finished Goods	Accuratemultilayer Papers LLP	28.50	16.01	50.00	116.32
	Shree Sanmati Auto experts Private Limited	0.04	0.09	0.06	0.02
	Garg Duplex & Papers Mills Private Limited	6.46	-	12.94	-
	Shree Rama Newsprint Limited	1.25	-	-	1.70
Managerial remuneration	Akshay Jain	18.00	24.00	12.00	12.00
	Rajeev Jain	2.70	3.60	-	-
	Sanjeev Jain	4.50	3.30	-	-
	Ravikant	0.10	-	-	-
Salary	Anubha Jain	2.25	2.25	2.00	2.75
	Arun Kumar Jain	4.50	2.50	-	-
	Neena Jain	2.70	3.60	3.60	-
	Rishabh Jain	2.70	3.60	3.60	-
	Samyak Jain	9.00	12.00	9.90	-
	Sanskriti Jain	4.30	3.00	3.00	-
	Sridevi Jain	2.70	3.60	2.70	-
	Monica Jain	2.70	3.60	-	-
	Divya Jain	2.70	3.60	-	-
Lease Rent	Vibha Jain	2.70	2.70	-	-
	Garg Duplex & Papers Mills Private Limited	26.40	42.75	-	-
	Akshay Jain	-	0.40	0.40	-
	Vibha Jain	-	0.30	0.30	-

All transactions with related parties during the reporting period have been conducted at arm's length prices and in the ordinary course of business. These transactions were based on comparable market terms and were duly approved by the appropriate governance structures of the Company, in compliance with applicable accounting standards and regulatory requirements.

M/s Silverton Industries Limited
(Formerly Known as M/s Silverton Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048
Notes Forming part of Standalone Financial Statements
(Amounts in INR Million, unless otherwise stated)

Note 42: Segment Reporting

The Company has identified Manufacturing and Sale of Paper Products—including kraft paper, kraft board, writing paper, cup stock, etc.—as its sole reportable operating segment, in accordance with the applicable accounting standards.

There are no other reportable segments within the Company's operations. Accordingly, the following disclosures in respect of segment revenue, segment results, total carrying amount of segment assets, total carrying amount of segment liabilities, and the total cost incurred to acquire segment assets during the year are all as presented in the Restated Financial Information for the year/period ended December 31, 2024, March 31, 2024, March 31, 2023, and March 31, 2022.

All the manufacturing plants of the Company are located at a single geographical location. Consequently, there is no reportable secondary segment in terms of geographical segmentation. All revenues, assets, and liabilities are attributable to operations within the same geographical area.

The Company continues to evaluate its operating structure and will disclose additional segments if and when they become reportable in accordance with applicable standards.

Note 43: Capital management

(a) Risk management

The Company's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide return for shareholders and benefits for other stakeholders and maintain an optimal capital structure to reduce the cost of capital.

Consistent with others in the industry, the company monitors capital on the basis of the followings gearing ratio:

Net debt (total borrowings net of cash and cash equivalents) divided by Total 'equity' (as shown in the balance sheet, including non-controlling interests)

The company's gearing ratio were as follows:

Particular	As at December 31, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Net debt	1,904	1,678	894	1,265
Total equity	4,139	3,314	2,426	1,742
Net debt to equity ratio	0.46	0.51	0.37	0.73

In order to achieve this overall objective, the company's capital management amongst other things, aims to ensure that it meets financial covenants attached to the interest bearing loans and borrowing that define capital structure requirement. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings.

M/s Silvertown Industries Limited
(Formerly Known as M/s Silvertown Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048
Notes Forming part of Standalone Financial Statements
(Amounts in INR Million, unless otherwise stated)

Note 44: Employee Benefits

a) Defined contribution plan

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 has no obligation, other than the contribution payable to the provident fund.

The Company has recognised the following amounts in the Statement of Profit and Loss for the year: (Refer Note-)

Particulars	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Contribution to provident and other fund	6.26	7.91	7.07	7.12
Total	6.26	7.91	7.07	7.12

b) Defined benefit plan

Gratuity liability is defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each reporting period. The plan is not funded by the Group. Such liability is included in salaries, wages and bonus.

i. Amount charged to the statement of profit and loss:

Particulars	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Current Service cost	4.95	7.28	5.04	4.75
Interest cost on benefit obligation	0.90	1.20	1.08	0.85
Total	5.85	8.48	6.12	5.60

ii. Reconciliation of opening and closing balances of defined benefit obligation:

Particulars	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Defined benefit obligation at beginning of year	23.76	16.89	14.60	12.56
Current service cost	4.95	7.28	5.04	4.75
Interest cost	0.90	1.20	1.08	0.85
Benefits paid	-	(0.07)	(0.07)	(0.67)
Actuarial (gain)/ loss	(0.95)	(1.54)	(3.76)	(2.89)
Defined benefit obligation at end of year	28.66	23.76	16.89	14.60

iii. Amount recognised in Other Comprehensive Income :

Particulars	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Actuarial gain/(loss)	0.95	1.54	3.76	2.89

iv. The assumptions used to determine the benefit obligation are as follows:-

Particulars	For the nine months period ended December 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Discount rate	7.05%	7.10%	7.40%	6.80%
Expected rate of increase in compensation levels	7.00%	7.00%	7.00%	7.00%
Expected average remaining working lives of employees (years)	26.25	26.01	26.34	26.41

v. The discount rate is based on the average yield on government bonds at the reporting date with a term that matches that of the liabilities.

vi. The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Note 45: First time Ind AS adoption reconciliation

Transition to Ind AS

The Company has followed the same accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as initially adopted on transition date. An

A. Exemptions and Exceptions availed

A.1. Ind AS optional exemptions

A.1.1. Deemed Cost

Ind AS 101 permits a first-time adopter to elect to continue with carrying value for all of its property, plant and equipment and intangible assets other than goodwill as recognised in the Financial Statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. Accordingly, the Company has elected to measure all of its property, plant and equipment and Intangible assets other than goodwill at their previous GAAP carrying value.

M/s Silvertown Industries Limited
(Formerly Known as M/s Silvertown Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048
Notes Forming part of Standalone Financial Statements

A.1.2. Business Combination

As per Ind AS 101, a first-time adopter may elect not to apply Ind AS 103 retrospectively to past business combinations (business combinations that occurred before the date of transition to Ind ASs). Accordingly, the Company has availed the said exemption and has elected to not apply Ind AS 103 retrospectively.

A.2. Ind AS Mandatory exceptions

The Company has applied the following exception from full retrospective application of Ind AS mandatorily required under Ind AS 101:

A.2.1. Estimates

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at April 01, 2021 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company made estimates of impairment loss of financial assets based on expected credit loss model in accordance with Ind AS at the date of transition as this was not required under previous GAAP.

A.2.2. Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to the Ind AS. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable. The Company has determined the classification of financial assets in terms of whether they meet the amortised cost criteria, FVTPL criteria or FVTOCI criteria based on the facts and circumstances that existed as on transition date.

A.2.3 De-recognition of financial assets and financial liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the transition date. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions. The Company has elected to apply the de-recognition provisions of Ind AS 109 prospectively from the transition date.

B. Reconciliation between previous GAAP and Ind AS

The following reconciliations provide the explanation and quantification of the differences arising from the transition from previous GAAP to Ind AS in accordance with Ind AS 101, First Time Adoption of Indian Accounting Standards.

C. Notes to first time adoption

1 Remeasurements of post-employment benefit obligations

Under Ind AS, remeasurements i.e. actuarial gains and losses, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under the previous GAAP, these remeasurements were forming part of the Profit or Loss for the year.

Consequent to this change, transition impact has been given in the Restated Statement of profit and loss for the year ended March 31, 2024 and March 31, 2023 (refer note B.2 above).

2 Deferred tax

Under the previous GAAP, deferred tax is calculated using the income statement approach, which focuses on difference between taxable profits and accounting profits for the year. Ind AS 12- "Income tax" requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. Based on the Balance Sheet approach, additional deferred tax have to be recognised by the Company on IND AS adjustment which create temporary difference between books and tax accounts.

3 Redeemable preference share

As per Ind AS 32, Redeemable Preference shares are classified as financial liability measured at amortised cost and interest cost on the Redeemable preference shares has been charged to profit and loss account. Under Previous GAAP, Redeemable preference shares were recognised under shareholder's fund. Consequent to this change, transition impact has been given in the equity as at April 01, 2021, in the Restated Statement of Profit and Loss for the year ended March 31, 2022, March 31, 2023, March 31, 2024 and December 31, 2024.

M/s Silvertown Industries Limited
(Formerly Known as M/s Silvertown Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048
Notes Forming part of Standalone Financial Statements

Note 46: Financial Ratios

Sr No	Particular	Numerator	Denominator	As at December 31, 2024	As at March 31, 2024	Variation During the period	As at March 31, 2023	Variation During the year	As at March 31, 2022	Variation During the year
1	Current Ratio	Current Assets	Current Liabilities	3.20	2.52	26.70%	1.87	34.62%	1.36	37.36%
2	Debt-Equity Ratio	Total Borrowings	Total Equity	0.47	0.56	-16.64%	0.40	41.49%	0.81	-51.23%
3	Debt Service Coverage Ratio	Earnings available for debt service (EBIDTA)	Interest and repayment of debt	20.22	16.44	22.99%	16.87	-2.58%	8.94	88.79%
4	Return on Equity Ratio	Net Profit after Tax	Average Shareholders Equity	0.22	0.31	-28.35%	0.33	-5.63%	0.19	73.11%
5	Inventory Turnover Ratio	Cost of Material Consumed	Average Inventory	4.47	6.20	-27.98%	7.76	-20.08%	4.43	75.10%
6	Trade Receivable Turnover Ratio	Net Credit Sales	Average Trade Receivable	8.16	11.98	-31.86%	12.18	-1.71%	9.96	22.35%
7	Trade Payable Turnover Ratio	Net Credit Purchases	Average Trade Payables	8.47	9.95	-14.88%	11.65	-14.58%	12.72	-8.39%
8	Net Capital Turnover Ratio	Revenue from operations	Working Capital	3.02	4.97	-39.32%	8.83	-43.70%	10.41	-15.18%
9	Net Profit Ratio	Net Profit after Tax	Revenue from operations	11.06%	10.08%	9.81%	7.87%	27.94%	4.88%	61.41%
10	Return on Capital Employed	Earning before interest and tax	Average Capital Employed	0.22	0.26	-16.41%	0.34	-22.42%	0.19	75.18%

Note 47: Additional Regulatory Information

- (i) No proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder.
- (ii) The Company does not have any transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the year/period ended December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022.
- (iii) There are no charges or satisfactions which were to be registered with the Registrar of Companies beyond the statutory period during the year/period ended December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022.
- (iv) The Company has not invested or traded in Crypto Currency or Virtual Currency during the year/period ended December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022.
- (v) The Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority during the year/period ended December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022.
- (vi) The Company has not entered into any scheme of arrangement approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year/period ended December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022.
- (vii) As at year/period ended December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Company has used the borrowings from banks and Financial Institutions for the specific purpose for which it was taken.
- (viii) During the year/period ended December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Company has not granted loans or advances in nature of loans, repayable on demand or without specifying any terms for period of repayment, to promoters/directors/KMPs/Related parties (as defined under the Companies Act, 2013).
- (ix) During the year/period ended December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Company has not surrendered or disclosed as income any transactions not recorded in the books of accounts in the course of tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
- (x) During the year/period ended December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Company has not advanced or loaned or invested funds (either borrowed funds or share premium or kind of funds) to any other person or entity, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) 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.

During the year/period ended December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Company has not received any fund from any person or entity, 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
- (xi) The Company has made investments during the periods ended December 31, 2024 Rs. 15.75 Millions, (March 31, 2024 Rs. 17.15 Millions), (March 31, 2023 Rs. NIL) and (March 31, 2022 Rs. NIL); however, these investments are not in the nature of layering of companies. Accordingly, the provisions relating to the restriction on the number of layers of companies under Clause 87 of Section 2 of the Companies Act, 2013, read with the Companies (Restriction on Number of Layers) Rules, 2017, are not applicable."
- (xii) The Company has filed quarterly statements with banks in respect of borrowings from banks on the security of current assets. The said statements were in agreement with the unaudited books of account during the year/period ended December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022.
- (xiii) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India during the current year and previous year

M/s Silvertone Industries Limited
(Formerly Known as M/s Silvertone Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048
(Amounts in INR Million, unless otherwise stated)
Note 45.B.1 Profit & Loss Reconciliation for the year ended March 31, 2024

	Particulars	Note	Regrouped IGAAP	Adjustment	Ind AS
I.	Revenue from operations	25	8,795.85	-	8,795.85
II.	Other income	26	105.03	-	105.03
III.	Total Income (I+II)		8,900.88	-	8,900.88
IV.	Expenses:				
	Cost of materials consumed	27	4,338.15	2,115.08	6,453.23
	Purchase of Stock in Trade	28	108.29	-	108.29
	Changes in inventories of finished goods, by-products and work in progress and Stock in Trade	29	42.50	-	42.50
	Employee benefits expense	30	159.76	1.17	160.93
	Finance costs	31	78.28	1.13	79.41
	Depreciation and amortization expense	3	173.71	-	173.71
	Other expenses	32	2,945.48	(2,115.07)	830.41
	Total expenses (IV)		7,846.17	2.31	7,848.48
V.	Profit before tax (III-IV)		1,054.71	(2.31)	1,052.40
VI.	Tax expense :	33			
	Current tax		271.75	(0.58)	271.17
	Deferred tax		(103.91)	(1.06)	(104.97)
			167.84	-	166.20
VII.	Profit for the year		886.87	(0.67)	886.20
VIII	Other comprehensive income				
(i)	Items that will not be reclassified to profit or loss				
	Remeasurement of the net defined benefit liability/asset		-	1.54	1.54
(ii)	Income tax relating to items that will not be reclassified to profit or loss		-	(0.54)	(0.54)
	Total other comprehensive income, net of tax		-	1.00	1.00
IX.	Total comprehensive income for the year		886.87	0.33	887.20

M/s Silvertone Industries Limited
(Formerly Known as M/s Silvertone Pulp and Papers Private Limited)
CIN-U21093UP1995PLC018048
(Amounts in INR Million, unless otherwise stated)
Note 45.B.1 :Profit & Loss Reconciliation for the year ended March 31, 2023

	Particulars	Note	Regrouped IGAAP	Adjustment	Ind AS
I.	Revenue from operations	25	8,659.98	-	8,659.98
II.	Other income	26	69.26	-	69.26
III.	Total Income (I+II)		8,729.24	-	8,729.24
IV.	Expenses:				
	Cost of materials consumed	27	4,290.03	2,206.31	6,496.34
	Purchase of Stock in Trade	28	89.01	-	89.01
	Changes in inventories of finished goods, by-products and work in progress and Stock in Trade	29	(64.96)	-	(64.96)
	Employee benefits expense	30	104.00	2.78	106.78
	Finance costs	31	75.14	1.03	76.17
	Depreciation and amortization expense	3	169.68	-	169.68
	Other expenses	32	3,022.94	(2,206.31)	816.63
	Total expenses (IV)		7,685.84	3.81	7,689.65
V.	Profit before tax (III-IV)		1,043.40	(3.81)	1,039.59
VI.	Tax expense :	33			
	Current tax		289.08	2.20	291.28
	Deferred tax		68.36	(2.03)	66.33
			357.44	0.17	357.61
VII.	Profit for the year		685.96	(3.98)	681.98
VIII	Other comprehensive income				
(i)	Items that will not be reclassified to profit or loss				
	Remeasurement of the net defined benefit liability/asset		-	3.76	3.76
(ii)	Income tax relating to items that will not be reclassified to profit or loss		-	(1.31)	(1.31)
	Total other comprehensive income, net of tax		-	2.45	2.45
IX.	Total comprehensive income for the year		685.96	(1.53)	684.43

M/s Silvertown Industries Limited

(Formerly Known as M/s Silvertown Pulp and Papers Private Limited)

CIN-U21093UP1995PLC018048

(Amounts in INR Million, unless otherwise stated)

Note 45.B.1 Reconciliation of equity as at March 31, 2024

	Particulars	Note	Regrouped IGAAP	Adjustment	Ind AS
I.	ASSETS				
(1)	Non - current assets				
	(a) Property, plant and equipment	3	1,435.32	-	1,435.32
	(b) Capital Work In Progress	3	693.77	-	693.77
	(c) Investment Property				
	(c) Financial assets				
	(i) Investments	4	17.15	-	17.15
	(ii) Other financial assets	5	3.05	-	3.05
	(d) Deferred tax assets (net)		-	-	-
	(e) Other non - current assets	6	670.43	-	670.43
(2)	Current assets				
	(a) Inventories	7	1,217.13	-	1,217.13
	(b) Financial assets		-	-	-
	(i) Trade receivables	8	692.46	-	692.46
	(ii) Cash and cash equivalents	9	184.54	-	184.54
	(iii) Bank balances other than cash and cash equivalents	10	1,178.14	-	1,178.14
	(vi) Other financial assets	11	7.83	-	7.83
	(c) Other current assets	12	324.34	-	324.34
			6,424.16	-	6,424.16
II.	EQUITY AND LIABILITIES				
(1)	Equity				
	(a) Equity Share capital	13	96.70	(20.00)	76.70
	(b) Other equity	14	3,227.94	9.01	3,236.95
	Liabilities				
(2)	Non - current liabilities				
	(a) Financial liabilities				
	(i) Borrowings	15	1,377.14	14.40	1,391.54
	(ii) Other financial liabilities	16	51.25	-	51.25
	(b) Provision	17	24.13	(1.83)	22.30
	(c) Deferred tax liabilities (net)	18	204.53	(2.94)	201.59
	(d) Other non current liabilities	19	15.31	-	15.31
(3)	Current liabilities				
	(a) Financial liabilities				
	(i) Borrowings	20	470.57	-	470.57
	(ii) Trade payables	21		-	
	a) Total outstanding dues of micro enterprises and small enterprises		4.77	-	4.77
	b) Total outstanding dues of creditors others than micro enterprises and small enterprises		675.17	-	675.17
	(iii) Other financial liabilities	22	0.09	-	0.09
	(b) Other current liabilities	23	94.31	-	94.31
	(c) Provisions	24	182.25	1.36	183.61
			6,424.16	-	6,424.16

M/s Silvertown Industries Limited

(Formerly Known as M/s Silvertown Pulp and Papers Private Limited)

CIN-U21093UP1995PLC018048

(Amounts in INR Million, unless otherwise stated)

Note 45.B.1 Reconciliation of equity as at March 31, 2023

	Particulars	Note	Regrouped IGAAP	Adjustment	Ind AS
I.	ASSETS				
(1)	Non - current assets				
	(a) Property, plant and equipment	3	1,533.00	-	1,533.00
	(b) Capital Work In Progress	3	234.24	-	234.24
	(c) Financial assets		-	-	-
	(i) Investments	4	-	-	-
	(ii) Other financial assets	5	3.05	-	3.05
	(d) Deferred tax assets (net)		-	-	-
	(e) Other non - current assets	6	196.28	(196.28)	-
(2)	Current assets				
	(a) Inventories	7	862.94	-	862.94
	(b) Financial assets		-	-	-
	(i) Trade receivables	8	776.49	-	776.49
	(ii) Cash and cash equivalents	9	69.96	-	69.96
	(iii) Bank balances other than cash and cash equivalents	10	826.25	-	826.25
	(vi) Other financial assets	11	1.68	-	1.68
	(c) Other current assets	12	386.39	-	386.39
			4,890.28	(196.28)	4,694.00
II.	EQUITY AND LIABILITIES				
(1)	Equity				
	(a) Equity Share capital	13	96.70	(20.00)	76.70
	(b) Other equity	14	2,345.55	4.20	2,349.75
	Liabilities				
(2)	Non - current liabilities				
	(a) Financial liabilities				
	(i) Borrowings	15	516.36	13.28	529.64
	(ii) Other financial liabilities	16	50.82	-	50.82
	(b) Provision	17	17.88	(0.43)	17.45
	(c) Deferred tax liabilities (net)	18	308.45	(198.70)	109.75
	(d) Other non current liabilities	19	-	-	-
(3)	Current liabilities				
	(a) Financial liabilities				
	(i) Borrowings	20	434.09	-	434.09
	(ii) Trade payables	21		-	
	a) Total outstanding dues of micro enterprises and small enterprises		5.79	-	5.79
	b) Total outstanding dues of creditors others than micro enterprises and small enterprises		703.70	-	703.70
	(iii) Other financial liabilities	22	15.34	-	15.34
	(b) Other current liabilities	23	106.52	-	106.52
	(c) Provisions	24	289.08	5.37	294.45
			4,890.28	(196.28)	4,694.00

M/s Silvertown Industries Limited

(Formerly Known as M/s Silvertown Pulp and Papers Private Limited)

CIN-U21093UP1995PLC018048

(Amounts in INR Million, unless otherwise stated)

Note 45.B.1 Reconciliation of equity as at March 31, 2022

	Particulars	Note	Regrouped IGAAP	Adjustment	Ind AS
I.	ASSETS				
(1)	<u>Non - current assets</u>				
	(a) Property, plant and equipment	3	1,625.57	-	1,625.57
	(b) Capital Work In Progress		-	-	-
	(c) Financial assets		-	-	-
	(i) Investments		-	-	-
	(ii) Other financial assets	4	7.71	-	7.71
	(d) Deferred tax assets (net)		-	-	-
	(e) Other non - current assets	5	206.91	(206.91)	-
				-	
(2)	<u>Current assets</u>				
	(a) Inventories	6	810.50	-	810.50
	(b) Financial assets		-	-	-
	(i) Trade receivables	7	645.03	-	645.03
	(ii) Cash and cash equivalents	8	153.55	-	153.55
	(iii) Bank balances other than cash and cash equivalents	9	381.06	-	381.06
	(vi) Other financial assets	10	2.06	-	2.06
	(c) Other current assets	11	246.90	-	246.90
			4,079.29	(206.91)	3,872.38
II.	EQUITY AND LIABILITIES				
(1)	<u>Equity</u>				
	(a) Equity Share capital	12	96.70	(20.00)	76.70
	(b) Other equity	13	1,663.94	1.38	1,665.32
	<u>Liabilities</u>				
(2)	<u>Non - current liabilities</u>				
	(a) Financial liabilities				
	(i) Borrowings	14	381.50	12.23	393.73
	(ii) Other financial liabilities	15	49.76	-	49.76
	(b) Provision	16	13.51	0.90	14.41
	(c) Deferred tax liabilities (net)	17	240.09	(208.61)	31.48
	(d) Other non current liabilities				
(3)	<u>Current liabilities</u>				
	(a) Financial liabilities				
	(i) Borrowings	18	1,024.95	-	1,024.95
	(ii) Trade payables	19	-	-	-
	a)Total outstanding dues of micro enterprises and small enterprises		0.83	-	0.83
	b)Total outstanding dues of creditors others than micro enterprises and small enterprises		422.56	-	422.56
	(iii) Other financial liabilities	20	0.06	-	0.06
	(b) Other current liabilities	21	88.80	-	88.80
	(c) Provisions	22	96.59	7.19	103.78
			4,079.29	(206.91)	3,872.38

The Audited numbers of Balance Sheet and Profit and Loss under IGAAP is reclassified and regrouped as per heading and titles of Ind AS for showing reconciliations from Indian GAAP to Ind AS. Hence, Financial assets and liabilities which are required to be shown under Ind AS is shown under Indian GAAP heading in above reconciliations.

M/s Silvertown Industries Limited

(Formerly Known as M/s Silvertown Pulp and Papers Private Limited)

CIN-U21093UP1995PLC018048

(Amounts in INR Million, unless otherwise stated)

Note 45.B.1 Reconciliation of equity as at April 1, 2021 (Transition date)

	Particulars	Note	Regrouped IGAAP	Adjustment	Ind AS
I.	ASSETS				
(1)	<u>Non - current assets</u>				
	(a) Property, plant and equipment		1,707.36	-	1,707.36
	(b) Capital Work In Progress		-	-	-
	(c) Financial assets				
	(i) Investments		-	-	-
	(ii) Other financial assets		6.32	(2.20)	4.12
	(d) Deferred tax assets (net)		-	57.64	57.64
	(e) Other non - current assets		208.37	(206.89)	1.48
(2)	<u>Current assets</u>				
	(a) Inventories		636.56	-	636.56
	(b) Financial assets		-	-	-
	(i) Trade receivables		597.46	-	597.46
	(ii) Cash and cash equivalents		48.34	-	48.34
	(iii) Bank balances other than cash and cash equivalents		55.34	2.20	57.54
	(vi) Other financial assets		1.54	-	1.54
	(c) Other current assets		204.08	-	204.08
			3,465.37	(149.25)	3,316.12
II.	EQUITY AND LIABILITIES				
(1)	<u>Equity</u>				
	(a) Equity Share capital		96.70	(20.00)	76.70
	(b) Other equity		1,358.13	1.04	1,359.17
	<u>Liabilities</u>				
(2)	<u>Non - current liabilities</u>				
	(a) Financial liabilities				
	(i) Borrowings		829.14	11.28	840.42
	(ii) Other financial liabilities		57.00	-	57.00
	(b) Provision		12.19	0.05	12.24
	(c) Deferred tax liabilities (net)		151.02	(151.02)	-
	(d) Other non current liabilities				
(3)	<u>Current liabilities</u>				
	(a) Financial liabilities				
	(i) Borrowings		444.24	-	444.24
	(ii) Trade payables			-	
	a) Total outstanding dues of micro enterprises and small enterprises		3.20	-	3.20
	b) Total outstanding dues of creditors others than micro enterprises and small enterprises		376.08	-	376.08
	(iii) Other financial liabilities		17.45	-	17.45
	(b) Other current liabilities		59.23	-	59.23
	(c) Provisions		60.99	9.40	70.39
			3,465.37	(149.25)	3,316.12

The Audited numbers of Balance Sheet and Profit and Loss under IGAAP is reclassified and regrouped as per heading and titles of Ind AS for showing reconciliations from Indian GAAP to Ind AS. Hence, Financial assets and liabilities which are required to be shown under Ind AS is shown under Indian GAAP heading in above reconciliations.

OTHER FINANCIAL INFORMATION

The audited financial statements of our Company as at and for the Fiscals 2024, 2023 and 2022, respectively, together with all annexures, schedules and notes thereto (“**Audited Financial Statements**”) are available on our website at www.sillvertonindustries.com.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements or any other information on such website does not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document or recommendation or solicitation to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider when subscribing for or purchasing any securities of our Company and should not be relied upon or used as a basis for any investment decision. None of our Company or any of its advisors, nor BRLM nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from reliance placed on any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations derived from our Restated Financial Information are given below:

Particulars	For nine months period ended December 31, 2024#	Fiscal 2024	Fiscal 2023	Fiscal 2022
Restated earnings per Equity Share				
- Basic Earnings/ (loss) per Equity Share (₹) ⁽¹⁾	3.36	3.61	2.78	1.24
- Diluted Earnings/ (loss) per Equity Share (₹) ⁽¹⁾	3.36	3.61	2.78	1.24
Return on Net Worth (%) ⁽²⁾	19.92	26.74	28.11	17.47
Net Asset Value Per Equity Share (₹) ⁽³⁾	16.86	13.50	9.89	7.10
Earnings before interest, tax, depreciation and amortisation (EBITDA) (₹ in million) ⁽⁴⁾	1,312.27	1,200.49	1,216.18	719.82

#Not annualized

The ratios have been computed as under:

1. Basic and Diluted earnings per Equity Share are computed in accordance with Indian Accounting Standard 33;
2. Return on Net Worth (%) = Net profit after tax divided by Net worth at the end of the year/period;
3. Net Asset Value per Equity Share is defined as the Net worth divided by number of equity shares outstanding as at the end of year/period. The Net Asset Value per share disclosed above is after considering the impact of sub-division and bonus issue of equity shares;
4. EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year and adding back finance costs, depreciation and amortisation and impairment expense and reducing other income.

For a reconciliation of non-GAAP measures, see “*Management’s Discussion and Analysis of our Results of Operations – Non-GAAP Financial Measures*” on page 352.

Related Party Transactions

For details of the related party transactions, as per the requirements under applicable Accounting Standards, i.e., Ind AS 24 - Related Party Disclosures, read with the SEBI ICDR Regulations for the nine months period ended December 31, 2024 and for the Fiscals 2024, 2023 and 2022 and as reported in the Restated Financial Information, see “*Restated Financial Information – Note 41: Related Party Disclosure*” on page 324.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at December 31, 2024, on the basis of the Restated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with the sections "*Management's Discussion and Analysis of Financial Position and Results of Operations*", "*Restated Financial Information*" and "*Risk Factors*" on pages 341, 276 and 38, respectively.

(₹ in million, except ratios)

Particulars*	Pre-Offer as at December 31, 2024	As adjusted for the proposed Offer**
Total Borrowings		
Current Borrowings (A)	239.32	[●]
Non-current Borrowings (including current maturities of long-term borrowings) (B)	1,699.31	[●]
Total Borrowings (C)=(A)+(B)	1,938.63	[●]
Total Equity		[●]
Equity Share Capital [#] (D)	76.70	[●]
Other Equity (E)	4,061.97	[●]
Total Equity (F)=(D)+(E)	4,138.67	[●]
Total Borrowings/ Total Equity (C)/(F)	0.47	[●]
Non-Current Borrowings/ Total Equity (B)/(F)	0.41	[●]

Notes:

*The above terms carry the meaning as per division II of Schedule III to the Companies Act, 2013 (as amended).

**The corresponding post Offer capitalization data is not determinable at this stage pending the completion of the book building process and hence have not been furnished. To be updated upon finalization of the Offer Price.

[#]Our Company has issued bonus shares in the proportion of 15 (fifteen) equity shares of face value of ₹ 10 each for every 1 (one) equity share held of face value of ₹ 10 each on May 29, 2025. Further, equity shares of face value of ₹ 10 each of our Company were sub-divided into Equity Shares of face value of ₹ 5 each. Consequently, the issued and subscribed share capital of our Company comprising 122,727,184 equity shares of face value of ₹ 10 each was sub-divided into 245,454,368 Equity Shares of face value of ₹ 5 each on June 3, 2025.

FINANCIAL INDEBTEDNESS

Our Company avails loans and financing facilities in the ordinary course of our business for meeting our working capital and business requirements.

Our Board is empowered to borrow monies, in accordance with Section 179 and Section 180 of the Companies Act and our Articles of Association. For details regarding the borrowing powers of our Board, see “*Our Management – Borrowing Powers*” on page 225.

The details of the indebtedness of our Company as on June 20, 2025 is provided below:

(in ₹ million)

Particulars	Sanctioned Amount as on June 20, 2025	Outstanding as on June 20, 2025
Fund- based borrowings		
Secured		
Term Loan		
Yes Bank Limited – FCNR Term loan	1,500.00	1,195.00
Yes Bank Limited – Rupee Term loan		270.00
ICICI Bank Limited	450.00	450.00
CITI Bank	350.00	350.00
Axis Bank Limited	1,450.00	-
Cash credit		
Yes Bank Limited	50.00	-
ICICI Bank Limited	100.00	-
CITI Bank	250.00	-
HDFC Bank Limited	1,000.00	14.25
Axis Bank Limited	50.00	-
Vehicle Loans		
HDFC Bank Limited	89.58	67.81
Union Bank of India	12.11	12.11
Daimler financial Service India Private Limited	10.89	3.11
Total secured borrowings (A)	5,312.58	2,362.28
Unsecured		
Loans from other corporates	330.00	229.42
Total unsecured borrowings (B)	330.00	229.42
Total fund based borrowings (C) = (A) + (B)	5,642.58	2591.70
Non fund- based borrowings		
Secured		
Letter of credit		
ICICI Bank Limited	600.00	-
HDFC Bank Limited (Sub-limit of Cash Credit)	-	45.75
Bank guarantee		
HDFC Bank Limited (Sub-limit of Cash Credit)	-	105.56
Total non fund based borrowings (D)	600.00	151.31
Total borrowings (C + D)	6242.58	2,743.01

*As certified by Agarwal Ajay & Associates, Chartered Accountants, our Statutory Auditors, pursuant to their certificate dated June 26, 2025.

Principal terms of the borrowings availed by our Company:

The details provided below are indicative and there may be additional terms, conditions and requirements under various financing documentation executed by our Company in relation to our indebtedness.

2. **Interest:** The interest rate for the unsecured borrowings availed by our Company typically ranges from 11% to 12% per annum. While the interest rate for the secured borrowings typically ranges from 7.34% per annum to 9.10% per annum. The interest rate for the certain loans are sanctioned to our Company is also tied to a base rate/marginal cost of lending rate/external benchmark lending rate, which may vary from lender to lender.
3. **Penal interest:** The terms of certain of our borrowings prescribe penalties for non-compliance of certain obligations by us, *inter alia*, delay or default in the repayment of principal instalment, interest, charges or other monies due on the facility and non-compliances of any of the terms of borrowings and other irregularities as specified in the terms of sanction or such facility documents. The default interest rate under our facility documents for fund based borrowings typically ranges from 0.25% per annum to 6% per annum and up to 16% per annum in case of non-fund based borrowings, whereas, for unsecured borrowings it is up to 3% per month. Additional interest as specified by the lenders may be charged in case of continuation of the non-compliance beyond a certain period.
4. **Validity/tenor:** The tenor of the secured borrowings availed by our Company typically range from 12 months to 114 months. Further, the tenor of unsecured borrowings availed by us typically range from 60 months to 72 months.
5. **Pre-payment penalty:** We have the option to prepay our lenders, subject to payment of prepayment charges at such rate as may be stipulated by the lenders which currently ranges from 2% to 3%. Further, some loans may be prepaid without any prepayment charges subject to fulfilment of conditions. Certain unsecured borrowings have prepayment charges of 5%.
6. **Security:** In terms of the borrowings by our Company where security needs to be created, security is created, *inter alia*, by way of (i) hypothecation of moveable fixed assets (present and future); (ii) creation of mortgage on certain properties of the Company; (iii) hypothecation of current assets i.e. stocks and book debts; (iv) hypothecation on vehicles owned by the Company and (v) personal guarantees from certain of our Promoters and Directors, namely, Akshay Jain, Rajeev Jain and Rajesh Jain. There may be additional requirements for creation of security under the various borrowing arrangements entered into by us.
7. **Repayment:** The secured borrowings availed by our Company are typically repayable in structured instalments, in accordance with the loan documentation, as applicable. Our unsecured borrowings are repayable on demand.
8. **Key covenants:**

In terms of our borrowing arrangements, we are required to comply with various financial covenants, restrictive covenants and conditions restricting certain corporate actions, and we are required to take prior consent from the lender and/or intimate the respective lender before carrying out such actions, including, but not limited to the following:

- (a) Issuing any further share capital whether on a preferential basis or otherwise or changing our capital structure in any manner whatsoever;
- (b) Changing the composition of our Board of Directors and/or management set-up;
- (c) Entering into any scheme of merger, amalgamation, de-merger, re-arrangement, reorganization, compromise or reconstruction by our Company or investing in third parties;
- (d) Effecting any change in the control or ownership or management of our Company;
- (e) Undertaking any new project or any expansion, diversification, modernization or acquisition of fixed assets or undertaking any capital expenditure;
- (f) Making any amendments in the constitutional documents of our Company; and
- (g) Creating mortgage, charge, lien or encumbrance over the Company's assets or any part thereof in favor of any financial institution, bank, company, firm or third parties.

This is an indicative list and there may be additional restrictive covenants under the various borrowing arrangements entered into by our Company.

9. **Events of default:** In terms of the borrowing arrangements entered into by our Company, the occurrence of any of the following, *inter alia*, constitutes an event of default:

- (a) Default under any facility or loan document or arrangement or guarantee or security or other indebtedness or in payment of interest, other charges or instalment amount due or repayment of principal amounts;
- (b) Any change of ownership, control and/or management of the Company without prior consent of the lenders;
- (c) Material adverse change affecting the business or financial position of the Company;
- (d) Utilisation of the facilities or any part thereof for purposes other than as sanctioned by the lenders; and
- (e) Cessation to carry on our business or any material part of the business or giving notice of our intention to do so.

This is an indicative list and there may be additional terms that may amount to an event of default under the various borrowing arrangements entered into by us.

10. ***Consequences of occurrence of events of default:*** In terms of our borrowing arrangements, the following, among others, are the consequences of occurrence of events of default, whereby the lenders may, inter alia:

- (a) Declare that any amount outstanding under or in relation to the facility (whether principal, interest or other sum and whether or not then due) be immediately payable on demand within such time period as specified by the lender;
- (b) Terminate the borrowing arrangements and/ or declare that the dues shall immediately become due and payable;
- (c) Impose penal interest over and above the contracted rate on the amount in default;
- (d) Enforce any/all security provided to the lenders in terms of the facility documents including by invoking the guarantee(s) if any furnished; Restructure the management set-up;
- (e) Initiate legal proceedings for recovery of their dues; and
- (f) Exercise any other rights/remedies available to the lender under any regulations/law or the facility documents.

This is an indicative list and there may be additional consequences of events of default under the various borrowing arrangements entered into by us.

Our Company has obtained written approvals from our lenders, to the extent required under the borrowing arrangements entered into between us and such lenders, respectively, for undertaking the Offer and activities in connection thereto and the same have not been withdrawn as on the date of this Draft Red Herring Prospectus.

For further details of financial and other covenants required to be complied with in relation to our borrowings, see “*Risk Factors – 31. We have incurred significant indebtedness which exposes us to various risks which may have an adverse effect on our business, results of operations and financial conditions. Conditions and restrictions imposed on us by the agreements governing our indebtedness could adversely affect our ability to operate our business.*” on page 56.

MANAGEMENT'S DISCUSSIONS AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

You should read the following discussion of our financial condition and results of operations together with our Restated Financial Information which have been included in this Draft Red Herring Prospectus. The following discussion and analysis of our financial condition and results of operations is based on our Restated Financial Information for the nine months period ended December 31, 2024 and for the Fiscals 2024, 2023 and 2022 including the related notes and reports, included in this Draft Red Herring Prospectus prepared in accordance with requirements of the Companies Act and restated in accordance with the SEBI (ICDR) Regulations 2018, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Our Restated Financial Information have been derived from our audited financial statements for the respective period and years. Accordingly, the degree to which our Restated 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 Ind AS, Companies Act, SEBI Regulations and other relevant accounting practices in India. Please see, "Risk Factors – 49. Significant differences exist between Ind AS and other accounting principles, such as US GAAP and International Financial Reporting Standards ("IFRS"), which may affect investor's assessment of our financial condition" on page 63.

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 38 and 25 respectively, and elsewhere in this Draft Red Herring Prospectus.

Unless the context otherwise requires, in this section, references to "our Company", "the Company", "we", "us", or "our" refers to Sillverton Industries Limited (formerly known as Sillverton Industries Private Limited and Silverton Pulp and Papers Private Limited).

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

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus is derived from the report titled, "Assessment of Paper, Packaging & Packaged drinking water industry segments" dated June 27, 2025 ("**CRISIL Report**") prepared and issued by CRISIL, pursuant to an engagement letter dated March 13, 2025. The CRISIL Report is commissioned and paid for by our Company in connection with the Offer. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. A copy of the CRISIL Report is available on the website of our Company at www.sillvertonindustries.com. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular Fiscal/ calendar year refers to such information for the relevant Fiscal/ calendar year.

Our Fiscal Year ends on March 31 of each year. Accordingly, all references to a particular Fiscal year are to the 12 months ended March 31 of that year.

BUSINESS OVERVIEW

For details in relation to our business overview, see "Our Business-Overview" on page 209.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Our results of operations and financial condition are affected by a number of important factors including:

Ability to expand our specialty paper-based product portfolio for retaining existing customers and attract new customers

Our ability to expand our specialty paper-based product portfolio for retaining existing customers and attracting new customers is a critical factor influencing our results of operations and financial condition. We recognize that customer satisfaction, loyalty, and continuous innovation are essential to maintaining and growing our market position. The following aspects play a pivotal role in this area:

- (i) **Expansion of specialty paper-based product portfolio:** Our comprehensive range of paper-based products comprise of (i) writing and printing paper; (ii) kraft paper; (iii) cupstock paper, and (iv) other specialised grade papers. Our product offerings find applications in (i) retail, corporate, educational and government sectors; (ii) packaging, FMCG, e-commerce and industrial packaging; (iii) food & beverage packaging, secondary and liquid packaging for quick service restaurants; (iv) label and stationery solutions; and (v) the packaging for the pharmaceutical sector

among others. The breadth of the product portfolio ensures that we meet the needs of our clients, helping us foster long-standing relationships with our customers. Over the years, our Company has endeavored to deliver quality products, earning the trust and loyalty of our customers. For further details, see “*Our Business – Overview – Our presence and customer network*” on page 213. We are in the process of enhancing our installed capacity by 90,000 MTPA, which will augment our currently existing installed production capacity to a total of 360,000 MTPA enhancing it by 33.33%. This will further enable us to expand its product portfolio to include specialized grade papers like lighter grammage coated 1 side paper, lighter grammage coated 2 side paper, super calender kraft paper, clay coated kraft paper, wet strength paper label, oil and grease proof paper. Our ability to introduce new specialty paper-based product offerings that align with current trends, consumer preferences, and market demands is key to expanding our customer base and enhancing our revenue streams.

- (ii) *Retention of existing customers and attracting new customers:* By offering a diversified portfolio of paper-based products tailored to meet the varied needs of industries, we have cultivated longstanding relationships with a wide network of dealers, ensuring efficient and widespread distribution to several end-use customers across multiple sectors. Our longstanding relationships with many dealers, such as B M Papers Private Limited, Sharvi India Private Limited, Saarthak Vanijya India Private Limited and P S Paper Agencies have been instrumental in driving our growth. Through our comprehensive dealer network we have established pan-India presence, with our products being sold in 22 states, including but not limited to, New Delhi, Uttar Pradesh, Punjab, Bihar, Madhya Pradesh, West Bengal, Maharashtra and Gujarat as on the date of this Draft Red Herring Prospectus. During the nine month period ended December 31, 2024 and March 31, 2024, 2023 and 2022, we were associated with 191, 219, 202 and 201 dealers, respectively and our Revenue from Operations from the sale of our products was ₹ 7,451.56 million, ₹ 8,795.85 million, ₹ 8,659.98 million and ₹ 6,186.54 million, respectively, translating to a Revenue CAGR (FY 2022 to FY 2024) of 19.24%.

Set out in the table below is the share of our top customers during the below mentioned periods:

Customer Concentration	Nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from Operations (₹ in million)	% of Revenue from Operations	Revenue from Operations (₹ in million)	% of Revenue from Operations	Revenue from Operations (₹ in million)	% of Revenue from Operations	Revenue from Operations (₹ in million)	% of Revenue from Operations
Top 1	507.96	6.82	627.00	7.13	768.19	8.87	493.03	7.97
Top 5	1,798.99	24.14	2,389.84	27.17	2,278.62	26.31	1,493.13	24.14
Top 10	2,900.12	38.92	3,537.76	40.22	3,312.61	38.25	2,271.60	36.72

Further, we added 26, 51, 45 and 58 new dealers during the nine-month period ended December 31, 2024 and in Fiscals March 31, 2024, 2023 and 2022, respectively. Retaining our existing customer base while continuously attracting new customers is one of the primary factors is vital in ensuring revenue growth and driving long-term financial stability.

Cost of procuring raw materials and manufacturing of our products

The cost of procuring raw materials, along with the manufacturing of our products, is a significant factor that directly impacts our results of operations and financial condition. Our manufacturing activities primarily rely on a combination of domestic and imported waste paper, domestic pulp, imported pulp, and other essential chemicals including hydrogen peroxide, alkyl ketene dimer (AKD), poly aluminium chloride – liquid form (PAC - liquid), PAC - powder form. These raw materials represent a substantial portion of our overall cost structure and have a direct impact on our profitability and cost management strategies.

Set forth below is a break-up of raw materials obtained from our suppliers in the corresponding periods:

(₹ in million, except %)

Raw Material	Nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Purchase cost	% of total purchase	Purchase cost	% of total purchase	Purchase cost	% of total purchase	Purchase cost	% of total purchase
Imported Waste Paper	1,726.51	32.43	2,456.35	36.10	2,519.22	38.70	1,789.53	35.08
Domestic Waste Paper	1,227.24	23.05	923.80	13.58	1,513.47	23.25	1,461.28	28.65
Domestic Coal	457.90	8.60	738.00	10.85	728.94	11.20	694.16	13.61
Domestic Pulp	337.94	6.35	371.09	5.45	122.40	1.88	46.04	0.90
Imported Pulp	205.46	3.86	941.58	13.84	109.94	1.69	56.13	1.10
Others including Chemical, fuel, etc.	1,369.57	25.72	1,373.48	20.19	1,516.00	23.29	1,054.11	20.66
Total Purchases (other than stock in trade)	5,324.62	100.00	6,804.30	100.00	6,509.97	100.00	5,101.25	100.00

The amount of raw materials procured and the price at which we procure such materials, may fluctuate from time to time and the availability and price of our raw materials may be subject to a number of factors beyond our control, including economic factors, seasonal factors, environmental factors and changes in Government policies and regulations, including those relating to the paper industry in general.

Any increase in raw material prices may result in corresponding increases in our product costs and affect our gross margins. A failure to maintain our required supply of raw materials, and any inability on our part to find alternate sources for the procurement of such raw materials, on acceptable terms, could adversely affect our ability to deliver our products to our customers at competitive prices and consequently our gross margins and financial condition. Please see, “*Risk Factors – 4. We do not enter into long-term agreements with suppliers for our raw materials. An increase in the cost of, or a shortfall in the availability or quality of such raw materials, in a timely manner or at all, could have an adverse effect on our business, cash flows and results of operations.*” on page 41.

Capacity utilization and capacity expansion

Capacity utilization is affected by our product mix and the demand and supply balance, which in turn affects our gross profit margin. Our results of operations are directly affected by our sales volume, which in turn is a function of several factors, including our manufacturing capacity and market demand. We operate from our Manufacturing Facility, which is spread across 251,502 square meters (~58.92 acres) and has an annual installed capacity of 270,000 MT per annum. Additionally, we are in the process of enhancing our production capacity by 90,000 MT per annum for manufacturing of specialised paper products, which can be used in pouches, labels, food containers, and food wrapping applications. This expansion will augment our currently existing installed production capacity to a total of 360,000 MT per annum enhancing it by 33.33% enabling us to cater to high-growth, value-added segments that typically yield higher margins.

We intend to undertake capital expenditure at our Manufacturing Facilities by way of (i) installation of a 14 MW waste-to-energy captive power plant; (ii) installation of compressed bio gas plant; (iii) enhancement of rewinder and sheeter machine capacities; and (iv) construction of in-house warehouses. This proposed expansion effectively positions us to capitalize on new opportunities across various geographies and cater to a wider customer base by leveraging our integrated operations and operational efficiencies. For further details, see “*Objects of the Offer*” on page 123.

Any slowdown, shutdown or prolonged disruption of our manufacturing process, including on account of power failure, industrial accidents, fire, mechanical failure of equipment, performance below expected levels of output or efficiency, obsolescence, non-availability of adequate labour, or disagreements with our workforce, lock-outs, could affect our ability to operate our Manufacturing Facility. Further, any significant malfunction or breakdown of our equipment or machinery may involve significant repair and maintenance costs and cause delays in our operations. We may also be required to carry out planned shutdowns of our Manufacturing Facility for maintenance, statutory inspections and testing, or shut down due to equipment upgrades. For details of our capacity utilization of our Manufacturing Facility, calculated on the basis of total installed production capacity and actual production, please see “*Our Business – Overview-Manufacturing set-up*” on page 210.

Consumer spending and general economic and market conditions

The global paper industry is a vast sector that plays a vital role in the world economy, catering to the needs of over 7 billion people worldwide. As a major contributor to employment, trade, and innovation, the paper industry continues to adapt to emerging trends and demands, such as the growing need for sustainable packaging solutions. As the industry continues to evolve, it is witnessing a significant shift in production and consumption patterns, with certain types of paper experiencing a decline in demand, while others, such as packaging papers and tissue products, seeing a surge in popularity. This shift is largely driven by changes in consumer behaviour, technological advancements, and the growing need for eco-friendly products. (Source: CRISIL Report).

Our business is significantly influenced by consumer spending patterns, general economic conditions, and broader market dynamics. Domestic and international demand for our products is driven by various factors, including rising disposable incomes, urbanization, and changing consumer preferences. For risks associated with market and demand fluctuations, see “Risk Factors – 1. While, we have a diversified product portfolio of paper-based products, however, during the nine months period ended December 31, 2024 and the preceding three Fiscals, about 43% to 64% of our revenue was derived from the sale of writing and printing paper products. Any variations in demand and changes in consumer preference of writing and printing papers, could have an adverse effect on our business, results of operations and financial condition.” on page 38.

PRESENTATION OF FINANCIAL INFORMATION

The Restated Financial Information comprises the restated statement of assets and liabilities as at nine months period ended December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022; the restated statement of profit and loss (including other comprehensive income); the restated statement of changes in equity; the restated statement of cash flow for the nine months period ended December 31, 2024, and Fiscals 2024, 2023 and 2022, and the summary of significant accounting policies and other explanatory information prepared, in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, SEBI ICDR Regulations and the Guidance Note on “Reports in Company Prospectuses (Revised 2019)” issued by ICAI, as amended from time to time and included in “Restated Financial Information” on page 276.

The Restated Financial Information has been compiled from audited Ind AS financial statements of our Company as at and for the nine months period ended December 31, 2024, and Fiscals 2024, 2023 and 2022 prepared in accordance with Ind AS as prescribed under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India.

BASIS OF PREPARATION, MEASUREMENT AND SIGNIFICANT ACCOUNTING POLICIES

Set forth below is a summary of our most significant accounting policies adopted in preparation of the Restated Financial Information.

(a) Statement of Compliance

These Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and relevant provisions of the Companies Act, 2013.

(b) Basis of Preparation

These restated financial statements comprise of the Restated Statement of Assets and Liabilities as at December 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Statements of Profit and Loss (including Other Comprehensive Income), the Restated Statements of Changes in Equity and the Restated Statements of Cash Flows for the period ended December 31, 2024 and for the years ended March 31, 2024, March 31, 2023, and March 31, 2022 and the Summary of Material accounting policies and other explanatory notes (collectively, the ‘**Restated Financial Information**’).

These Restated Financial Information have been prepared by the Management of the Company for the purpose of inclusion in the Draft Red Herring Prospectus (‘DRHP’), Red Herring Prospectus (‘RHP’) and Prospectus (collectively, “Offer Documents”) to be filed by the Company with the Securities Exchange Board of India (SEBI), BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), as applicable in connection with proposed Initial Public Offering (“IPO”) of its equity shares.

These Restated Financial Information have been approved by the Board of Directors and is prepared by the management of the Company to comply in all material respects with the requirements of:

- i. Section 26 of the Companies Act, 2013 (“the Act”)

- ii. Paragraph A of Clause 11 (I) of Part A of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended to date (the “SEBI ICDR Regulations”) issued by the SEBI; and
- iii. 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”).

The Company has decided to adopt Indian Accounting Standards notified under Section 133 of the Companies Act 2013, read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other accounting principles generally accepted in India (referred to as “Ind AS”) for the financial year ended March 31, 2024 and prepared its first financial statements in accordance with Indian Accounting Standards (Ind AS) for the year ended March 31, 2024 with the transition date as **April 01, 2021**.

An explanation of how the transition from accounting standard notified under Section 133 of the Companies Act 2013, read with the Companies (Accounting Standards) Rules, 2021 (as amended) (“Previous GAAP”) to Ind AS has affected the Company’s Restated Financial Information is set out in **Note 45**.

The Restated Financial Information has been prepared by the Management of the Company from:

- (a) The audited Interim Special Purpose Ind AS Financial Statements of the company as at and for the nine-month period ended 31 December 2024, prepared in accordance with the basis of preparation and have been approved by the Board of Directors at their meeting held June 10, 2026.
- (b) The audited Special Purpose Ind AS Financial Statements of the company as at and for the year ended 31 March 2024, 31 March 2023, 31 March 2022 prepared in accordance with Indian Accounting Standard (Ind AS), as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on June 12, 2026.

The Restated Financial Information:

- (a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors, if any, and regrouping/reclassifications retrospectively (as disclosed in Annexure VI to the Restated Financial Information) to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at end for the period ended 31 December 2024.; and
- (b) do not require any adjustment for qualifications as there are no qualifications in the underlying auditors’ reports.

The audited Special Purpose Ind AS Financial statements referred above have been prepared solely for the purpose of preparation of Restated Financial Information for inclusion in the Offer Documents in relation to proposed IPO. Hence these Special Purpose Ind AS Financial statements are not suitable for any other purpose other than for the purpose of preparation of Restated Financial Information.

All amounts disclosed in Restated Financial Information are reported in nearest million of Indian Rupees and are been rounded off to the nearest million, except per share data and unless stated otherwise.

Historical Cost Convention

This restated financial information have been prepared on a historical cost basis except for following:

Defined benefit plan assets measured at fair value.

Certain financial assets and liabilities measured at fair value (refer accounting policy on financial instruments)

The Restated Financial Information have been prepared on a going concern basis.

New standards or interpretations adopted by the Company

The Ministry of Corporate Affairs had vide notification dated March 31, 2023 notified Companies (Indian Accounting Standards) Amendment Rules, 2023 which amended certain accounting standards, and are effective April 01, 2023.

- Disclosure of accounting policies- amendments to Ind AS 1

- Definition of accounting estimates – amendments to Ind AS 8
- Deferred tax related to assets and liabilities arising from a single transaction – amendments to Ind AS 12

The other amendments to Ind AS notified by these rules are primarily in the nature of clarifications.

These amendments did not have any material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods. Specifically, no changes would be necessary as a consequence of amendments made to Ind AS 12 as the company's accounting policy already complies with the now mandatory treatment.

(c) Classification of Assets and Liabilities as Current and Non-Current

All Assets and Liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of product & activities of the Company and their realization in cash and cash equivalent, the Company has determined its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2.2 USE OF ESTIMATES & JUDGEMENTS

The preparation of financial statements in conformity with Ind AS 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 upon 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. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgements which have significant effect on the amounts recognized in the financial statement:

Income Taxes:

Judgment of the Management is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the standalone financial statements.

Contingencies:

Judgment of the Management is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the company as it is not possible to predict the outcome of pending matters with accuracy.

Allowance for uncollected accounts receivable and advances

Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not collectible. Impairment is made on ECL, which are the present value of the cash shortfall over the expected life of the financial assets.

Defined Benefit Plans:

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in future. These Includes the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Fair Value Measurement of Financial Instruments:

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

2.3 MATERIAL ACCOUNTING POLICIES

(a) PROPERTY, PLANT AND EQUIPMENT (PP&E):

On transition to Ind AS, the company has adopted optional exemption under Ind AS 101 to measure Property, Plant and Equipment at Previous GAAP Carrying Value as deemed cost under Ind AS. Subsequently Property, Plant and Equipment are carried at cost less accumulated depreciation and accumulated losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the items.

Property, plant and equipment acquired after the transition date are stated at cost net of input credit availed, less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenses directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Capital work-in-progress includes cost of property, plant and equipment under construction / development as at the balance sheet date. Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the costs to the item can be measured reliably. Repairs and maintenance costs are recognized in the statement of profit and loss when incurred. Property, plant and equipment are derecognized from the financial statement, either on disposal or when no economic benefits are expected from its use or disposal. Losses arising in the case of retirement of property, plant and equipment and gain or losses arising from disposal of property, plant and equipment are recognized in the statement of profit and loss in the year of occurrence.

Depreciation on Buildings, Plant & Machinery and other assets of all units is provided as per straight line method over their useful lives as prescribed under Schedule II of Companies Act, 2013. Depreciation on addition is charged proportionately from the date of its acquisition/installation. Depreciation will be charged from the date the assets is available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. 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. The present value of the expected cost for the decommissioning of the asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

(b) BORROWING COST:

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

(c) INVENTORIES:

Inventories such as Raw Materials, Work-in-Progress, Finished Goods, Stock in Trade, Stores & Spares are valued at the lower of cost or net realizable value (except scrap/waste which are value at net realizable value). The cost is computed on weighted average basis. Finished Goods and Process Stock include cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

(d) CASH AND CASH EQUIVALENTS:

Cash and cash equivalents comprise cash in hand, cash at bank and demand deposits with banks with an original maturity of three months or less which are subject to an insignificant risk of change in value.

(e) FINANCIAL INSTRUMENTS:

A Financial Instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. At initial recognition, all financial assets are measured at fair value. Such financial assets are subsequently classified under following three categories according to the purpose for which they are held. The classification is reviewed at the end of each reporting period.

(f) FINANCIAL ASSETS:

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument. On initial recognition, a financial asset is recognized at fair value, in case of financial assets which are recognized at fair value through profit and loss (FVTPL), its transaction cost is recognized in the statement of profit and loss. In other cases, the transaction cost is attributed to the acquisition value of the financial asset.

Financial assets are subsequently classified as measured at:

- amortized cost
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

(i) Financial assets at amortized cost

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortized cost using the effective interest rate ('EIR') method less impairment, if any. The amortization of EIR and loss arising from impairment, if any is recognized in the Statement of Profit and Loss.

(ii) Financial assets at Fair value through other comprehensive Income

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments Of principal and interest, are measured at fair value through other comprehensive income (FVOC'). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains and losses and impairment expenses in other expenses.

(iii) Financial assets at Fair value through profit or loss

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the Statement of Profit and Loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

(iv) Derecognition

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

(v) Impairment of Financial Asset

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financials assets in FVTPL category. For financial assets other than trade receivables, as per Ind AS 109, the Company recognizes 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are

measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall. The impairment losses and reversals are recognized in Statement of Profit and Loss.

(g) FINANCIAL LIABILITIES:

(i) Initial recognition and measurement

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortized cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognized at fair value and subsequently, these liabilities are held at amortized cost, using the effective interest method.

(ii) Subsequent measurement

Financial liabilities at Fair value through profit or loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading. Financial liabilities at fair value through profit or loss are at each reporting date with all the changes recognized in the Statement of Profit and Loss.

Financial liabilities measured at amortized cost:

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate method ('EIR'). Amortised cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the Statement of Profit and Loss.

(iii) Compound Financial Instruments:

The liability component of a compound financial instrument is recognized initially at fair value of a similar liability that does not have an equity component. The equity component is recognized initially as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and the equity components, if material, in proportion to their initial carrying amounts.

Subsequent to the initial recognition, the liability component of a compound financial instrument is measured at amortized cost using the effective interest rate method. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition except on conversion or expiry.

(iv) Derecognition

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

(h) PROVISIONS AND CONTINGENT LIABILITIES:

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a 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 measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

(i) 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 specific recognition criteria described below also be met before revenue is recognized.

(i) Sale of goods

Revenue from the sale of goods is recognized, when control of goods being sold is transferred to customer and where there are no longer any unfulfilled obligations. The performance obligations in contracts are considered as fulfilled in accordance with the terms agreed with the respective customers.

Revenue from the sale of goods is measured on transaction price excluding estimates of variable consideration that is allocated to performance obligations. Sales as disclosed, are exclusive of Goods and Services Tax.

The company considers the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which the company expects to be entitled in exchange for transferring promised goods to a customer, excluding amount collected on behalf of third parties (for example taxes collected on behalf of government). The consideration promised in a contract with a customer may include fixed consideration, variable consideration (if reversal is less likely in future), or both.

The transaction price is allocated by the company to each performance obligation in an amount that depicts the amount of consideration to which it expects to be entitled in exchange for transferring the promised goods to the customer.

(ii) Export Incentives & Duty Drawback

Income from export incentives and duty drawbacks is recognized on accrual basis when no significant uncertainties as to the amount of consideration that would be derived and as to its ultimate collection exists.

(iii) Interest income

Interest income is recognized on time proportion basis using the effective interest method.

(j) EMPLOYEE BENEFITS:

Defined contribution plan:

Contributions to defined contribution schemes such as employees' state insurance, labour welfare fund, employee pension scheme etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company's provident fund contribution, in respect of certain employees, is made to a government administered fund and charged as an expense to the Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Company has no further defined obligations beyond the monthly contributions.

Defined benefit plan:

The Company's Liabilities on account of Gratuity and Earned Leave on retirement of employees are determined at the end of each financial year on the basis of actuarial valuation certificates obtained from Registered Actuary in accordance with the measurement procedure as per Indian Accounting Standard IND AS-19, 'Employee Benefits'. The costs of providing benefits under these plans are also determined on the basis of actuarial valuation at each year end. Actuarial gains and losses for defined benefit plans are recognized through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

The Defined Benefit Plan can be short term or long term which are defined below:

- **Short-term employee benefits**

All employees' benefits payable wholly within twelve months rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, ex-gratia are recognized during the period in which the employee renders related service.

- **Long-term employee benefits**

Compensated absences which are not expected to occur within 12 months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of the defined benefit obligation at the balance sheet date.

(k) LEASES:

Company as a Lessee

The Company has elected not to apply the requirements of Ind AS 116 to leases for which the leases are short term in nature or underlying assets under leases are of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

(l) INCOME TAXES:

(i) Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current

income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred tax

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purpose at reporting date. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date.

A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

(iii) Minimum alternate tax

Minimum Alternate Tax credit is recognized, as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period.

(m) EARNINGS PER SHARE (EPS):

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period.

Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

(n) CASH FLOW STATEMENT:

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

(o) FAIR VALUE MEASUREMENTS:

The Company measures financial instruments such as derivatives and certain investments, at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability.
- In the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole;
- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Non-Generally Accepted Accounting Principles Financial Measures (“Non-GAAP Measures”)

Certain measures included in this Draft Red Herring Prospectus, for instance EBITDA, EBITDA Margin, Profit After Tax, PAT Margin, Return on Capital Employed, Debt to Equity Ratio, Net Worth, Return on Equity and Inventory days (the “Non-GAAP Measures”), presented in this Draft Red Herring Prospectus are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with Ind AS, IFRS or US GAAP. Furthermore, these Non-GAAP Measures, are not a measurement of our financial performance or liquidity under Indian GAAP, IFRS or US GAAP and should not be considered as an alternative to net profit revenue from operations or any other performance measures derived in accordance with Ind AS, IFRS or US GAAP or as an alternative to cash flow from operations or as a measure of our liquidity. Further, these Non-GAAP Measures and other statistical and other information relating to operations and financial performance should not be considered in isolation or construed as an alternative to cash flows, profit for the years or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these Non-GAAP Measures and other statistical and other information relating to operations and financial performance, are not standardised terms and may not be computed on the basis of any standard methodology that is applicable across the industry and therefore, may not be comparable to financial measures of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies. Further, they may have limited utility as a comparative measure. Although such Non-GAAP financial measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company’s management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company’s operating performance. For further information, see “*Management’s Discussion and Analysis of Financial Position and Results of Operations – Non-GAAP Measures*” on page 352.

Details of our KPIs as of and for the nine months period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, are set out below:

Our Operating and Financial Metrics

(₹ in million, except as otherwise stated)

Particulars	As of and for nine months period ended December 31, 2024*	For the Fiscal ended		
		2024	2023	2022
Revenue from Operations ⁽¹⁾	7,451.56	8,795.85	8,659.98	6,186.54
EBITDA ⁽²⁾	1,312.27	1,200.49	1,216.18	719.82

Particulars	As of and for nine months period ended December 31, 2024*	For the Fiscal ended		
		2024	2023	2022
EBITDA Margin (%) ⁽³⁾	17.61	13.65	14.04	11.64
Profit After Tax for the Year ⁽⁴⁾	824.40	886.20	681.98	304.27
PAT Margin (%) ⁽⁵⁾	11.06	10.08	7.88	4.92
Basic EPS ⁽⁶⁾	3.36	3.61	2.78	1.24
Diluted EPS ⁽⁶⁾	3.36	3.61	2.78	1.24
Total Borrowings ⁽⁷⁾	1,938.63	1,862.11	963.73	1,418.68
Net worth ⁽⁸⁾	4,138.67	3,313.65	2,426.45	1,742.02
Return on Equity (%) ⁽⁹⁾	19.92	26.74	28.11%	17.47
Return on Capital employed (%) ⁽¹⁰⁾	24.00	26.93	41.96	21.02
Debt / Equity ⁽¹¹⁾	0.47	0.56	0.40	0.81
Inventory Days ⁽¹²⁾	80	67	48	60
Paper Manufacturing Capacity (TPA) ⁽¹³⁾	270,000	270,000	216,000	216,000
Revenue CAGR (FY 2022 to FY 2024) (%) ⁽¹⁴⁾				19.24
EBITDA CAGR (FY 2022 to FY 2024) (%) ⁽¹⁵⁾				29.14
PAT CAGR (FY 2022 to FY 2024) (%) ⁽¹⁶⁾				70.66

* Not annualised

As certified by Agarwal Ajay & Associates, Chartered Accountants, Statutory Auditors pursuant to their certificate dated June 27, 2025.

Notes:

- ¹⁾ Revenue from operations is calculated as revenue from sale of products & services and other operating revenue as per the Restated Financial Information;
- ²⁾ EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year and adding back finance costs, depreciation and amortisation and impairment expense and reducing other income;
- ³⁾ EBITDA Margin is calculated as EBITDA divided by revenue from operations;
- ⁴⁾ PAT represents total profit after tax for the year / period;
- ⁵⁾ PAT Margin is calculated as PAT divided by Revenue from Operations;
- ⁶⁾ EPS is calculated as Net Profit after tax, as restated, divided by weighted average no. of equity shares outstanding during the year/ period. (as adjusted for change in capital due to bonus shares);
- ⁷⁾ Total borrowings includes current and non-current borrowings;
- ⁸⁾ Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as per SEBI ICDR Regulations.
- ⁹⁾ Return on Equity is calculated as PAT divided by Net worth
- ¹⁰⁾ Return on Capital Employed is calculated as EBIT divided by capital employed where (i) EBIT means EBITDA minus depreciation and amortisation expense and (ii) Capital employed means Net worth as defined in (6) above + total current & non-current borrowings– cash and cash equivalents and other bank balances;
- ¹¹⁾ Debt Equity Ratio: This is defined as total debt divided by total equity. Total debt is the sum of total current & non-current borrowings; total equity means sum of equity share capital and other equity;
- ¹²⁾ Inventory Days is calculated as inventory divided by cost of goods sold for the year / period;
- ¹³⁾ Paper Manufacturing Capacity means installed capacity of paper manufacturing facilities on annualised basis;
- ¹⁴⁾ Revenue CAGR (FY 2022 to FY 2024) measures the average annual growth rate of a company's revenue over a specific period;
- ¹⁵⁾ EBITDA CAGR (FY 2022 to FY 2024) measures the average annual growth rate of a company's EBITDA over a specific period;
- ¹⁶⁾ PAT CAGR (FY 2022 to FY 2024) measures the average annual growth rate of a company's PAT over a specific period.

PRINCIPAL COMPONENTS OF STATEMENT OF PROFIT AND LOSS

Set forth below are the principal components of statement of profit and loss from our continuing operations:

Income

Our total income comprises of: (i) revenue from operations; and (ii) other income.

Revenue from Operations

Revenue from operations comprises of sale of goods as set out under “Our Business – Product portfolio” on page 224.

Other Income

Other income includes (i) interest income from banks; (ii) amounts from maturity of keymen insurance policy; (iii) rodtep incentive; (iv) duty drawback on export sales; (v) income on sale of license; (vi) incentive on THC import; (vii) insurance claim received; (viii) profit on sale of property, plant & equipment; and (ix) profit due to foreign exchange fluctuation

Expenses

Our expenses comprise of: (i) cost of materials consumed; (ii) purchase of stock in trade; (iii) changes in inventories of finished goods, work in progress and stock-in-trade; (iv) employee benefits expenses; (v) finance costs; (vi) depreciation and amortization expense; and (vii) other expenses.

Cost of Material Consumed

Cost of Material Consumed consists of (i) raw materials; (ii) chemicals; (iii) fuels; (iv) stores and spares and (v) packing materials .

Changes in inventories of finished goods, work in progress and stock-in-trade

Changes in inventories of finished goods, work in progress and stock-in-trade denote the difference between opening and closing balance of work-in-progress goods and finished goods.

Employee Benefits Expense

Employee benefits expenses include (i) salaries and wages; (ii) director's remuneration; (iii) employer contribution to provident fund and other funds; (iv) provision for gratuity; and (v) staff welfare expenses. (vi) bonus, (vii) workmen compensation and (viii) leave encashment expenses.

Finance Costs

Finance cost includes (i) interest expense; and (ii) bank charges.

Depreciation and Amortisation expenses

Depreciation and amortisation expenses includes depreciation on property, plant and equipment.

Other Expenses

Other expenses include: (i) manufacturing expenses; (ii) commission on sale; (iii) freight outward; (iv) CSR expenses; (v) travelling and conveyance; (vi) legal & professional charges; (vii) loss due to foreign exchange loss; and miscellaneous expenses including insurance expenses; business promotion expenses; security arrangement charges; repairs & maintenance on others; tender expenses; rent, rates & taxes; postage & telegram charges; printing & stationery; charity & donation; auditor remunerations; vehicle running and maintenance expenses amongst others.

Our Results of Operations Based on Restated Financial Information

The following table sets forth selective financial data from our restated statement of profit & loss for nine months period ended December 31, 2024 and for the Fiscals 2024, 2023 and 2022, the components of which are also expressed as a percentage of revenue from operations for such periods:

(₹ in million, unless stated otherwise)

Particulars	For the nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	% of Total Income	Amount	% of Total Income	Amount	% of Total Income	Amount	% of Total Income
Income:								
Revenue from operations	7,451.56	99.03	8,795.85	98.82	8,659.98	99.21	6,186.54	99.66
Other income	72.94	0.97	105.03	1.18	69.26	0.79	21.25	0.34

Particulars	For the nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	% of Total Income	Amount	% of Total Income	Amount	% of Total Income	Amount	% of Total Income
Total Income	7,524.50	100.00	8,900.88	100.00	8,729.24	100.00	6,207.79	100.00
Expenses:								
Cost of Material Consumed	5,355.66	71.18	6,453.23	72.50	6,496.34	74.42	4,901.17	78.95
Purchase of Stock in Trade	86.04	1.14	108.29	1.22	89.01	1.02	2.47	0.04
Changes in inventories of finished goods, work in progress and stock-in-trade	(34.63)	(0.46)	42.50	0.48	(64.96)	(0.74)	(10.55)	(0.17)
Employee benefit expenses	138.34	1.84	160.93	1.81	106.78	1.22	86.82	1.40
Finance Costs	68.51	0.91	79.41	0.89	76.17	0.87	82.90	1.34
Depreciation and amortization expenses	142.39	1.89	173.71	1.95	169.68	1.94	167.74	2.70
Other Expenses	593.88	7.89	830.41	9.33	816.63	9.36	486.81	7.84
Total Expenses	6,350.19	84.39	7,848.48	88.18	7,689.65	88.09	5,717.36	92.10
Profit before tax	1,174.31	15.61	1,052.40	11.82	1,039.59	11.91	490.43	7.90
Tax expense:								
(1) Current tax	272.33	3.62	271.17	3.05	291.28	3.34	98.05	1.58
(2) Deferred tax	77.58	1.03	(104.97)	(1.18)	66.33	0.76	88.11	1.42
Profit / (Loss) from the period	824.40	10.96	886.20	9.96	681.98	7.81	304.27	4.90

Results of operations for the nine months period ended December 31, 2024

Total Income

Our total income amounted to ₹ 7,524.50 million for the nine months period ended December 31, 2024 which was on account of revenue from operations and other income as described below:

Revenue from operations

Our revenue from operations was ₹ 7,451.56 million which was 99.03% of the total income for the nine months period ended December 31, 2024 which primarily comprise of sales of goods made during the period.

Other income

Our other income amounted to ₹ 72.94 million representing 0.97% of our total income for the nine months period ended December 31, 2024 which comprised of interest income from bank amounting to ₹ 69.36 million, insurance claim received amounting to ₹ 2.26 million, duty drawback on export sales amounting to ₹ 1.01 million and profit on sale of investment in shares to ₹ 0.31 million.

Expenses

Our total expenses, excluding tax amounted to ₹ 6,350.19 million for the nine months period ended December 31, 2024 representing 84.39 % of our total income which comprised of the following:

Cost of material consumed

Our cost of material consumed was ₹ 5,355.66 million representing 71.18% of the total income for the nine months period ended December 31, 2024 which comprised of raw material amounting to ₹ 3,581.02 million, chemicals amounting to ₹ 787.44 million, fuels amounting to ₹ 724.30 million, stores and spares amounting to ₹ 173.86 million and packing material amounting to ₹ 89.04 million.

Purchase of Traded Goods

Our purchase of traded goods was ₹ 86.04 million representing 1.14 % of the total income for the nine months period ended December 31, 2024.

Changes in inventories of finished goods, work-in-progress and stock-in-trade

Changes in inventories of finished goods, work-in-progress and stock-in-trade was ₹ (34.63) million representing (0.46) % of our total income for the nine months period ended December 31, 2024.

Employee benefits expenses

Our employee benefits expenses were ₹ 138.34 million representing 1.84 % of our total income for the nine months period ended December 31, 2024 which comprised of salaries and wages of ₹ 98.85 million, director remuneration of ₹ 20.70 million, contribution to provident and other funds amounting to ₹ 6.26 million, gratuity amounting to ₹ 5.48 million, bonus amounting to ₹ 3.60 million, staff welfare amounting to ₹ 3.01 million, workmen compensation amounting to ₹ 0.31 million and leave encashment expenses amounting to ₹ 0.13 million.

Finance costs

Our finance costs were ₹ 68.51 million representing 0.91 % of our total income for the nine months period ended December 31, 2024 which comprised of interest on term loan amounting to ₹ 7.27 million, interest on vehicle loan amounting to ₹ 4.44 million, interest on working capital amounting to ₹ 23.55 million, interest to others amounting to ₹ 25.73 million, interest on compound financial instruments amounting to ₹ 0.92 million and bank charges amounting to ₹ 6.60 million.

Depreciation and amortization

Our depreciation and amortization expenses was ₹ 142.39 million representing 1.89 % of our total income for the nine months period ended December 31, 2024.

Other expenses

Our other expenses were ₹ 593.88 million representing 7.89% of our total income for the nine months period ended December 31, 2024 which primarily comprised of manufacturing expenses amounting to ₹ 356.63 million, commission on sale amounting to ₹ 89.30 million, freight outward amounting to ₹ 85.16 million, CSR expenses amounting to ₹ 13.13 million, travelling and conveyance amounting to ₹ 6.68 million, legal and professional charges amounting to ₹ 6.55 million, loss due to foreign exchange fluctuation amounting to ₹ 11.97 million and miscellaneous expenses amounting to ₹ 24.46 million.

Profit before tax

Our profit before tax was ₹ 1,174.31 million representing 15.61% of our total income for the nine months period ended December 31, 2024.

Tax expenses

Our tax expense for the nine months period ended December 31, 2024 was ₹ 349.91 million representing 4.65 % of our total income for the nine months period ended December 31, 2024 which comprised of current tax amounting to ₹ 272.33 million and deferred tax amounting to ₹ 77.58 million.

Profit after tax

As a result of the foregoing, our profit after tax was ₹ 824.40 million representing 10.96 % of our total income for the nine months period ended December 31, 2024.

Fiscal 2024 compared with Fiscal 2023

Total Income

Our total income has increased by 1.97% from ₹ 8,729.24 million in Fiscal 2023 to ₹ 8,900.88 million in Fiscal 2024 primarily on account of the following:

Revenue from Operations

Our revenue from operations has increased by 1.57% from ₹ 8,659.98 million in Fiscal 2023 to ₹ 8,795.85 million in Fiscal 2024 due to increase in sale of goods made during the period.

Other Income

Our other income increased by 51.65% from ₹ 69.26 million in Fiscal 2023 to ₹ 105.03 million in Fiscal 2024 primarily due to increase in (i) interest income from bank from ₹ 44.89 million in Fiscal 2023 to ₹ 76.60 million in Fiscal 2024; (ii) proceeds received from the keyman insurance policy ₹ 1.98 million in Fiscal 2023 to ₹ 13.88 million in Fiscal 2024 and (iii) profit due to foreign exchange fluctuation NIL in Fiscal 2023 to ₹ 12.28 million in Fiscal 2024. However, the increase was marginally set off by decrease in (i) Rodetep Incentives from ₹ 11.73 million in Fiscal 2023 to NIL in Fiscal 2024; (ii) duty drawback on export sales from ₹ 3.56 million in Fiscal 2023 to 0.03 million in Fiscal 2024; (iii) income on sale of license from ₹ 2.89 million in Fiscal 2023 to NIL in Fiscal 2024 (iv) incentive on THC import from ₹ 3.26 million in Fiscal 2023 to 2.24 million in Fiscal 2024 and (v) profit on sale of property, plant & equipment from ₹ 0.95 million in Fiscal 2023 to NIL in Fiscal 2024.

Total Expenses

Our total expenses have increased by 2.07 % from ₹ 7,689.65 million in Fiscal 2023 to ₹ 7,848.48 million in Fiscal 2024. This increase was primarily on account of the following:

Cost of Material Consumed

Cost of material consumed decreased by 0.66% from ₹ 6,496.34 million in Fiscal 2023 to ₹ 6,453.23 million in Fiscal 2024, primarily due to decrease in the expenditure on stores and spares from ₹ 159.12 million in Fiscal 2023 to ₹ 107.75 million in Fiscal 2024, expenditure on chemicals from ₹ 929.90 million in Fiscal 2023 to ₹ 891.57 million in Fiscal 2024 and packing material from ₹ 104.32 million in Fiscal 2023 to ₹ 98.35 million in Fiscal 2024. However, this decrease was marginally set off by increase in expenditure on raw material from ₹ 4,290.03 million in Fiscal 2023 to ₹ 4,338.16 million in Fiscal 2024 and expenditure on fuels from ₹ 1,012.97 million in Fiscal 2023 to ₹ 1,017.40 million in Fiscal 2024.

Changes in inventories of finished goods, work in progress and stock-in-trade

Change in inventories of finished goods, work in progress and stock-in-trade increased from ₹ (64.96) million in Fiscal 2023 to ₹ 42.50 million in Fiscal 2024, primarily due to decrease in finished goods and work in progress.

Employee benefit expenses

Employee benefit expenses increased by 50.71 % from ₹ 106.78 million in Fiscal 2023 to ₹ 160.93 million in Fiscal 2024 primarily due to increase in (i) salaries and wages from ₹ 72.11 million in Fiscal 2023 to ₹ 110.88 million in Fiscal 2024; (ii) contribution to provident and other funds from ₹ 7.07 million in Fiscal 2023 to ₹ 7.91 million in Fiscal 2024; (iii) bonus from ₹ 3.99 million in Fiscal 2023 to ₹ 4.94 million in Fiscal 2024; (iv) director remuneration from ₹ 12.00 million in Fiscal 2023 to ₹ 27.60 million in Fiscal 2024; (v) workmen compensation from ₹ 0.74 million in Fiscal 2023 to ₹ 1.51 million in Fiscal 2024; (vi) gratuity from ₹ 7.22 million in Fiscal 2023 to ₹ 7.50 million in Fiscal 2024 and (vii) leave encashment expense from NIL in Fiscal 2023 to ₹ 0.40 million in Fiscal 2024. However, this increase was marginally set off by decrease in staff welfare expenses from ₹ 3.65 million in Fiscal 2023 to ₹ 0.19 million in Fiscal 2024.

Finance Cost

Finance cost has increased by 4.25% from ₹ 76.17 million in Fiscal 2023 to ₹ 79.41 million in Fiscal 2024 primarily due

to increase in interest on vehicle loans from ₹ 1.42 million in Fiscal 2023 to ₹ 3.07 million in Fiscal 2024, interest on working capital loan from ₹ 23.05 million in Fiscal 2023 to ₹ 26.81 million in Fiscal 2024, increase in compound financial instrument from ₹ 1.04 million in Fiscal 2023 to ₹ 1.13 million in Fiscal 2024. However, this increase was marginally set off by decrease in interest to others from ₹ 40.41 million in Fiscal 2023 to ₹ 38.81 million in Fiscal 2024 and bank charges from ₹ 10.25 million in Fiscal 2023 to ₹ 9.59 million in Fiscal 2024

Depreciation and Amortization Expenses

Depreciation and amortisation expenses increased by 2.38% from ₹ 169.68 million in Fiscal 2023 to ₹ 173.71 million in Fiscal 2024. Our gross carrying amount of property, plant and equipment increased by 4.07% from ₹ 1,869.69 million in Fiscal 2023 to ₹ 1,945.72 million in Fiscal 2024.

Other Expenses

Other expenses increased by 1.69% from ₹ 816.63 million in Fiscal 2023 to ₹ 830.41 million in Fiscal 2024. This was primarily due to increase in (i) manufacturing expenses from ₹ 303.57 million in Fiscal 2023 to ₹ 401.38 million in Fiscal 2024; (ii) CSR Expenses from ₹ 8.96 million in Fiscal 2023 to ₹ 12.52 million in Fiscal 2024; (iii) travelling expenses from ₹ 4.75 million in Fiscal 2023 to ₹ 9.16 million in Fiscal 2024 and (iv) legal and professional charges from ₹ 2.62 million in Fiscal 2023 to ₹ 7.05 million in Fiscal 2024.

Below is the breakdown of our other expenses for Fiscal 2024 and Fiscal 2023

(₹ in million)

Particulars	Fiscal 2024	Fiscal 2023	% Change
Manufacturing Expenses	401.38	303.57	32.22
Commission on Sale	260.52	275.82	(5.55)
Freight Outward	106.22	104.03	2.11
CSR Expenses	12.52	8.96	39.73
Travelling & Conveyance	9.16	4.75	92.84
Legal & Professional Charges	7.05	2.62	169.08
Loss Due to Foreign Exchange Fluctuation	-	35.04	(100.00)
Miscellaneous expenses	33.56	81.84	(58.99)
Total Other Expenses	830.41	816.63	1.69

Profit Before Tax

As a result of the foregoing, our profit before tax has increased by 1.23 % from ₹ 1,039.59 million in Fiscal 2023 to ₹ 1,052.40 million in Fiscal 2024.

Tax Expenses

Tax expenses decreased by (53.52) % from ₹ 357.61 million in Fiscal 2023 to ₹ 166.20 million in Fiscal 2024.

Profit After Tax

As a result of the foregoing, we recorded an increase in profit after tax by 29.95% from ₹ 681.98 million in Fiscal 2023 to ₹ 886.20 million in Fiscal 2024.

Fiscal 2023 compared with Fiscal 2022

Total Income

Our total income has increased by 40.62% from ₹ 6,207.79 million in Fiscal 2022 to ₹ 8,729.24 million in Fiscal 2023 primarily on account of the following:

Revenue from Operations

Our revenue from operations has increased by 39.98% from ₹ 6,186.54 million in Fiscal 2022 to ₹ 8,659.98 million in Fiscal 2023 due to increase in sale of goods made during the period.

Other Income

Our other income increased by 225.93% from ₹ 21.25 million in Fiscal 2022 to ₹ 69.26 million in Fiscal 2023 primarily due to increase in (i) interest income from bank from ₹ 9.47 million in Fiscal 2022 amounting to ₹ 44.89 million in Fiscal 2023 (ii) keymen insurance policy from NIL in Fiscal 2022 to ₹ 1.98 million in Fiscal 2023; (iii) Rodtep incentive from NIL in Fiscal 2022 to ₹ 11.73 million in Fiscal 2023; (iv) income on sale of license from NIL in Fiscal 2022 to ₹ 2.89 million in Fiscal 2023; (v) incentive on the THC import from NIL in Fiscal 2022 to ₹ 3.26 million in Fiscal 2023 and (vi) profit on sale of property, plant & equipment from NIL in Fiscal 2022 to ₹ 0.95 million in Fiscal 2023. However, this increase was marginally set off by decrease in duty drawback on export sales from ₹ 11.78 in Fiscal 2022 to ₹ 3.56 million in Fiscal 2023.

Total Expenses

Our total expenses have increased by 34.50 % from ₹ 5,717.36 million in Fiscal 2022 to ₹ 7,689.65 million in Fiscal 2023. This increase was primarily on account of the following:

Cost of material consumed

Cost of material consumed increased by 32.55% from ₹ 4,901.17 million in Fiscal 2022 to ₹ 6,496.34 million in Fiscal 2023, primarily due to increase in the expenditure on raw material from ₹ 3,208.17 million in Fiscal 2022 to ₹ 4,290.03 million in Fiscal 2023, expenditure on chemicals from ₹ 610.14 million in Fiscal 2022 to ₹ 929.90 million in Fiscal 2023, fuels from ₹ 888.48 million in Fiscal 2022 to ₹ 1,012.97 million in Fiscal 2023, stores and spares from ₹ 108.28 million in Fiscal 2022 to ₹ 159.12 million in Fiscal 2023 and packing material from ₹ 85.83 million in Fiscal 2022 to ₹ 104.32 million in Fiscal 2023.

Changes in inventories of finished goods, work in progress and stock-in-trade

Change in inventories of finished goods, work in progress and stock-in-trade decreased from ₹ (10.55) million in Fiscal 2022 to ₹ (64.96) million in Fiscal 2023, primarily because of increase in finished goods and work in progress in Fiscal 2023.

Employee Benefit Expenses

Employee Benefit Expenses increased by 22.99% from ₹ 86.82 million in Fiscal 2022 to ₹ 106.78 million in Fiscal 2023 primarily due to increase in (i) salaries and wages from ₹ 57.97 million in Fiscal 2022 to ₹ 72.11 million in Fiscal 2023; (ii) bonus from ₹ 3.52 million in Fiscal 2022 to ₹ 3.99 million in Fiscal 2023; (iii) staff welfare expenses from ₹ 0.17 million in Fiscal 2022 to ₹ 3.65 million in Fiscal 2023; (iv) workmen compensation from ₹ 0.06 million in Fiscal 2022 to ₹ 0.74 million in Fiscal 2023 and (v) gratuity from ₹ 5.98 million in Fiscal 2022 to ₹ 7.22 million in Fiscal 2023. However, this increase was marginally set off by decrease in contribution to provident and other fund from ₹ 7.12 million in Fiscal 2022 to ₹ 7.07 million in Fiscal 2024.

Finance Cost

Finance cost has decreased by 8.12% from ₹ 82.90 million in Fiscal 2022 to ₹ 76.17 million in Fiscal 2023 primarily due to decrease in interest on term loan from ₹ 19.24 million in Fiscal 2022 to NIL in Fiscal 2023, interest on vehicle loan from ₹ 1.75 million in Fiscal 2022 to ₹ 1.42 million in Fiscal 2023, interest to others from ₹ 42.35 million in Fiscal 2022 to ₹ 40.41 million in Fiscal 2023 and bank charges from ₹ 10.57 million in Fiscal 2022 to ₹ 10.25 million in Fiscal 2023. However, this decrease was marginally set off by increase in interest on working capital loan from ₹ 8.03 million in Fiscal 2022 to ₹ 23.05 million in Fiscal 2023 and interest on compound financial instruments from ₹ 0.96 million in Fiscal 2022 to ₹ 1.04 million in Fiscal 2023.

Depreciation and Amortization Expenses

Depreciation and amortisation expenses increased by 1.16% from ₹ 167.74 million in Fiscal 2022 to ₹ 169.68 million in Fiscal 2023. Our gross carrying amount of property, plant and equipment increased by 4.26% from ₹ 1,793.31 million in Fiscal 2022 to ₹ 1,869.69 million in Fiscal 2023.

Other Expenses

Other expenses increased by 67.75% from ₹ 486.81 million in Fiscal 2022 to ₹ 816.63 million in Fiscal 2023 primarily due to increase in (i) manufacturing expenses from ₹ 237.88 million in Fiscal 2022 to ₹ 303.57 million in Fiscal 2023; (ii) commission on sale from ₹ 65.09 million in Fiscal 2022 to ₹ 275.82 million in Fiscal 2023; (iii) freight outward from ₹ 68.01 million in Fiscal 2022 to ₹ 104.03 million in Fiscal 2023; (iv) CSR Expenses from ₹ 2.94 million in Fiscal 2022

to ₹ 8.96 million in Fiscal 2023; (v) travelling expenses from ₹ 1.49 million in Fiscal 2022 to ₹ 4.75 million in Fiscal 2023 and (iv) loss due to foreign exchange fluctuation from ₹ 0.37 million in Fiscal 2022 to ₹ 35.04 million in Fiscal 2023.

Below is the breakdown of our other expenses for Fiscal 2023 and Fiscal 2022

(₹ in million)

Particulars	Fiscal 2023	Fiscal 2022	% Change
Manufacturing Expenses	303.57	237.88	27.61
Commission on Sale	275.82	65.09	323.75
Freight Outward	104.03	68.10	52.76
CSR Expenses	8.96	2.94	204.76
Travelling & Conveyance	4.75	1.49	218.79
Legal & Professional Charges	2.62	2.84	(7.75)
Loss Due to Foreign Exchange Fluctuation	35.04	0.37	9370.27
Miscellaneous expenses	81.84	108.10	(24.29)
Total Other Expenses	816.63	486.81	67.75

Profit before Tax

As a result of the foregoing, our profit before tax has increased by 111.98% from ₹ 490.43 million in Fiscal 2022 to ₹ 1,039.59 million in Fiscal 2023.

Tax Expenses

Tax expenses increased by 92.10% from ₹ 186.16 million in Fiscal 2022 to ₹ 357.61 million in Fiscal 2023 due to increase in profit before tax during the Fiscal 2023.

Profit after Tax

As a result of the foregoing, we recorded an increase in profit after tax by 124.14% from ₹ 304.27 million in Fiscal 2022 to ₹ 681.98 million in Fiscal 2023.

LIQUIDITY AND CAPITAL RESOURCES

We have historically financed the expansion of our business and operations primarily through debt financing, owned funds and funds generated from our operations. From time to time, we may obtain loan facilities to finance our capital expenditure and working capital requirements. Further, we believe that after taking into account the expected cash to be generated from our business and operations, the Net Proceeds from the Offer and the proceeds from our existing bank loans, we will have sufficient capital to meet our anticipated capital requirements for our working capital and capital expenditure requirements. For more details, see “Objects of the Offer” on page 123.

CASH FLOW

The table below summaries our cash flows from our Restated Financial Information for the periods indicated:

(₹ In million)

Particulars	For the nine months period ended December 31, 2024	For the Fiscals		
		2024	2023	2022
Net cash flow generated from/ (utilized in) operating activities (A)	1,087.10	(240.56)	748.10	132.78
Net cash flow generated from/ (utilized in) investing activities (B)	(1,233.33)	(476.12)	(265.52)	(78.30)
Net cash flow generated from/ (utilized in) financing activities (C)	(3.96)	831.26	(566.17)	50.73
Net (decrease)/ increase in cash & cash	(150.19)	114.58	(83.59)	105.21

Particulars	For the nine months period ended December 31, 2024	For the Fiscals		
		2024	2023	2022
equivalents (A+B+C)				
Cash and cash equivalents at the beginning of the year	184.54	69.96	153.55	48.34
Cash and cash equivalents at the end of the year	34.35	184.54	69.96	153.55

Cash flow from Operating Activities

For the nine months period ended December 31, 2024

Net cash flow generated from our operating activities was ₹ 1,087.10 million for the nine months period ended December 31, 2024. Our operating profit before working capital changes for the said period was ₹ 1,327.92 million, which was the result of the profit before tax for the period of ₹ 1,174.31 million adjusted primarily for depreciation and amortization of ₹ 142.39 million, finance cost of ₹ 68.51 million, profit due to foreign exchange fluctuation of ₹ 11.97 million, loss on sale of property, plant & equipment of ₹ 0.41 million. This was partially set off by interest income of ₹ 69.36 million and profit on sale of investment of ₹ 0.31 million.

Our movements in working capital primarily consisted of decrease in inventory of ₹ 37.17 million, increase in trade receivables of ₹ 441.44 million, decrease in other bank balance of ₹ 9.25 million, increase in other financial assets of ₹ 16.67 million, increase in other current assets of ₹ 159.38 million, decrease in other non-current assets of ₹ 512.59 million, increase in other financial liabilities ₹ 42.97 million, decrease in trade payables of ₹ 81.22 million, increase in other non-current liabilities of ₹ 21.70 million, increase in other current liabilities of ₹ 13.02 million, increase in MAT credit entitlement of ₹ 2.63 million and increase in provisions of ₹ 5.48 million.

For the Fiscal 2024

Net cash flow utilized in our operating activities was ₹ 240.56 million for the for the Fiscal 2024. Our operating profit before working capital changes for the said period was ₹ 1,216.64 million during for the Fiscal 2024, which was the result of the profit before tax for the period of ₹ 1,052.40 million adjusted primarily for depreciation and amortization of ₹ 173.71 million and finance cost of ₹ 79.41 million. This was partially set off by profit due to foreign exchange fluctuation of ₹ 12.28 million and interest expense of ₹ 76.60 million.

Our movements in working capital primarily consisted of increase in inventory of ₹ 354.19 million, decrease in trade receivables of ₹ 84.03 million, increase in other bank balance of ₹ 351.89 million, increase in other financial assets of ₹ 6.15 million, decrease in other current assets of ₹ 62.05 million, increase in other non-current assets of ₹ 670.43 million, decrease in other financial liabilities ₹ 14.82 million, decrease in trade payables of ₹ 29.55 million, increase in other non-current liabilities of ₹ 15.31 million, decrease in other current liabilities of ₹ 12.21 million, decrease in MAT credit entitlement of ₹ 196.28 million and increase in provisions of ₹ 7.42 million.

For the Fiscal 2023

Net cash flow generated from our operating activities was ₹ 748.10 million for the for the Fiscal 2023. Our operating profit before working capital changes for the said period was ₹ 1,274.65 million which was the result of the profit before tax for the period of ₹ 1,039.59 million adjusted primarily for depreciation and amortization of ₹ 169.68 million, finance cost of ₹ 76.17 million and loss due to foreign exchange fluctuation of ₹ 35.04 million. This was primarily set off by interest income of ₹ 44.89 million and profit on sale of property, plant & equipment of ₹ 0.94 million.

Our movements in working capital primarily consisted of increase in inventory of ₹ 52.44 million, increase in trade receivables of ₹ 131.46 million, increase in other bank balance of ₹ 445.19 million, decrease in other financial assets of ₹ 5.04 million, increase in other current assets of ₹ 139.49 million, increase in other financial liabilities ₹ 16.34 million, increase in trade payables of ₹ 286.10 million, increase in other current liabilities of ₹ 17.72 million, decrease in MAT credit entitlement of ₹ 10.63 million and increase in provisions of ₹ 7.15 million.

For the Fiscal 2022

Net cash flow generated from our operating activities was ₹ 132.78 million for the for the Fiscal 2022. Our operating

profit before working capital changes for the said period was ₹ 733.79 million, which was the result of the profit before tax for the period of ₹ 490.43 million adjusted primarily for depreciation and amortization of ₹ 167.74 million, finance cost of ₹ 82.90 million, loss on sale of property, plant & equipment of ₹ 1.82 million, loss due to foreign exchange fluctuation of ₹ 0.37 million. This was partially set off by interest income of ₹ 9.47 million.

Our movements in working capital primarily consisted of increase in inventory of ₹ 173.96 million, increase in trade receivables of ₹ 47.56 million, increase in other bank balance of ₹ 323.52 million, increase in other financial assets of ₹ 4.10 million, increase in other current assets of ₹ 42.82 million, decrease in other non-current assets ₹ 1.48 million, decrease in other financial liabilities ₹ 24.63 million, increase in trade payables of ₹ 44.11 million, increase in other current liabilities of ₹ 29.56 million and increase in provisions of ₹ 5.31 million.

Cash flow from Investing Activities

For the nine months period ended December 31, 2024

Net cash flow utilised in our investing activities was ₹ 1,233.33 million for the period ended December 31, 2024. This reflected the capital expenditure made towards addition in purchase of property, plant and equipment for ₹ 1,304.98 million. This was partially offset by proceeds from sale of property, plant and equipment of ₹ 0.89 million, interest income on FDR of ₹ 69.36 million, sale of shares of ₹ 1.09 million and profit on sale of investment of ₹ 0.31 million.

For the Fiscal 2024

Net cash flow utilised in investing activities was ₹ 476.12 million for the Fiscal 2024. This reflected the capital expenditure made towards addition in purchase of property, plant and equipment for ₹ 535.57 million and purchase of shares of ₹ 17.15 million. This was partially offset by interest income on FDR of ₹ 76.60 million.

For the Fiscal 2023

Net cash flow utilised in investing activities was ₹ 265.52 million for the Fiscal 2023. This reflected the capital expenditure made towards addition in purchase of property, plant and equipment for ₹ 316.24 million. This was partially offset by proceeds from sale of property, plant and equipment of ₹ 5.83 million and interest income on FDR of ₹ 44.89 million.

For the Fiscal 2022

Net cash flow utilised in investing activities was ₹ 78.30 million for the Fiscal 2022. This reflected the capital expenditure made towards addition in purchase of property, plant and equipment for ₹ 94.22 million. This was partially offset by proceeds from sale of property, plant and equipment of ₹ 6.45 million and interest income on FDR of ₹ 9.47 million.

Cash flow from Financing Activities

For the nine months period ended December 31, 2024

Net cash flow utilised in financing activities was ₹ 3.96 million for the period ended December 31, 2024. This was primarily due to payment of interest of ₹ 67.59 million, loss due to foreign fluctuation of ₹ 11.97 million, repayment of short-term borrowings of ₹ 231.25 million. This was partially set off by increase in long term borrowings of ₹ 306.85 million.

For the Fiscal 2024

Net cash flow generated from financing activities was ₹ 831.26 million for the fiscal 2024. This was primarily due to profit due to foreign fluctuation of ₹ 12.28, increase in long term borrowings of ₹ 860.78 million, increase in short term borrowings of ₹ 36.48 million. This was partially set off by payment of interest of ₹ 78.28 million.

For the Fiscal 2023

Net cash flow utilised in financing activities was ₹ 566.17 million for the fiscal 2023. This was primarily due to payment of interest of ₹ 75.14 million, loss due to foreign fluctuation of ₹ 35.04 million, decrease in short term borrowings of ₹ 590.86 million. This was partially set off by increase in long term borrowings of ₹ 134.87 million.

For the Fiscal 2022

Net cash flow generated from financing activities was ₹ 50.73 million for the fiscal 2022. This was primarily due to

increase in short term borrowings of ₹ 580.70 million. This was partially set off by payment of interest of ₹ 81.95 million, decrease in long-term borrowings of ₹ 447.65 million, loss due to foreign fluctuation of ₹ 0.37 million.

Financial Indebtedness

As on June 20, 2025 the total outstanding borrowings of our Company was ₹ 2,743.01 million.

For further information on our indebtedness, see “*Financial Indebtedness*” on page 338.

Contingent Liabilities and Commitments

The following is summary table of our contingent liabilities for the period indicated as per the Restated Financial Information:

(₹ In million)

Particulars	For the nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Contingent Liabilities				
i. Claim against the Company not acknowledged as debt				
- Income Tax	23.63	-	-	-
- Goods and Service Tax	6.73	-	-	-
- Others	16.33	16.33	16.33	-
ii. Guarantees excluding financial guarantees				
- Letter of credit issued	-	-	-	-
- Bank guarantee issued	138.84	53.84	42.41	36.74
iii. Other money for which the Company is contingently liable				
Commitments				
Estimated amount of contracts remaining to be executed on capital account and not provided for	700.00	1,500.00	-	-

For further information, see “*Restated Financial Information – Note 39 – Contingent Liabilities and Commitments (to the extent not provided for)*” on page 323.

CAPITAL EXPENDITURE

The following table sets forth the capital expenditures incurred during the nine months period ended December 31, 2024 and Fiscals 2024, 2023 and 2022:

Particulars	For the nine months period ended December 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Property, plant and equipment	682.98	76.03	82.00	94.22
Capital work in progress	604.05	459.53	234.24	-
Investment Property	17.95	-	-	-
Total	1,304.98	535.56	316.24	94.22

RELATED PARTY TRANSACTIONS

We enter into various transactions with related parties. For further information, see “*Restated Financial Information – Note 41 – Related Party Disclosure*” on page 324.

CHANGES IN ACCOUNTING POLICIES

There have been no changes in our accounting policies during Fiscal 2022, 2023 and 2024 and the nine months period ended December 31, 2024.

AUDITOR'S OBSERVATIONS

Our Statutory Auditors have not included any qualifications, reservations or adverse remarks in the Restated Financial Information.

QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISKS

Market risk

Market risk is the risk that the Company's assets and liabilities will be exposed to due to a change in market prices such as foreign exchange rates and interest rates that determine the valuation of these financial instruments. Financial instruments affected by market risk include receivables, payables, loans and borrowings.

Foreign Currency Risk

Our Company operates in India only. Our Company has taken loans in foreign currency and is exposed to foreign exchange risk arising from foreign currency transactions, including those related to import and export activities. Foreign exchange risk arises from future commercial transactions, import and export of goods and services, and recognised assets and liabilities denominated in a currency that is not our Company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the hedges is to minimise the volatility of the INR cash flows of highly probable forecast transactions.

Credit Risk

Credit risk is the risk that counterparty will not meet its obligation under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analyzing credit limits and creditworthiness of a customer on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. Financial instrument that are subject to concentration of credit risk principally consist of trade receivables, cash and cash equivalents, bank deposits and other financial assets. None of the financial instrument of the Company result in material concentration of credit risk.

Liquidity Risk

Liquidity risk is the risk that the company will encounter in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The approach of the company to manage liquidity is to ensure, as far as possible, that these will have sufficient liquidity to meet their respective liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risk damage to their reputation.

For further information, see "Restated Financial Information – Note-38: Financial Risk Management objectives and policies" on page 321.

OFF-BALANCE SHEET ITEMS

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

EFFECT OF INFLATION

We are affected by inflation as it has an impact on the material cost, wages, etc. in line with changing inflation rates; we rework our margins so as to absorb the inflationary impact.

MATERIAL FRAUDS

There are no material frauds, as reported by our Statutory Auditor, committed against our Company for the nine months period ended December 31, 2024 and in the last three Fiscals.

UNUSUAL OR INFREQUENT EVENTS OR TRANSACTIONS

Except as disclosed in “*Risk Factors*” and “*Restated Financial Information*” on page 38 and 276, respectively, there have been no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses.

SIGNIFICANT ECONOMIC CHANGES THAT MATERIALLY AFFECTED OR ARE LIKELY TO AFFECT INCOME FROM CONTINUING OPERATIONS

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect income from continuing operations identified above under “– *Significant Factors Affecting our Results of Operations*” and the section “*Risk Factors*” on pages 341 and 38, respectively.

KNOWN TRENDS OR UNCERTAINTIES THAT HAVE HAD OR ARE EXPECTED TO HAVE A MATERIAL ADVERSE IMPACT ON SALES, REVENUE OR INCOME FROM CONTINUING OPERATIONS

Other than as described in the section titled “*Risk Factors*” on page 38, to our knowledge there are no known trends or uncertainties that are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

FUTURE CHANGES IN RELATIONSHIP BETWEEN COSTS AND REVENUES

Other than as described in chapter titled “*Risk Factors*” on page 38 and in this section, to our knowledge there are no known factors that might affect the future relationship between cost and revenue.

EXTENT TO WHICH MATERIAL INCREASES IN NET SALES OR REVENUE ARE DUE TO INCREASED SALES VOLUME, INTRODUCTION OF NEW PRODUCTS OR SERVICES OR INCREASED SALES PRICES

Our business has been affected and we expect that it will continue to be affected by the trends identified above and the uncertainties described in the section “*Risk Factors*” on page 38. Changes in revenue in the last three Fiscals are as described in “–*Fiscal 2024 compared with Fiscal 2023*” and “–*Fiscal 2023 compared with Fiscal 2022*” on pages 357 and 358 above.

COMPETITIVE CONDITIONS

We expect competition in our industry from existing and potential competitors to intensify. For further details on competitive conditions that we face across our various business segments, please see “*Our Business - Competition*”, “*Industry Overview*” and “*Risk Factors – 40. We operate in a competitive business environment. Competition from existing players and new entrants and consequent pricing pressures and our inability to compete effectively could have a material adverse effect on our operating margins, business growth and prospects, financial condition and results of operations and may lead to a lower market share.*” on pages 230, 153 and 60.

SEASONALITY OF BUSINESS

Given the nature of our business operations, we generally do not believe that our business is seasonal.

SEGMENT REPORTING

Our Company’s operations are primarily focused on a single product line, and the revenues and expenses are not allocated across distinct business segments. Accordingly, our Company does not report its financial results on the basis of segments as per the requirements of Ind AS.

NEW PRODUCTS OR BUSINESS SEGMENTS

Except as disclosed in “*Our Business*” on page 209 and products that we announce in the ordinary course of business, we have not announced or plan to announce any new products or business segments.

SIGNIFICANT DEPENDENCE ON A SINGLE OR FEW CUSTOMERS

The percentage of revenue from operations derived from our top customers is given below:

A significant portion of our revenue is derived from a limited number of clients. For associated risks, see “*Risk Factors – 3. We are dependent on our comprehensive dealer network as well as on our top ten customers, however, any loss of*

such dealers or top customers, could adversely affect our business, results of operations, financial condition and cash flows.” on page 40.

During the nine months period ended December 31, 2024 and Fiscals 2024, 2023 and 2022, the share of our top customers to our revenue was as follows:

Customer concentration	Nine months period ended December 31, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations	Revenue from operations (₹ in million)	% of revenue from operations
Top 1	507.96	6.82	627.00	7.13	768.19	8.87	493.03	7.97
Top 5	1,798.99	24.14	2,389.84	27.17	2,278.62	26.31	1,493.13	24.14
Top 10	2,900.12	38.92	3,537.76	40.22	3,312.61	38.25	2,271.60	36.72

As certified by Agarwal Ajay & Associates, Chartered Accountants, our Statutory Auditors pursuant to their certificate dated June 26, 2025.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL PERIOD

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the business activities or profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated below there are no outstanding (i) criminal proceedings; (ii) actions by regulatory authorities and statutory authorities (including all penalties and show cause notices); (iii) claims relating to direct and indirect taxes; (iv) other material outstanding proceedings including arbitration proceedings which have been determined to be material pursuant to the Materiality Policy), in each case involving our Company, its Promoters and Directors (collectively, “Relevant Parties”); and (v) litigation involving our Group Companies which have a material impact on our Company. There are no disciplinary actions including penalties imposed by SEBI or stock exchanges against our Promoters in the last five Fiscals, including any outstanding actions. Further, except as stated in this section, there are no outstanding (i) criminal proceedings; (ii) actions taken by statutory or regulatory authorities involving the Key Managerial Personnel or members of the Senior Management.

Further, as on the date of this Draft Red Herring Prospectus, there are no findings/observations of any inspections by SEBI or any other regulator involving our Company which are material and which need to be disclosed or non-disclosure of which may have bearing on the investment decision. Further, there are no litigations involving our Group Companies which have a material impact on our Company

For the purposes of above, in terms of the Materiality Policy adopted by resolution of our Board dated June 14, 2025:

any outstanding litigation / arbitration proceedings (other than as covered in points (i) to (iii) above) involving the Relevant Parties (including tax litigation mentioned in (iii) above) shall be considered “material” for the purposes of disclosure in this Draft Red Herring Prospectus, if:

- (a) the monetary amount of claim/amount in dispute, to the extent quantifiable, involved in any such outstanding litigation or arbitration proceedings exceeds: a) 2% of our turnover, as per the latest Financial Year included in the Restated Financial Information; or (b) 2% of our net worth, as per the latest Financial Year included in the Restated Financial Information; except in case the arithmetic value of the net worth is negative; or (c) 5% of the average of absolute value of profit or loss after tax, as per the last three Financial Years included in the Restated Financial Information, whichever is lower (“**Materiality Threshold**”). Accordingly, 5% of the average of absolute value of profit or loss after tax, for the last three Financial Years as per the Restated Financial Information, amounting to ₹ 31.21 million has been considered as the Materiality Threshold for the Relevant Parties; or
- (b) where the monetary liability is not quantifiable or lower than the Materiality Threshold specified in (a) above any outstanding litigation/arbitration proceedings, (i) where the outcome could materially and adversely affect our Company’s business, prospects, operations, performance, financial position or reputation; or (ii) where the decision in one matter is likely to affect the decision in similar matters, such that the cumulative amount involved in such matters exceeds the amount as specified in (a) above, even though the amount involved in an individual matter may not exceed the amount as specified in (a) above.

It is clarified that for the purposes of the above, (a) first information reports (FIRs) (whether cognizance has been taken or not) initiated against the Relevant Parties shall also be disclosed in this Draft Red Herring Prospectus; and (b) pre-litigation notices received by any of the Relevant Parties from third parties (excluding those notices issued by any regulatory, government, tax or statutory authorities or notices threatening criminal action) shall, unless otherwise decided by our Board, not be considered as outstanding material litigation and accordingly not be disclosed in this Draft Red Herring Prospectus until such time that Relevant Parties, as applicable, are impleaded as defendants in litigation proceedings before any judicial or arbitral forum, tribunal or government authority.

Further, in accordance with the Materiality Policy, our Company has considered such creditors ‘material’ to whom the amount due is equal to or in excess of 10% of the restated trade payables of our Company as of the end of the most recent period covered in the Restated Financial Information. The restated trade payables of our Company as on December 31, 2024, was ₹ 598.72 million. Accordingly, a creditor has been considered ‘material’ if the amount due to such creditor is equal to or exceeds ₹ 59.87 million as on December 31, 2024.

Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus. Unless otherwise specified, the terms defined in the description of a particular legal proceeding pertains to such proceeding only.

I. Litigation involving our Company

A. *Litigation filed against our Company*

a. Criminal proceedings

Nil

b. Outstanding actions by regulatory and statutory authorities

1. An Original Application No. 277 of 2022 was filed by Liyakat Ali & others before the Hon'ble National Green Tribunal, Principal Bench, New Delhi ("**NGT**"), against the State of Uttar Pradesh & Others and a second Original Application No. 744 of 2022 was filed by Moharram Ali before the Hon'ble NGT, against the State of Uttar Pradesh & others, both alleging, *inter alia*, water pollution caused by effluents from the pulp and paper industry, as well as pollution from fly ash, hazardous waste, and plastic waste. The pollution allegedly led to the death of one person and burn injuries to two others. Pursuant to the directions issued by the Hon'ble NGT, in the aforesaid proceedings, to the Uttar Pradesh Pollution Control Board ("**UPPCB**") to take action against the erring industries, including our Company, for failure to scientifically discharge fly ash, the UPPCB vide letter dated February 8, 2023, imposed an environmental compensation of ₹ 0.77 million on our Company. This amount was deposited under protest, with a clear statement that such payment should not be construed as an admission that the ash found at the site originated from our operations. Subsequently, a show cause notice dated February 11, 2023, was issued by the UPPCB, intimating an increase in the environmental compensation amount to ₹ 16.33 million. Our Company submitted a letter dated March 3, 2023, responding to the show cause notice received from the UPPCB, praying for a proper opportunity for a personal hearing to present our case before any further action is taken, since the inspection report did not identify either the individual or the entity responsible for the dumping. We also, in our reply, stated that the inspection was not undertaken appropriately, and without any clarification or basis, our Company was deemed to be guilty and a compensation was imposed, which constituted a violation of the principles of natural justice.

Since Application No. 277 of 2022 and Application No. 744 of 2022 both relate to the common issue of scientifically handling of hazardous waste and fly ash by industries in and around Village Nangala Bujurg, Bhopa Thana, Muzaffarnagar, Uttar Pradesh, the Hon'ble NGT by its order dated March 22, 2023, directed that both matters be heard and decided together. Both the matters are currently pending.

2. The Hon'ble National Green Tribunal, Principal Bench, New Delhi ("**NGT**") in its Original Application No. 859 of 2022 (Kusum Gupta v/s. State of Uttar Pradesh & Others) had passed an order dated December 15, 2023 ("**NGT Order 1**"), whereby NGT directed the Member Secretary Uttar Pradesh Pollution Control Board ("**UPPCB**") to initiate a criminal prosecution under Section 43 read with Section 24 of the Water (Prevention and Control of Pollution) Act, 1974 (the "**Water Act**") against the officers in charge of the municipal corporations/municipal bodies of Saharanpur, Muzaffarnagar, Shamli, Meerut, Baghpat, Ghaziabad and Gautam Budh Nagar as also to initiate criminal proceedings against those industries which were discharging polluting materials in the western Kali river via Dhandheda drain which is a tributary of the Hindon river thereby naturally causing an adverse impact on the water quality of the Kali river and Hindon river.

Separately, the Hon'ble NGT vide its order dated September 12, 2023 ("**NGT Order 2**") passed in Original Application No.540 of 2023 (Niramay Jan Uddhan Sansthan v/s. State of Uttar Pradesh and ors.) directed inspection of the defaulting industries and to initiate prosecution for violation of the provisions of the Water Act. In pursuance of the said NGT Order 2, inspection of our Company was conducted on January 16, 2024. The findings of the inspection recorded alleged non-compliance, stating that the sewage sample exceeded prescribed limits. Consequently, the UPPCB issued a show cause notice dated April 5, 2024 ("**Show Cause Notice**") against our Company asking us to show cause as to why an action under Section 24 of the Water Act may not be initiated against us for unauthorised discharge of untreated sewage in Kali River thereby causing pollution of water in Hindon River. In response to the Show Cause Notice, our Company submitted a reply dated April 27, 2024, clarifying, *inter alia*, that the sample collected for the purpose of inspection was not collected from the established disposal point within the manufacturing premises and was instead collected from the water storage tank. We also, in our response, stated that our Company operates a zero liquid discharge system, which rules out any discharge from our manufacturing unit. Notwithstanding this submission, our Company was directed by UPPCB vide order dated August 27, 2024 (erroneously mentioned as March 27, 2024), to pay environmental compensation of ₹ 0.12 million, which was paid by us under protest. Our Company has also requested that no further penalties be imposed.

Pursuant to the directions issued vide NGT Order 1 and inspection conducted pursuant to NGT Order 2, a complaint bearing Case No 3598/2024 dated July 3, 2024 (the "**Complaint**") , was filed by the UPPCB under Section 43 of the Water Act against our Company and our Promoter Directors, namely, Akshay Jain, Rajesh Jain and Rajeev Jain (the "**Opposite Parties**") before the Special Judicial Magistrate First Class (Air and Water Pollution), Lucknow

(“Hon’ble Special Court”) inter alia alleging that the Opposite Parties discharged untreated sewage into the River Kali without operating its sewage treatment plant properly. In this Complaint, the UPPCB has prayed to the Hon’ble Special Court to punish the Opposite Parties under Section 43 of the Water Act. The Opposite Parties have filed the Written Statement in this Complaint inter alia denying the contents of the Complaint and stating that the proceeding is in breach of the provisions of the Water Act and is liable to be dismissed. The matter is currently pending.

c. Material civil proceedings

Nil

B. Litigation filed by our Company

a. Criminal proceedings

Nil

b. Material civil proceedings

Nil

C. Tax proceedings involving our Company

Nature of Case	Number of cases	Amount involved (in ₹ million)
Direct Tax	2	23.63
Indirect Tax	4	6.73
Total	6	30.36

II. Litigation involving our Directors

A. Litigation filed against our Directors

a. Criminal proceedings

Nil

b. Outstanding actions by regulatory and statutory authorities

For details, see “ - Litigation involving our Company- Litigation against our Company - Outstanding actions by regulatory and statutory authorities” on page 368.

c. Material civil proceedings

Nil

B. Litigation filed by our Directors

a. Criminal proceedings

Nil

b. Material civil proceedings

Nil

C. Tax proceedings involving our Directors

Nil

III. Litigation involving our Promoters

A. *Litigation filed against our Promoters*

a. Criminal proceedings

Nil

b. Disciplinary actions including penalties imposed by SEBI or stock exchanges in the last five Fiscals including outstanding actions

Nil

c. Outstanding actions by regulatory and statutory authorities

For details, see “ - *Litigation involving our Company- Litigation against our Company- Outstanding actions by regulatory and statutory authorities*” on page 368.

d. Material civil proceedings

Nil

B. *Litigation filed by our Promoters*

a. Criminal proceedings

Nil

b. Material civil proceedings

Nil

C. *Tax proceedings involving our Promoters*

Nil

IV. Litigation involving our KMPs

A. *Litigation filed against our KMPs*

a. Criminal proceedings

Nil

b. Outstanding actions by regulatory and statutory authorities

For details, see “ - *Litigation involving our Company- Litigation against our Company- Outstanding actions by regulatory and statutory authorities*” on page 368.

B. *Litigation filed by our KMPs*

a. Criminal proceedings

Nil

V. Litigation involving our SMPs

A. *Litigation filed against our SMPs*

a. Criminal proceedings

Nil

b. Outstanding actions by regulatory and statutory authorities

For details, see “ - *Litigation involving our Company- Litigation against our Company- Outstanding actions by regulatory and statutory authorities*” on page 368.

B. Litigation filed by our SMPs

b. Criminal proceedings

Nil

VII. Outstanding dues to creditors

In accordance with the Materiality Policy, details of outstanding dues (trade payables) owed to MSME (as defined under section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as at December 31, 2024, are set out below:

Types of creditors	Number of creditors	Amount involved (in ₹ million)
Material creditors	-	-
Micro, Small and Medium Enterprises	30	11.37
Other creditors	371	587.35
Total	401	598.72

Material Developments

Other than as stated in the section entitled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 341, there have not arisen, since the date of the last financial information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our assets or our ability to pay our liabilities within the next 12 months from the date of the filing of the DRHP.

GOVERNMENT AND OTHER STATUTORY APPROVALS IN INDIA

Our business requires various approvals, licenses, registrations and permits issued by relevant governmental and regulatory authorities under applicable rules and regulations, each as amended. Set out below is an indicative list of such consents, licenses, registrations, permissions, and approvals obtained by our Company, which are considered material and necessary for the purposes of undertaking its businesses and operations (“**Material Approvals**”). In view of such approvals, licenses, permission from various governmental and regulatory authorities and registrations, our Company can undertake this Offer and its business activities as currently conducted and disclosed in this Draft Red Herring Prospectus. In addition, certain Material Approvals may have lapsed or expired or may lapse in their ordinary course of business, from time to time, and we have either already made applications to the appropriate authorities for renewal of such Material Approvals in accordance with applicable law and requirements and procedure or are in the process of making an application for renewal. Unless otherwise stated, these approvals or licenses are valid as of the date of this Draft Red Herring Prospectus. For incorporation details of our Company, see “History and Certain Corporate Matters” on page 242.

For details in connection with the regulatory and legal framework within which our Company operates, see “Key Regulations and Policies in India” on page 234. For Offer-related approvals, see “Other Regulatory and Statutory Disclosures” on page 377. For details of risk associated with not obtaining or delay in obtaining the requisite approvals, see “Risk Factors – 16. Any failure to obtain, renew and maintain requisite statutory and regulatory permits, licenses and approvals for our operations from time to time may adversely affect our business.” on page 48.

I. Approvals in relation to the Offer

For details of approvals and authorisations obtained by our Company in relation to the Offer, see ‘Other Regulatory and Statutory Disclosures’ on page 377.

II. Material Approvals in relation to incorporation of our Company

1. Certificate of incorporation dated May 15, 1995 issued to our Company by the RoC in the former name being ‘Silverton Pulp & Papers Limited’.
2. Certificate of commencement of business dated May 26, 1995 issued to our Company by the RoC.
3. Fresh certificate of incorporation dated February 10, 2005, issued to our Company by the Registrar of Companies, Uttar Pradesh & Uttaranchal, Kanpur, upon conversion of our Company from a public limited company to a private limited company and consequent change in its name from ‘Silverton Pulp & Papers Limited’ to ‘Silverton Pulp & Papers Private Limited’.
4. Fresh certificate of incorporation dated May 29, 2015, issued by the RoC to our Company upon change of name of our Company from ‘Silverton Pulp & Papers Private Limited’ to ‘Silverton Industries Private Limited’.
5. Fresh certificate of incorporation dated June 29, 2015, issued by the RoC to our Company upon change of name of our Company from ‘Silverton Industries Private Limited’ to ‘Silverton Pulp and Papers Private Limited’.
6. Fresh certificate of incorporation dated April 22, 2025, issued by the RoC to our Company upon change of name of our Company from ‘Silverton Pulp and Papers Private Limited’ to ‘Sillverton Industries Private Limited.’
7. Fresh certificate of incorporation dated May 08, 2025, issued to our Company by the Central Processing Centre upon conversion of our Company from private limited company to public limited company and consequent change in name from ‘Sillverton Industries Private Limited’ to ‘Sillverton Industries Limited’.
8. Our Company has been allotted the corporate identity number U21093UP1995PLC018048.

For details in relation to the incorporation of our Company, see ‘History and Certain Other Corporate Matters’ on page 242.

III. Tax related Material Approvals*

1. Permanent Account Number issued by Income Tax Department under the Income Tax Act, 1961 (“**IT Act**”) is AABCS3407P and is valid until cancelled.

2. Tax Deduction and Collection Account Number issued by the Income Tax Department under the IT Act in respect of our Registered and Corporate Office is MRTS02881E and is valid until cancelled.
3. Tax Deduction and Collection Account Number of our issued by the Income Tax Department under the IT Act in respect of our branch office in New Delhi is MRTS27279A and is valid until cancelled*.
4. Legal Entity Identifier code number of our Company is 335800AB7JRD1I1HC271, issued by Legal Entity Identifier India Limited and is valid till May 14, 2026.
5. Good and Services Tax registration issued by the Government of India under the Central Good and Services Tax Act, 2017 in relation to certain of our office premises for our business operations in the following states, and is valid until cancelled:

Sr No.	State	GSTIN
1.	Uttar Pradesh	09AABCS3407P1Z1
2.	Delhi	07AABCS3407P1Z5

IV. Foreign Trade related Material Approvals

1. Importer- Exporter Code (IEC) 3303002827 issued by Directorate General of Foreign Trade, Ministry of Commerce and Industry on September 18, 2003, and further modified as on May 20, 2025 and is valid until cancelled.
2. Certificate of recognition as a two-star export house granted to our Company by the Directorate General of Foreign Trade on October 10, 2023, effective from October 1, 2023 and is valid till March 31, 2028*.
3. Registration Cum Membership Certificate bearing no. FIEO/NR/16338/2021-2022/12 issued by Federation of Indian Export Organisations under the provisions of the Foreign Trade Policy, Government of India on April 11, 2023 and is valid till March 31, 2026*.
4. License for a warehouse under Section 58 of the Customs Act 1962 and for carrying out manufacturing or other operations in the bonded warehouse under Section 65 of the Customs Act 1962 situated at 9th KM, Bhopa Road, Muzaffarnagar – 251 001, Uttar Pradesh India, issued by the Office of the Principal Commissioner of Customs, Noida Customs Commissionerate on April 18, 2024 and is valid until cancelled*.
5. Self-sealing permission granted by the Office of the Assistant Commissioner (Tech.), Noida Customs Commissionerate, on July 27, 2018 for self-sealing of export containers of kraft paper within the premises of our Manufacturing Facility and is valid until cancelled*.

V. Material Approvals in relation to our Company's manufacturing activities

A. Material Approvals in relation to the business and operations

1. Registration and license to work a factory bearing registration no. (UPFA2000011) issued by the Labour Department, Uttar Pradesh on October 29, 2023 as amended under the Factories Act, 1948 and the rules made thereunder, each as amended and is valid till December 31, 2025.
2. Certificate of stability as prescribed under the Uttar Pradesh Factories Rules, 1950, issued by structural engineer on August 30, 2024 in relation to our manufacturing activities*.
3. Central License bearing no. (12724999000799) issued by the Food Safety and Standards Authority of India under Food Safety and Standards Act, 2006 on December 09, 2024, for *inter alia*, production of packaged drinking water (other than mineral water) and is valid till December 08, 2027*.
4. Consent to establish issued by the Uttar Pradesh Pollution Control Board under the Water (Prevention and Control of Pollution) Act, 1974, as amended ("**Water Act**") and Air (Prevention and Control of Pollution) Act, 1981, as amended ("**Air Act**") on May 16, 2021 for production of kraft paper and generation of power up to 5 MW and is valid till May 06, 2026*.
5. Consent to establish issued by the Uttar Pradesh Pollution Control Board under the Water Act, and Air Act for mineral water bottling issued on September 16, 2023 and is valid till September 15, 2028*.

6. Consent to establish issued by the Uttar Pradesh Pollution Control Board under the Water Act and Air Act for production of newsprint, writing and printing papers, coated paper and generation of power using 16 MW Captive Power Plant on May 06, 2024 and is valid till April 21, 2029*.
7. Consent to establish issued by the Uttar Pradesh Pollution Control Board under the Water Act and Air Act for modification in existing 80 TPH Boiler, installation of 70 TPH boiler and generation of captive power up to 14 MW on February 14, 2025 and is valid till January 20, 2030*.
8. Consolidated consent to operate and authorization issued by the Uttar Pradesh Pollution Control Board on December 14, 2023 under the Water Act and Air Act for production of kraft paper and use of 40 TPH boiler and is valid till December 31, 2027*.
9. Consolidated consent to operate and authorization issued by the Uttar Pradesh Pollution Control Board on September 27, 2024 under the Water Act and Air Act for production of packaged drinking water and closure and is valid till March 31, 2029*.
10. Consolidated consent to operate and authorization issued by the Uttar Pradesh Pollution Control Board on January 29, 2025 under the Water Act and Air Act for production of news print paper, writing and printing paper, coated paper and for generation of captive power up to 16 MW and is valid till December 31, 2026*.
11. Environmental clearance certificate issued for writing and printing /coated paper/ duplex paper with total capacity of 500 metric tons per day and power generation from 16 MW captive power plant at the Manufacturing Facility issued by the State Level Environment Impact Assessment Authority, Uttar Pradesh on January 31, 2019 and is valid until cancelled*.
12. Authorization issued under the provisions of Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 issued by the Uttar Pradesh Pollution Control Board on August 03, 2022, for our Manufacturing Facility and is valid till August 02, 2027*.
13. Authorization issued under the provisions of Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 issued by the Uttar Pradesh Pollution Control Board on August 03, 2022 for our Manufacturing Facility and is valid till August 02, 2027*.
14. Certificate for use of boiler vide registry no. UP-7654 issued by the Director of Boilers, Uttar Pradesh Boiler inspection Department with effect from March 22, 2025 and is valid till March 14, 2026*.
15. Certificate for use of boiler vide registry no. UP- 8908 issued by the Director of Boilers, Uttar Pradesh Boiler inspection Department with effect from August 31, 2024 and is valid till August 30, 2025*.
16. Authorization/ no-objection certificate bearing no. NOCO014444 for sinking of new/ existing well for industrial/ commercial/ infrastructural or bulk user of ground water has issued by Ground Water Department, Ministry of Jal Shakti, Government of Uttar Pradesh on March 14, 2021, under Uttar Pradesh Ground Water Management and Regulation Act, 2019 and is valid till March 13, 2026*.
17. Authorization/ no-objection certificate bearing no. NOC010277 for sinking of new/ existing well for industrial/ commercial/ infrastructural or bulk user of ground water issued by Ground Water Department, Ministry of Jal Shakti, Government of Uttar Pradesh on March 14, 2021, under Uttar Pradesh Ground Water Management and Regulation Act, 2019 and is valid till March 13, 2026*.
18. Authorization/ no-objection certificate bearing no. NOC029886 for sinking of new/ existing well for industrial/ commercial/ infrastructural or bulk user of ground water issued by Ground Water Department, Ministry of Jal Shakti, Government of Uttar Pradesh on March 14, 2021, under Uttar Pradesh Ground Water Management and Regulation Act, 2019 and is valid till March 13, 2026*.
19. Certificate of registration bearing no. PR-11-UTT-06-AABCS3407P-24 for recycling or processing of plastic waste, issued by the Uttar Pradesh Pollution Control Board on June 11, 2024, under Rule 13(3) of the Plastic Waste Management Rules, 2016, as amended and is valid until cancelled*.
20. Certificate of registration bearing no. IM-04-UTT-09-AABCS3407P-24 as an importer, issued by the Uttar Pradesh Pollution Control Board on September 04, 2024, under Rule 13(2) of the Plastic Waste Management Rules, 2016, as amended and is valid until cancelled*.
21. Fire and Life Safety Certificate issued by Uttar Pradesh Fire and Emergency Services, Government of Uttar Pradesh on June 02, 2024 and is valid till June 02, 2027*.

22. Electricity Safety Periodical Inspection Certificate issued by the Office of the Director, Electrical Safety, Government of Uttar Pradesh for equipment Genset and Transformer on August 30, 2024 and is valid until August 30, 2027*.
23. Certificate of Dealer Mineral bearing registration no. J041323589 granted by the Department of Industries, Mines and Geology, Government of Jharkhand and is valid until cancelled*.
24. License no. (CM/L- 8700097118) granted under the Bureau of Indian Standards Act, 2016, for writing and printing papers as per Indian Standard No. IS 1848: Part 1: 2018 on July 19, 2024 and is valid till September 26, 2027*.
25. License no. (CM/L- 8300155234) granted under the Bureau of Indian Standards Act, 2016, for plain copier paper as per Indian Standard No. IS 14490: 2018 on May 02, 2024 and is valid till June 1, 2027*.
26. Verification certificate bearing no. (328983) with respect to weights and measures issued under the Legal Metrology Act, 2009 issued by the Legal Metrology Officer on September 25, 2024 and is valid till September 25, 2025*.
27. Acknowledgement issued dated May 16, 2007 issued by the Directorate of Industries, Government of Uttar Pradesh in respect of (i) filing of memorandum expressing intent to set up manufacturing enterprises at the Registered Office, and (ii) allocation of entrepreneurs' memorandum number i.e. 090021200358*.
28. Acknowledgement bearing number IEM/A/ACK/7289/2024 issued by Department for Promotion of Industry and Internal Trade, Ministry of Commerce & Industry, Government of India in respect of memorandum intimating commencement of commercial production at our factory located at the Registered Office for the following (i) manufacturing of news print, (ii) manufacturing of paper board and straw board, (iii) manufacturing of printing, writing and photocopying paper ready for use, (iv) manufacturing of other paper products not classified elsewhere, (v) manufacturing of packing paper, and (vi) manufacturing of packaged drinking water, and (vii) manufacturing of other non-alcoholic beverages*.
29. Trade/Storage License bearing no. (MGTL0525234319164) issued by the Municipal Corporation of Delhi under Delhi Municipal Corporation Act, 1957, as amended, for our branch office in Delhi, issued on May 30, 2025 and is valid till March 31, 2026.
30. Membership certificate bearing member ID 08029, issued by the Indian Industries Association (IIA), certifying that our Company is registered as an IIA Member and the membership is valid from April 01, 2025 till March 31, 2026.

B. Quality certifications

1. ISO 9001:2015 (conformity to quality management system standard) granted by Care Certification Private Limited for manufacturing of kraft paper, writing printing paper, news print paper, and copier paper IAF code – 7 issued on May 29, 2025 and is valid till May 28, 2028.
2. ISO 14001:2015 (conformity to environmental management system standard) granted by Care Certification Private Limited for manufacturing of kraft paper, writing printing paper, news print paper, and copier paper IAF code – 7 issued on May 29, 2025 and is valid till May 28, 2028.
3. ISO 45001:2018 (conformity to occupational health and safety management system standard) granted by Care Certification Private Limited for manufacturing of kraft paper, writing printing paper, news print paper, and copier paper IAF code – 7 issued on May 29, 2025 and is valid till May 28, 2028.
4. FSC™ Chain-of-Custody certification bearing no. SGSHK-COC-400080 granted by SGS Hong Kong Limited for purchase of pre-consumer and post-consumer reclaimed paper, manufacturing and sale of FSC recycled wrapping & packaging, uncoated paper, newsprint paper under transfer system on May 08, 2023 and is valid till May 26, 2026.*

C. Labour related Material Approvals

1. Employee State Insurance Code bearing no. 67000512350000801 issued by Employee State Insurance Corporation under Employee State Insurance Act, 1948, as amended, dated March 30, 2012 and is valid until cancelled*.
2. Employee Provident Fund Code bearing no. MRMRT0034199000 issued under the Employees' Provident Fund and Miscellaneous Provisions Act, 1952, as amended dated January 05, 2018 and is valid until cancelled*.
3. Registration Certificate of Establishment bearing no. 2025051151 issued under the Delhi Shops & Establishment Act, 1954, as amended, for our branch office situated in Delhi dated April 10, 2025 and is valid until cancelled.

**All the above Material Approvals are in the erstwhile name of our Company i.e. Silverton Pulp and Papers Private Limited. Our Company is in the process of applying for change in the name of the Material Approvals to the current name of our Company i.e. Sillverton Industries Limited.*

VI. Intellectual Property

For details in relation to our intellectual property, see “Our Business–Intellectual properties” on page 230 and for risks associated with our intellectual property, see “Risk Factors– 39. Inability to obtain or protect our intellectual property rights may adversely affect our business.” on page 59.

VII. Material Approvals required and yet to be applied

Nil

VIII. Material Approvals which have expired for which renewal applications have been made

Application number ACLA2000095 dated March 19, 2025 submitted to the Labour Commissioner Organization, Uttar Pradesh, to renew and amend the Contract Labour Registration Certificate.

IX. Material Approvals which have expired and for which renewal applications are yet to be made

NIL

X. Material Approvals that have been applied for but not yet received by our Company

1. Application numbers MZFN1124NIN0173, MZFN1124NIN0175 and MZFN1124NIN0174, each dated November 21, 2024 submitted to the Ground Water Department, Ministry of Jal Shakti, Government of Uttar Pradesh, for obtaining grant of authorization/no objection certificate for sinking of a tube well/borewell within the premises of our Manufacturing Facility.
2. Trademark Application number 7034128 filed on May 29, 2025 with the Registry of Trademarks under class 16 for

our corporate logo, “ **Silverton**
INDUSTRIES LIMITED
SHAPING IMAGINATION ”, which is currently pending for approval.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Corporate Approvals

1. Our Board of Directors has authorised the Offer by a resolution passed in their meeting held on June 18, 2025.
2. Our Shareholders have approved and authorised the Offer by way of a special resolution passed at their EGM held on June 20, 2025.
3. Our Board has taken on record the consent and authorisation of the Selling Shareholder to participate in the Offer for Sale pursuant to its resolution dated June 27, 2025.
4. This Draft Red Herring Prospectus was approved by our Board through its resolution in its meeting dated June 27, 2025.

Approvals from the Selling Shareholders

Each of the Selling Shareholders have, severally and not jointly, confirmed and consented to offer the following as part of the Equity Shares pursuant to the Offer for Sale:

Name of the Selling Shareholders	Date of consent letter	Aggregate number of Equity Shares being offered in the Offer for Sale	Aggregate proceeds from the sale of Equity Shares forming part of the Offer for Sale (₹ in million) (up to)
Rajeev Jain*	June 27, 2025	1,500,000	[●]
Monica Jain*	June 27, 2025	6,037,500	[●]
Akshay Jain HUF^	June 27, 2025	4,025,000	[●]
Arun Jain (HUF)^	June 27, 2025	4,025,000	[●]
Neena Jain^	June 27, 2025	1,500,000	[●]
Rajeev Jain (HUF)^	June 27, 2025	41,92,000	[●]
Samyak Jain^	June 27, 2025	858,000	[●]
Ramesh Chand Jain (HUF)^	June 27, 2025	8,050,000	[●]
Sanjeev Jain HUF^	June 27, 2025	2,012,500	[●]

*Also, a Promoter

^ Also, a member of the Promoter Group

Each of the Selling Shareholders specifically confirm, severally and not jointly, that they are in compliance with Regulation 8 of the SEBI ICDR Regulations and have held the Equity Shares forming part of the Offer for Sale for a period of at least one year prior to the date of filing of this Draft Red Herring Prospectus.

In-principle Listing Approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by the SEBI or other Governmental Authorities

Our Company, our Promoters, our Directors, the members of the Promoter Group, persons in control of our Company and the Selling Shareholders have not been prohibited from accessing the capital markets and have not been debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any other authority/court.

Our Company, Selling Shareholders, Promoters and the Directors have neither been declared as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters and fraudulent borrowers issued by the RBI.

Our Company, Promoters or Directors and the members of the Promoter Group are not declared as ‘Fraudulent Borrowers’ by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 1, 2016 and the SEBI ICDR Regulations.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters, the Selling Shareholders and the members of the Promoter Group are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent in force and as applicable as on the date of this Draft Red Herring Prospectus.

Directors associated with the Securities Market

None of our Directors are, in any manner, associated with the securities market and there is no outstanding action initiated by SEBI against any of our Directors in the five years preceding the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the eligibility criteria provided under Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- Our Company has had net tangible assets of at least ₹ 30.00 million, calculated on a restated basis, in each of the preceding three full years (of 12 months each), of which not more than 50% are held in monetary assets;
- Our Company has an average operating profit of at least ₹ 150.00 million, calculated on a restated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;
- Our Company has a net worth of at least ₹ 10.00 million in each of the preceding three full years (of 12 months each), calculated on a restated basis; and
- Our Company has changed its name from “*Silverton Pulp and Papers Private Limited*” to “*Silverton Industries Private Limited*” and thereafter to “*Silverton Industries Limited*” pursuant to its conversion into a public limited company in the immediately preceding year. However, our Company continues to pursue the same business activity. Further, at least 50% of the revenue for the preceding one full year has been earned by our Company from such activity. For more details, see “*History and Other Corporate Matters*” beginning on page 242.

Our Company’s restated net tangible assets, monetary assets, monetary assets as a percentage of net tangible assets, operating profit and net worth, derived from the Restated Financial Information included in this Draft Red Herring Prospectus, as at and for the Fiscals 2024, 2023 and 2022 is set forth below:

(in ₹ million, unless otherwise stated)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Net tangible assets, as restated ⁽¹⁾	3,515.24	2,536.20	1,773.50
Monetary assets, as restated ⁽²⁾	1,362.68	896.21	534.61
Monetary assets as a percentage of Net tangible assets (in %), as restated	38.76	35.34	30.14
Operating Profit, as restated ⁽³⁾	1,026.78	1,046.50	552.08
Net Worth, as restated ⁽⁴⁾	3,313.65	2,426.45	1,742.02

⁽¹⁾ Net tangible assets’ means the sum of all net assets of the Company, excluding intangible assets as defined in Indian Accounting Standard (Ind AS) 38, deferred tax assets and liabilities as defined in Ind AS 12 and right of use assets as defined in Ind AS 116 issued by Institute of Chartered Accountants of India.

⁽²⁾ Monetary assets’ is the aggregate of cash on hand and balance with banks (including other bank balances and committed bank deposits included in other non-current financial assets).

⁽³⁾ Operating Profit’ means restated profit before tax excluding finance costs, other income and exceptional items;

⁽⁴⁾ Net worth has been defined under Regulation 2(1)(hh) of the SEBI ICDR Regulations as the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

The average of operating profit for Fiscals 2024, 2023 and 2022 of our Company was ₹ 875.12 million. For further details, see “*Other Financial Information*” on page 336.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000, failing which, the entire application money will be refunded forthwith.

If our Company does not Allot Equity Shares pursuant to the Offer within three Working Days from the Bid/Offer Closing Date or within such timeline as prescribed by the SEBI, it shall repay without interest all monies received from bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delay period. For the avoidance of doubt, subject to applicable law, a Selling Shareholder shall not be responsible to pay interest for any such delay, except to the extent such delay is solely and directly attributable to an act or omission of such Selling Shareholder.

Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable.

The status of compliance of our Company with the conditions as specified under Regulations 5 and 7(1) of the SEBI ICDR Regulations are as follows:

- a. Neither our Company nor the Promoters, members of the Promoter Group, the Selling Shareholders or the Directors are debarred from accessing the capital markets by the SEBI.
- b. None of the Promoters or the Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI.
- c. None of the Promoters or the Directors has been declared a Fugitive Economic Offender (in accordance with Section 12 of the Fugitive Economic Offenders Act, 2018).
- d. There are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus.
- e. There are no outstanding stock appreciation rights granted to employees pursuant to a stock appreciation right scheme by our Company as on the date of this Draft Red Herring Prospectus;
- f. None of our Company, our Promoters or Directors is a Wilful Defaulter or Fraudulent Borrower.
- g. Our Company has entered into tripartite agreements dated May 19, 2025 and April 17, 2025 with CDSL and NSDL, respectively, for dematerialization of the Equity Shares.
- h. The Equity Shares of our Company held by the Promoters are in the dematerialised form.
- i. All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus;
- j. There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance.
- k. Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively, and
- l. Our Company has appointed [●] as the Designated Stock Exchange.

DISCLAIMER CLAUSE OF THE SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BRLM, PANTOMATH CAPITAL

ADVISORS PRIVATE LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, AND EACH OF THE SELLING SHAREHOLDERS ARE, SEVERALLY AND NOT JOINTLY, RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY THEM IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO THEMSELVES OR THEIR RESPECTIVE PORTION OF THE EQUITY SHARES FORMING PART OF THE OFFER FOR SALE. THE BRLM IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGE ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLM HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JUNE 27, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BRLM, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All applicable legal requirements pertaining to the Offer will be complied with at the time of filing the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act, 2013. All applicable legal requirements pertaining to the Offer will be complied with at the time of filing of the Prospectus with the RoC in terms of Sections 26, 30, 32, 33(1) and 33(2) of the Companies Act, 2013.

Disclaimer from our Company, our Promoters our Directors, the Selling Shareholders and the BRLM

Our Company, our Promoters, our Directors, the Selling Shareholders, severally and not jointly, and the BRLM accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, www.silvertonindustries.com, or the respective websites of the Promoter Group, the Selling Shareholders or any affiliate of our Company, as applicable, would be doing so at his or her own risk.

It is clarified that the Selling Shareholders, severally and not jointly, accept and/or undertake no responsibility for any statements made or undertakings provided other than those specifically made or undertaken by such Selling Shareholders in relation to themselves and/or the respective portion of the Equity Shares offered by them through the Offer for Sale.

The BRLM accepts no responsibility, save to the limited extent as provided in the Offer Agreement and as will be provided for in the Underwriting Agreement to be entered into among the Underwriters, and our Company.

All information shall be made available by our Company, each of the Selling Shareholders, severally and not jointly (to the extent that the information pertains to its and its respective portions of the Equity Shares being offered for sale) and the BRLM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

The Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, Underwriters and their respective directors, officers, agents, affiliates, and representatives, as applicable that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, severally and not jointly, the Underwriters and each of their respective directors, officers, agents, affiliates, and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLM and their respective associates and affiliates, in their capacity as principal or agents, may engage in transactions with, and perform services for, our Company, each of the Selling Shareholders, severally and not jointly, our Group Companies, and their respective directors and officers, partners, trustees, affiliates, associates or third parties, as applicable in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Selling Shareholders, severally and not jointly, and our Group Companies, and each of their respective directors and officers, partners, trustees, affiliates, associates or third parties, as applicable for which they have received, and may in the future receive, compensation

Disclaimer in respect of Jurisdiction

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, India only.

The Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Mutual Funds registered with the SEBI, VCFs, AIFs, public financial institutions as specified under Section 2(72) of the Companies Act, scheduled commercial banks, state industrial development corporation, permitted national investment funds, NBFC-SIs, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from the RBI), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, permitted insurance companies and pension funds, insurance funds set up and managed by the army, navy or air force and insurance funds set up and managed by the Department of Posts, Government of India) and permitted Non-Residents including FPIs and Eligible NRIs, AIFs and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

This Draft Red Herring Prospectus does not constitute an invitation to subscribe to, offer to sell or purchase the Equity Shares in the Offer in any jurisdiction, including India. Invitations to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus for the Offer. **No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.**

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus, nor any offer or sale hereunder, shall, under any circumstances, create any implication that there has been no change in our affairs or in the affairs of the Selling Shareholders from the date hereof or that the information contained herein is correct as of any time subsequent to this date. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India.

Eligibility and Transfer Restrictions

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in ‘offshore transactions’ in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity

Shares or any similar security, other than in accordance with applicable laws.**Disclaimer Clause of BSE**

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to their filing with the RoC.

Disclaimer Clause of the NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to their filing with the RoC.

Listing

The Equity Shares issued through the Red Herring Prospectus and the Prospectus are proposed to be listed on BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

Each of the Selling Shareholders, severally and not jointly, undertake to provide such reasonable assistance as may be requested by our Company, to the extent such assistance is required from such Selling Shareholders in relation to its respective portion of the Equity Shares being offered for sale to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within such time prescribed by SEBI.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within three Working Days from the Bid/ Offer Closing Date or such period as may be prescribed by SEBI.

If our Company does not allot Equity Shares pursuant to the Offer within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period or such other rate prescribed by SEBI.

Consents

Consents in writing of (a) the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, our KMPs and Senior Management, the Statutory Auditors, CRISIL, independent chartered engineer, the legal counsel to the Company as to Indian law, the bankers to our Company, the BRLM, the Registrar to the Offer and the practicing company secretary to act in their respective capacities, have been obtained; and (b) the Syndicate Members, Monitoring Agency, and Bankers to the Offer /Escrow Bank, Public Offer Bank, Sponsor Bank(s) and Refund Bank to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC, as required under Sections 26 and 32 of the Companies Act, 2013. Further, such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus.

Experts to the Offer

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

Our Company has received the written consent dated June 26, 2025 from our Statutory Auditors holding a valid peer review certificate from ICAI to include their name as required under section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report dated June 14, 2025 on our Restated Financial Information; (ii) their report dated June 26, 2025 on the statement of possible special tax benefits available to the Company and its shareholders in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” herein shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

Our Company has received written consent dated June 21, 2025 from Prateek Virmani, independent chartered engineer to include their name as required under section 26 of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 to the

extent and in their capacity as an independent chartered engineer with respect to the certificates issued by them and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated June 26, 2025 from Ravi Shankar & Associates, Company Secretaries (having membership number 11987), the practising company secretary, holding a valid certificate of practice from Institute of Company Secretaries of India, to include her name as required under Section 26 (5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our practising company secretary, and in respect of certain certificates to be included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

Our Company has received written consents each dated June 26, 2025, from Er. Kamal Chawla and Er. Pratik Virmai, respectively, to include their names as an ‘expert’ as defined under Section 2(38) of the Companies Act to the extent and in their capacity as independent chartered engineers with respect to the Cost Assessment Report issued by them, as included in this Draft Red Herring Prospectus; and such consents have not been withdrawn as of the date of this Draft Red Herring Prospectus. However, the term ‘expert’ shall not be construed to mean an ‘expert’ as defined under U.S. Securities Act.

Particulars regarding public or rights issues by our Company during the last five years and performance vis-à-vis objects – our Company

Our Company has not undertaken any public or rights issue during the five years immediately preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Public/ rights issue of the listed subsidiaries/listed Promoter of our Company

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiaries and corporate promoters.

Underwriting commission, brokerage and selling commission paid on previous issues of the Equity Shares in the last five years

Since this is the initial public Offer of Equity Shares, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the last five years preceding the date of this Draft Red Herring Prospectus.

Capital issue by our Company, listed Group Company, subsidiaries and associates during the previous three years

Our Company does not have any subsidiaries or associates. Except as disclosed in the section “*Capital Structure-Notes to Capital Structure-Equity Share capital history of our Company*” on page 87, our Company has not undertaken any capital issue in the last three years preceding the date of this Draft Red Herring Prospectus. Our listed Group Company, Shree Rama Newsprint Limited, has not undertaken any capital issue in the last three years preceding the date of this Draft Red Herring Prospectus..

Exemption under securities laws

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

Past price Information of past issues handled by the BRLM

Price information of past issues handled Pantomath Capital Advisors Private Limited (during the current Fiscal and two Fiscals preceding the current Fiscal):

Sr. No.	Issue name	Issue size (₹ in Cr.)	Issue Price (₹)	Listing date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]-30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-180 th calendar days from listing
1.	Urban Enviro Waste Managem ent limited	114.20	100.00	June 22, 2023	141.00	- 27.66% (5.19%)	-5.39% (6.02%)	185.99% (14.10%)
2.	Aeroflex Industries Limited	3510.00	108.00	August 31, 2023	197.40	-22.59% (1.54%)	-19.12% (2.07%)	-25.73% (12.28%)
3.	Vishnu Prakash R Punglia Limited	3086.00	99.00	September 05, 2023	165.00	0.67% (-0.71%)	24.12% (3.54%)	7.58% (14.32%)
4.	Plaza Wires Limited	712.80	54.00	October 12, 2023	76.00	52.89% (-1.36%)	40.33% (8.85%)	24.87% (14.51%)
5.	Transteeel Seating Technologies Limited	499.80	70.00	November 06, 2023	88.90	3.82% (7.44%)	2.36% (12.58%)	-25.42% (15.78%)
6.	SAR Televentur e Limited	247.50	55.00	November 08, 2023	105.00	78.67% (7.50%)	186.86% (11.97%)	101.48% (15.60%)
7.	Kronox Lab Sciences Limited	1,301.52	136.00	June 10, 2024	164.95	-3.61% (5.05%)	4.41% (6.85%)	23.00% (6.00%)
8.	Sanstar Limited	5,101.50	95.00	July 26,2024	109.00	22.88% (-0.05%)	11.34% (-1.61%)	3.94% (-7.29%)
9.	SAR Televentur e Limited-Composite Issue	4499.93	210.00	July 29,2024	225.05	49.43% (0.73%)	38.30% (-2.64%)	1.56% (-7.02%)
10.	Quality Power Electrical Equipmen ts Limited	8,586.96	425.00	February 24, 2025	430.00	-22.06% (4.95%)	-0.48% (10.20%)	-

Sources: All shares price data are taken from www.bseindia.com and www.nseindia.com

Note:

1. The BSE Sensex and CNX Nifty are considered as the Benchmark Index.
2. Prices on BSE/NSE are considered for all of the above calculations.
3. In case the 30th/90th/180th day is a holiday, closing price on BSE/NSE of the previous trading day has been considered.
4. In case 30th/90th/180th days, scrips are not traded then closing price on BSE/NSE of the previous trading day has been considered.

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ Cr.)	No. of IPOs trading at discount- 30 th calendar days from listing			No. of IPOs trading at Premium- 30 th calendar days from listing			No. of IPOs trading at discount- 180 th calendar days from listing			No. of IPOs trading at Premium- 180 th calendar days from listing		
			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%
2023-24	6	8,170.45	-	1	1	2	-	2	-	2	-	2	-	2
2024-25	4	19,489.91	-	-	2	-	1	1	-	-	-	-	-	3
2025-26	-	-	-	-	-	-	-	-	-	-	-	-	-	-

*Up to June 21, 2025

Track record of past issues handled by the BRLM

For details regarding the track record of the BRLM, as specified under Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, see the website of the BRLM mentioned below:

BRLM	Website
Pantomath Capital Advisors Private Limited	www.pantomathgroup.com

For further details in relation to the BRLM, see “General Information – Book Running Lead Manager” on page 79.

Stock Market Data of Equity Shares

This being an initial public offer of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for redressal of investor grievances

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges or any such period as prescribed under the applicable laws, to enable the investors to approach the Registrar to the Offer for redressal of their grievances. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

Bidders can contact the Company Secretary and Compliance Officer and/or the Registrar to the Offer in case of any pre- Offer or post- Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer -related queries and for redressal of complaints, Bidders may also write to the BRLM, in the manner provided below. Our Company, the BRLM and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under the applicable provisions of the SEBI ICDR Regulations.

All Offer related grievances, other than of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary, with whom the Bid cum Application Form was submitted giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, UPI ID, PAN, address of Bidder, number of the Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. For Offer -related grievances, investors may contact the BRLM, details of which are given in “General Information – Book Running Lead Manager” on page 79.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. All grievances relating to Bids submitted with Registered Brokers, may

be addressed to the Stock Exchanges, with a copy to the Registrar to the Offer.

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

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding two Working Days from the Bid / Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM, in its sole discretion, may identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. In terms of SEBI Master Circular, has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism inter alia in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures.

In terms of SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount; and 2. ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹ 100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted/ partially Allotted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the post- Offer BRLM shall be liable to compensate the investor ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

Disposal of investor grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has also constituted a Stakeholders' Relationship Committee to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer, and Offer of duplicate shares. For details of our Stakeholders' Relationship Committee, see "*Our Management - Stakeholders' Relationship Committee*" on page 260.

Our Company has also appointed Ravikant, Company Secretary of our Company, as the compliance officer for the Offer. For details, "*General Information- Company Secretary and Compliance Officer*" on page 78.

Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of this Draft Red Herring Prospectus.

Other confirmations

No person connected with the Offer, except for fees or commission for services rendered in relation to the Offer, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid.

SECTION VII: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares of face value of ₹ 5 being offered and Allotted pursuant to this Offer shall be subject to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI ICDR Regulations, the SEBI Listing Regulations, our Memorandum of Association and Articles of Association, the terms of this this Draft Red Herring Prospectus the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, the CAN, the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents or certificates that may be executed in respect of this Offer. The Equity Shares of face value of ₹ 5 shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital, transfer of securities and listing and trading of securities offered from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the RBI, and/or other authorities, as in force on the date of this Offer and to the extent applicable or such other conditions as maybe prescribed by the SEBI, the GoI, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

The Offer

The Offer comprises of a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders.

Expenses for the Offer shall be borne our Company and Selling Shareholders in the manner specified in “*Objects of the Offer - Offer related expenses*” on page 135.

Ranking of Equity Shares

The Equity Shares being offered/ Allotted and transferred pursuant to the Offer will be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SCRA, the SCRR, the Memorandum of Association and Articles of Association and will rank *pari passu* in all respects with the existing Equity Shares, including in respect of voting rights, dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For more information, see “*Description of Equity Shares and Terms of Articles of Association*” on page 422.

Mode of Payment of Dividend

Our Company shall pay dividend, if declared, to our Shareholders, as per the provisions of the Companies Act, the SEBI Listing Regulations, the Memorandum of Association and Articles of Association, and any guidelines or directives that may be issued by the GoI in this respect. Any dividends declared after the date of Allotment in this Offer will be payable to the Allottees, for the entire year, in accordance with applicable law. For more information, see “*Dividend Policy*” and “*Description of Equity Shares and Terms of Articles of Association*” on pages 275 and 422, respectively.

Face Value, Offer Price, Floor Price, CAP Price and Price Band

The face value of each Equity Share is ₹ 5 and the Offer Price is ₹ [●] per Equity Share. The Floor Price of the Equity Shares is ₹ [●] and the Cap Price of the Equity Shares is ₹ [●], being the Price Band. The Anchor Investor Offer Price is ₹ [●] per Equity Share. The Offer Price and the Anchor Investor Offer Price shall be determined by our Company, in consultation with the BRLM, after the Bid/ Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

The Offer Price, Price Band and the minimum Bid Lot will be decided by our Company, in consultation with the BRLM, and shall be published at least two Working Days prior to the Bid/ Offer Opening Date, in all editions of [●], a widely circulated English national daily newspaper and all editions of [●], a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Uttar Pradesh, where our Registered and Corporate Office is located, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid-cum-Application Forms available on the respective websites of the Stock Exchanges. The Offer Price shall be determined by our Company, in consultation with the BRLM, and in compliance with the SEBI ICDR Regulations, after the Bid / Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time there shall be only one denomination for the Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Shareholders

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, the equity Shareholders will have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive any surplus on liquidation, subject to any statutory and preferential claims being satisfied;
- Right of free transferability of their Equity Shares, subject to foreign exchange regulations and other applicable laws; and
- Such other rights as may be available to a shareholder of a listed public company under the Companies Act, the terms of the SEBI Listing Regulations and our Memorandum of Association and Articles of Association and other applicable laws.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture, lien, transfer, transmission, consolidation and splitting, see “*Description of Equity Shares and Terms of Articles of Association*” on page 422.

Allotment of Equity Shares only in dematerialised form

In terms of Section 29 of the Companies Act, 2013, and the SEBI ICDR Regulations, the Equity Shares shall be allotted only in dematerialized form. As per the SEBI ICDR Regulations and the SEBI Listing Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges. In this context, the following tripartite agreements had been entered into amongst the Company, the respective Depositories and the Registrar to the Offer:

- Agreement dated April 17, 2025 amongst NSDL, our Company and the Registrar to the Offer; and
- Agreement dated May 19, 2025 amongst CDSL, our Company and the Registrar to the Offer.

Market Lot and Trading Lot

Since trading of our Equity Shares on the Stock Exchanges shall be only in dematerialized form, the tradable lot is one Equity Share. Allotment in the Offer will be only in dematerialised and electronic form in multiples of [●] Equity Shares, subject to a minimum Allotment of [●] Equity Shares. For the method of Basis of Allotment, see “*Offer Procedure*” on page 399.

Joint Holders

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Jurisdiction

The courts of Mumbai, India will have sole and exclusive jurisdiction in relation to this Offer.

Period of operation of subscription list

See “– *Bid/Offer Period*” on page 390.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole Bidder, or the First Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest, to the exclusion of all other persons, unless the nomination is modified or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer or alienation of Equity Share(s) by the holder of such Equity Share(s). A nomination may be cancelled or modified by nominating any other person in place of the present nominee, by the holder of the Equity Shares who has made the nomination, by giving a notice of such cancellation or variation to our Company in the prescribed form. Fresh nomination can be made only on the prescribed form available on request at our Registered and Corporate Office or at the registrar and transfer agents of our Company.

Further, any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, will, on the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may, at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividend, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Bidder will prevail. If Bidders want to change their nomination, they are advised to inform their respective Depository Participant.

Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

Bid/Offer Period

BID/ OFFER OPENS ON	[●] ⁽¹⁾
BID/ OFFER CLOSSES ON	[●] ⁽²⁾⁽³⁾

⁽¹⁾ Our Company, in consultation with the BRLM, may consider participation by Anchor Investors. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.

⁽²⁾ Our Company, in consultation with the BRLM may, consider closing the Bid/Offer Period for QIBs one day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

⁽³⁾ UPI mandate end time and date shall be at 5.00 p.m. on the Bid/ Offer Closing Date.

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Bid/ Offer Closing Date	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about [●]
Credit of Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

* In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled/ withdrawn/ deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the

Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/ Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLM shall, in its sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidders shall be compensated in the manner specified in the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable, and any other applicable law in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation in compliance with the SEBI ICDR Master Circular.

This above timetable in respect of the Offer is indicative in nature and does not constitute any obligation or liability on our Company or any of the Selling Shareholders or the BRLM.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working Days of the Bid/Offer Closing Date or such other period as may be prescribed by SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company in consultation with the BRLM, the, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. In terms of the SEBI ICDR Master Circular, our Company shall within four days from the closure of the Offer, refund the subscription amount received in case of non – receipt of minimum subscription or in case our Company fails to obtain listing or trading permission from the Stock Exchanges for the Equity Shares. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. Each of the Selling Shareholders confirm that they shall extend all reasonable support and co-operation required by our Company and the BRLM for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within three Working Days from the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI.

SEBI vide circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the post issue timeline for initial public offerings. The revised timeline of T+3 days had been made applicable in two phases, i.e., voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Accordingly, the Offer will be made under UPI Phase III T+3 listing on mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time. In terms of the UPI Circulars, in relation to the Offer, the Book Running Lead Manager will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid/ Offer Closing Date or such other time as prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the Offer procedure is subject to change to any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/ Offer Period (except the Bid/ Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. Indian Standard Time (“IST”)
Bid/ Offer Closing Date*	
Submission of Bids	Electronic Applications - Online ASBA through 3-in-1 accounts for RIIs – Only between 10.00 a.m. and 5.00 p.m. IST. - Bank ASBA through online channels like internet banking, mobile banking and Syndicate ASBA applications through UPI as a payment mechanism where Bid Amount is up to ₹ 0.50 million – Only between 10.00 a.m. and 4.00 p.m. IST. - Syndicate non-retail, non-individual Applications of QIBs and NIIs – Only between 10.00 a.m. and 3.00 p.m. IST Physical Applications

Bid/ Offer Period (except the Bid/ Offer Closing Date)	
	i. Direct bank ASBA – Only between 10.00 a.m. and 1.00 p.m. IST. ii. Syndicate non-retail, non-individual applications of QIBs and NIIs where Bid Amount is more than ₹ 0.50 million - Only between 10.00 a.m. and 12.00 p.m. IST and Syndicate members shall transfer such applications to banks before 1 p.m. IST.
Modification/ Revision/cancellation of Bids	
Modification of Bids by QIBs and Non-Institutional Bidders categories and modification/ cancellation of Bids by Retail Individual Bidders ^{##}	Only between 10.00 a.m. and 5.00 p.m. IST
Upward Revision of Bids by QIBs and Non-Institutional Investors categories ^{##}	Only between 10.00 a.m. on the Bid/Offer Opening Date and up to 4.00 p.m. IST
Upward or downward revision of Bids or cancellation of Bids by RIIs	Only between 10.00 a.m. on the Bid/Offer Opening Date and up to 5.00 p.m. IST

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

**UPI mandate end time and date shall be at 5:00 pm on the Bid/ Offer Closing Date.*

##QIBs and Non-Institutional Bidders can neither revise their Bids downwards nor cancel/withdraw their Bids.

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

- (i) 4:00 p.m. IST for Bids by QIBs and Non-Institutional Investors; and
- (ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by UPI Bidders.

On the Bid/ Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Investors after taking into account the total number of Bids received up to closure of timings for acceptance of Bid cum Application Forms as stated herein and as reported by the BRLM and as reported by the BRLM to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/ Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis, as per the format prescribed in the SEBI ICDR Master Circular.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

It is clarified that Bids shall be processed only after the application monies are blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/ Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/ Offer Closing Date, and are advised to submit their Bids no later than prescribed time on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids and any revision in Bids will be accepted only during Working Days, during the Bid/ Offer Period.

Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays, Sundays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. The

Designated Intermediaries shall modify select fields uploaded in the electronic platform of the Stock Exchange during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing. Further, as per letter no. list/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by the BSE and NSE, respectively, Bids and any revision in Bids shall not be accepted on Saturdays, Sundays and public/bank holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form, for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Our Company, in consultation with the Book Running Lead Manager, reserve the right to revise the Price Band during the Bid/ Offer Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, but the Floor Price shall not be less than the Face Value of the Equity Shares. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price. Provided that, the Cap Price of the Price Band shall be at least 105% of the Floor Price.

In case of any revision to the Price Band, the Bid/ Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company, in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice and at the terminals of the Syndicate Members and by intimation to SCSCBs, other Designated Intermediaries and the Sponsor Bank(s), as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange platform during the Bid/ Offer Period till 5.00 pm on the Bid/ Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Minimum Subscription

In the event our Company does not receive (i) a minimum subscription of 90% of the Offer, and (ii) a subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, as applicable, within sixty (60) days from the date of Bid Closing Date, or if the subscription level falls below the thresholds mentioned above after the Bid Closing Date, on account of withdrawal of applications or after technical rejections or any other reason, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being issued under the Red Herring Prospectus, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI ICDR Master Circular. If there is a delay beyond two Working Days, our Company and every Director of our Company who is an officer in default, to the extent applicable, shall pay interest at the rate of 15% per annum, in accordance with the circulars issued by SEBI, including SEBI ICDR Master Circular and the SEBI ICDR Regulations.

Subject to applicable law, in the event of under-subscription in the Offer, the Equity Shares will be allotted in the following order: (i) such number of Equity Shares comprising 90% of the Fresh Issue, or such other number as required to comply with the minimum subscription to be received in the Offer under applicable law, will be Allotted prior to the sale of Equity Shares in the Offer for Sale; (ii) next all the Equity Shares held by the Selling Shareholders and offered for sale in the Offer will be Allotted in proportion to their respective Equity Shares being offered for sale; and (iii) once Equity Shares have been Allotted as per (i) and (ii) above, such number of Equity Shares will be Allotted by our Company towards the remaining 10% of the Fresh Issue.

Undersubscription, if any, in any category except the QIB Portion, would be met with spill-over from the other categories at the discretion of our Company, in consultation with the Book Running Lead Manager, and the Designated Stock Exchange.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000 failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangement for disposal of odd lots

Since our Equity Shares will be traded in dematerialised form only and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

Restriction, if any, on transfer and transmission of Equity Shares and on their consolidation or splitting

Except for lock-in of the pre-Offer capital of our Company, lock-in of the Minimum Promoter's Contribution and the Anchor Investor lock-in in the Offer as detailed in "*Capital Structure*" on page 86, and except as provided in our Articles of Association as detailed in "*Description of Equity Shares and Terms of Articles of Association*" on page 422, there are no restrictions on transfers and transmission of Equity Shares and on their consolidation/ splitting. Further, there are no restrictions on transmission of any shares/debentures of our Company and on their consolidation or splitting, except as provided in our Articles of Association.

Withdrawal of the Offer

Our Company, in consultation with the Book Running Lead Manager, and each of the Selling Shareholders to the extent of their respective portion of the Equity Shares forming part of the Offer for sale, reserve the right not to proceed with the Offer, at any time after the Bid/Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the withdrawal or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The Book Running Lead Manager through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank(s), in case of UPI Bidders, to unblock the bank accounts of the ASBA Bidders (other than Anchor Investors) within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared and the Stock Exchanges will also be informed promptly.

If our Company and the Selling Shareholders, in consultation with the BRLM withdraw the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with a public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the filing of the Prospectus with the RoC.

OFFER STRUCTURE

The Offer is being made through the Book Building Process. The Offer is of up to [●] Equity Shares for cash at a price of ₹ 5 per Equity Share aggregating up to ₹ [●] million, comprising a Fresh Issue of up to [●] Equity Shares of face value of ₹ 5 each aggregating up to ₹ 3,000.00 million and an Offer for Sale of up to 32,200,000 Equity Shares of face value of ₹ 5 each aggregating up to ₹ [●] million by the Selling Shareholders.

The Offer will constitute [●] % of the post-Offer paid-up Equity Share capital of our Company.

The Offer is being made through Book Building Process, in compliance with Regulation 6(1) of the SEBI ICDR Regulations.

Particulars	QIBs ⁽¹⁾	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares available for Allotment/ allocation ⁽²⁾	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIBs and Retail Individual Investors.	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIBs and Non-Institutional Investors
Percentage of Offer Size available for Allotment or allocation	Not more than 50% of the Offer size shall be available for allocation to QIBs. Up to 5% of Net QIB Portion (excluding the Anchor Investor Portion) will be available for allocation on a proportionate basis to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs in the Net QIB Portion.	Not less than 15% of the Offer or the Offer less allocation to QIBs and Retail Individual Investors will be available for allocation. The Allotment to each Non-Institutional Investor shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be available for allocation out of which: (i) One-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size exceeding ₹ 0.20 million and up to ₹ 1.00 million; and (ii) two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 1.00 million. Under-subscription in either of these two subcategories of the Non-Institutional Portion may be allocated to Bidders in the other subcategory of the Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.	Not less than 35% of the Offer or the Offer less allocation to QIBs and Non-Institutional Investors
Basis of Allotment/allocation if respective category is	Proportionate as follows (excluding the Anchor Investor Portion):	The Allotment to each Non-Institutional Investor shall not be less than the minimum	Allotment to each Retail Individual Investor shall not be

Particulars	QIBs ⁽¹⁾	Non-Institutional Investors	Retail Individual Investors
oversubscribed*	(a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above (c) up to 60% of the QIB Portion of up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price.	application size, subject to availability in the Non-Institutional Portion, and the remainder, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in the SEBI ICDR Regulations. For further details, see “Offer Procedure” on page 399.	less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Category and the remaining available Equity Shares shall be allocated on a proportionate basis. For further details, see “Offer Procedure” on page 399.
Mode of Bidding [^]	Through ASBA process only except for Anchor Investors	Through ASBA process only (Including the UPI Mechanism for an application size of up to ₹ 0.50 million).	Through ASBA process only (including the UPI Mechanism)
Minimum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹ 0.20 million	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹ 0.20 million	[●] Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the Offer size (excluding Anchor Investor portion), subject to applicable limits to each bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the Offer size (excluding the QIB Portion), subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 0.20 million
Mode of Allotment	Compulsorily in dematerialised form		
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Allotment Lot	[●] Equity Shares and in multiples of one Equity Share for QIBs and RIBs. The allotment to NIBs shall not be less than the minimum non-institutional application size (i.e., ₹ 0.20 million).		
Trading Lot	One Equity Share		
Who can Apply ⁽³⁾	Public financial institutions specified in Section 2(72) of the Companies Act, 2013, FPIs registered with SEBI (other than individuals, corporate bodies and family offices), scheduled commercial banks, mutual funds registered with SEBI, venture capital funds registered with the SEBI, AIFs, multilateral and bilateral development financial	Resident Indian individuals, HUFs (in the name of Karta), companies, corporate bodies, Eligible NRIs, scientific institutions, societies and trusts family offices and FPIs who are individuals, corporate bodies and family offices which are re-categorized as category II FPI (as defined in the SEBI FPI Regulations) and registered with SEBI	Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRIs

Particulars	QIBs ⁽¹⁾	Non-Institutional Investors	Retail Individual Investors
	institutions, state industrial development corporations, NBFC-SI, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds with a minimum corpus of ₹ 250.00 million, pension funds with a minimum corpus of ₹ 250.00 million registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, the National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI, published in the Gazette of India, insurance funds set up and managed by the army, navy, or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India		
Terms of Payment	In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids⁽⁴⁾. In case of all other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidders, or by the Sponsor Bank(s) through the UPI Mechanism (other than Anchor Investors) that is specified in the Bid cum Application Form at the time of the submission of the Bid cum Application Form.		

^{*/^}Assuming full subscription in the Offer

[^]As per SEBI ICDR Master Circular, ASBA applications in public issues shall be processed only after the application monies are blocked in the bank accounts of the investors. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, NIIs and RIIs and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

⁽¹⁾ Subject to valid Bids being received at or above the Offer Price, our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹ 100.00 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100.00 million but up to ₹ 2,500.00 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹ 50.00 million per Anchor Investor, and (iii) in case of allocation above ₹ 2,500.00 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500.00 million, and an additional 10 Anchor Investors for every additional ₹ 2,500.00 million or part thereof will be permitted, subject to minimum allotment of ₹ 50.00 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹ 100.00 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors, which price shall be determined by the Company, in consultation with the BRLM.

⁽²⁾ This Offer is being made in accordance with Rule 19(2)(b) of the SCRR, through the Book Building Process, in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer will be available for allocation to QIBs on a proportionate basis, provided that the Anchor Investor Portion may be allocated on a discretionary basis. Further, not less than 15% of the Offer will be available for allocation to Non-Institutional Investors, of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size exceeding ₹ 0.20 million and up to ₹ 1.00 million and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 1.00 million and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Offer will be available for allocation to Retail Individual Investors in accordance with SEBI ICDR

Regulations, subject to valid Bids being received at or above the Offer Price. Under-subscription, if any, in any category, except the QIB Portion, would be met with spill-over from any other category or categories, as applicable, at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange, subject to valid Bids being received at or above the Offer Price and in accordance with applicable laws. Under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.

(3) In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders.

(4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares, pursuant to the Offer.

OFFER PROCEDURE

All Bidders should read the General Information Document for Investing in Public Offers prepared and offered in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 Offered by SEBI and the UPI Circulars (the “**General Information Document**”) which highlights the key rules, processes and procedures applicable to public Offers in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the Abridged Prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v)issuance of CAN and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications and electronic registration of bids; (ix)submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act, 2013relating to punishment for fictitious applications; (xii) mode of making refunds; (xiii)Designated Date;(xiv)disposal of applications; and(xv)interest in case of delay in Allotment or refund.

SEBI through the UPI Circulars has introduced an alternate payment mechanism using Unified Payments Interface (“**UPI**”) and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism in addition to ASBA for applications by Retail Individual Bidders through intermediaries from January 1, 2019. The UPI Mechanism for Retail Individual Bidders applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days (“**UPI Phase I**”), until June 30, 2019. Subsequently, for applications by Retail Individual Bidders through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds was discontinued and Retail Individual Bidders submitting their ASBA Forms through Designated Intermediaries (other than SCSBs) were allowed to only use UPI Mechanism with a timeline of T+6 days pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 (“**UPI Phase II**”). Furthermore, pursuant to SEBI ICDR Master Circular, all individual bidders in initial public offerings whose Bid sizes are up to ₹ 500,000 shall use the UPI Mechanism for submitting their Bids. Thereafter, pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the final reduced timeline of T+3 days (“**UPI Phase III**”), using the UPI Mechanism for applications by UPI Bidders has become mandatory for public issues opening on or after December 1, 2023. (“**T+3 Circular**”). Accordingly, the Offer will be undertaken pursuant to the processes and procedures under UPI Phase III on mandatory basis, subject to any circulars, clarification or notification issued by the SEBI pursuant to the T+3 Circular. Subsequently, SEBI, vide the SEBI RTA Master Circular, read with the SEBI ICDR Master Circular, consolidated the aforementioned circulars to the extent relevant for RTAs, and rescinded these circulars.

Further, pursuant to the SEBI RTA Master Circular and SEBI ICDR Master Circular, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

The BRLM shall be the nodal entity for any Issues arising out of the public issuance process. In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and the BRLM shall continue to coordinate with intermediaries involved in the said process.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date in accordance with the SEBI ICDR Master Circular the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in its sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The BRLM shall be the nodal entity for any issues arising out of the public issuance process.

SEBI vide its circular no. SEBI/HO/CFD/CFD-TPD-1/P/CIR/2024/5 dated May 24, 2024 (“**AV Circular**”) has introduced the disclosure of audiovisual presentation of disclosures made in Offer Documents. Pursuant to the AV Circular, investors are advised not to rely on any other document, content or information provided in respect to the public issue on the internet/online websites/social media platforms/micro-blogging platforms by finfluencers. Further, investors are advised to rely only on the information contained in the Offer document and Price Band Advertisement for

making investment decision.

Our Company, each of the Selling Shareholders, the BRLM and the members of the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with Applicable Laws and does not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus. Further, our Company, each of the Selling Shareholders and the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be available for allocation to QIBs on a proportionate basis, provided that our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from them at or above the Anchor Investor Allocation Price. In case of under-subscription or non-allocation in the Anchor Investor Portion, the remaining Equity Shares will be added back to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 1.00 million and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Further, not less than 35% of the Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or categories, as applicable, at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange, subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion, will not be allowed to be met with spill-over from any other category or a combination of categories. In case of an undersubscription in the Offer, the allocation of the Equity Shares will be in accordance with the procedure specified in the section “*Terms of the Offer – Minimum Subscription*” on page 393.

Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020, press release dated June 25, 2021, September 17, 2021, March 30, 2022 and March 28, 2023, and any subsequent press releases in this regard.

In accordance with Rule 19(2)(b) of the SCRR, the Offer will constitute at least [●] % of the post Offer paid-up Equity Share capital of our Company.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders’ depository account, including DP ID, Client ID, PAN and UPI ID (for UPI Bidders), shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

However, they may get the Equity Shares rematerialised subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws and any subsequent press releases in this regard.

Phased implementation of UPI for Bids by RIBs as per the UPI Circulars.

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 UPI Bidders through Designated Intermediaries with the objective to reduce the time duration from public issue closure to

listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RII had the option to submit the ASBA Form with any of the Designated Intermediary and use his/her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019, and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II 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 was discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase.

SEBI through its circular SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, prescribed that all individual bidders applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 0.50 million, shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹ 0.20 million and up to ₹ 0.50 million, using the UPI Mechanism, shall provide their UPI ID in the Bid cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Offer is being made under Phase III of the UPI (on a mandatory basis).

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders using the UPI.

Individual investors bidding under the Non-Institutional Portion bidding for more than ₹ 200,000 and up to ₹ 500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the SEBI ICDR Master Circular.

Pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“**UPI Streamlining Circular**”), to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streamlining Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Manager, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Manager. Additionally, if there is any delay in the redressal of investors’ complaints, the relevant SCSB as well as the post –Offer Book Running Lead Manager will be required to compensate the concerned investor.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at relevant Bidding Centers and at our Registered Office. Electronic copy of the Bid cum Application Forms will also be available for download on the websites of the NSE (www.nseindia.com) and the BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date. UPI Bidders may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI.

Copies of the Anchor Investor Application Form will be available at the office of the BRLM.

All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer. UPI Bidders shall Bid in the Offer through UPI Mechanism for submitting their bids to Designated Intermediaries and are allowed to use ASBA Process by way of ASBA Forms to submit their bids directly to SCSBs. Anchor Investors are not permitted to participate in this Offer through the ASBA process.

Bidders (other than Anchor Investors and UPI Bidders) must provide bank account details and authorisation by the ASBA account holder to block funds in their respective ASBA Accounts in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such details are liable to be rejected.

UPI Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) shall be required to bid using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Bid cum Application Form. UPI Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) without mentioning the UPI ID are liable to be rejected. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

Further, ASBA Bidders shall ensure that the Bids are submitted at the Bidding Centers only on ASBA Forms bearing the stamp of a Designated Intermediary (except in case of electronic ASBA Forms) and ASBA Forms not bearing such specified stamp may be liable for rejection. UPI Bidders using UPI Mechanism, will be required to submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIIs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. Bidders, using the ASBA process to participate in the Offer, must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked therein. In order to ensure timely information to investors SCSBs are required to send SMS alerts to investors intimating them about the Bid Amounts blocked/unblocked.

Since the Offer is made under Phase III, (on a mandatory basis) ASBA Bidders may submit the ASBA Form in the manner below:

- (i) RIIs (other than UPI Bidders) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

- (ii) UPI Bidders may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- (iii) QIBs and NIIs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

The ASBA Bidders, including UPI Bidders, shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, which shall be effective from September 1, 2022, to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs (except UPI Bidders). ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank(s), as applicable at the time of submitting the Bid.

Anchor Investors are not permitted to participate in the Offer through the ASBA process. For Anchor Investors, the Anchor Investor Application Form will be available with the BRLM

- (iv) The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Investors, UPI Bidders and Eligible NRIs applying on a non-repatriation basis	[●]
Eligible NRIs, FPIs and registered bilateral and multilateral development financial institutions applying on a repatriation basis^	[●]
Anchor Investors**	[●]

* Excluding electronic Bid cum Application Forms

Notes:

^Electronic Bid cum Application forms and the Abridged Prospectus will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).

**The Anchor Investor Application Forms shall be available at the office of the BRLM.

In case of ASBA forms, the relevant Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges and the Stock Exchanges validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. The Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on application monies blocked. For UPI Bidders, the Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded. The Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. For ASBA Forms (other than UPI Bidders) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

For UPI Bidders, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis through API integration to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate the UPI Bidders in case of failed transactions shall be with the concerned entity

(i.e., the Sponsor Bank(s), NPCI or the Bankers to the Offer) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Offer shall provide the audit trail to the Book Running Lead Manager for analysing the same and fixing liability.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the Book Running Lead Manager in the format and within the timelines as specified under the SEBI UPI Circulars. Sponsor Bank(s) 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 Bank(s) on a continuous basis

The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such SCSBs provide a written confirmation in compliance with the SEBI RTA Master Circular, in a format prescribed by SEBI in accordance the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law.

Pursuant to NSE circular dated August 3, 2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

- (a) Cut-off time for acceptance of UPI Mandate shall be up to 5:00 pm on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrar to the Offer and depository participants shall continue till further notice.
- (b) There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued.
- (c) Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period upto 5:00 pm on the initial public offer closure day.

Exchanges shall display bid details of only successful ASBA blocked applications i.e. Application with latest status as RC 100 – Block Request Accepted by Investor/ Client.

Electronic registration of Bids

- (a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer.
- (b) On the Bid/ Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in this Draft Red Herring Prospectus.
- (c) Only Bids that are uploaded on the Stock Exchanges platform are considered for allocation/Allotment. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange platform during the Bid/Offer Period till 5.00 pm on the Bid/ Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.
- (d) QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

Participation by Promoters and members of the Promoter Group of the Company, the BRLM, associates and affiliates of the BRLM and the Syndicate Members

The BRLM and the Syndicate Members shall not be allowed to purchase/subscribe to the Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLM and the Syndicate Members may purchase/subscribe to the Equity Shares in the Offer in the QIB Portion or in the Non-Institutional Portion, as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLM and Syndicate Members, shall be treated equally for the purpose of

allocation to be made on a proportionate basis.

Neither the BRLM or any associate of the BRLM (except Mutual Funds sponsored by entities which are associates of the BRLM or insurance companies promoted by entities which are associate of BRLM or AIFs sponsored by the entities which are associate of the BRLM or FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associates of the BRLM) can apply in the Offer under the Anchor Investor Portion.

Further, an Anchor Investor shall be deemed to be an “associate of the Book Running Lead Manager” if: (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLM.

Further, the Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer. Furthermore, persons related to the Promoters and the Promoter Group shall not apply in the Offer under the Anchor Investor Portion. It is clarified that a qualified institutional buyer who has rights under a shareholders agreement or voting agreement entered into with any of the Promoters or members of the Promoter Group of our Company, veto rights or a right to appoint any nominee director on our Board, shall be deemed to be a person related to a Promoter or member of the Promoter Group of our Company.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme concerned for which the Bid is submitted.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs applying on a repatriation basis should authorise their respective SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non-Resident External Accounts (“**NRE Account**”) (including UPI ID, if activated), or Foreign Currency Non-Resident Accounts (“**FCNR Account**”), and Eligible NRIs bidding on a non-repatriation basis by using Resident Forms should authorise their respective SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders) to block their Non-Resident Ordinary (“**NRO**”) accounts for the full Bid amount, at the time of submission of the Bid cum Application Form. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour). Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). By way of Press Note 1 (2021 Series) dated March 19, 2021, issued by the DPIIT, it has been clarified that an investment made by a NRI or an Indian entity which is owned and controlled by NRIs on a non-repatriation basis, shall not be considered for calculation of indirect foreign investment.

Eligible NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/NRO accounts.

In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up Equity Share capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all

NRIs and Overseas Citizen of India (“OCI”) put together shall not exceed 10% of the total paid-up Equity Share capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company. Our Company has by way of a special resolution dated May 8, 2025 increased the aforesaid aggregate ceiling of 10% to 24%.

For details, see “*Restrictions on Foreign Ownership of Indian Securities*” on page 420.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder/applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form as follows: “Name of sole or first Bidder/applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Bids/applications by HUFs will be considered at par with Bids/applications from individuals.

Bids by FPIs

In terms of the FEMA, FEMA Rules and SEBI FPI Regulations, investment in the Equity Shares by a single FPI or an investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital on a fully diluted basis. Further, in terms of the applicable FEMA Rules the total holding by each FPI or an investor group cannot exceed 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis, as applicable and the aggregate holdings of all the FPIs, including any other direct and indirect foreign investments in our Company, shall not exceed the sectoral cap.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions specified under the FEMA Rules and as specified by the Government of India from time to time.

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the capital of an Indian company is subject to certain limits, i.e. the individual holding of an FPI (including its investor group) is restricted to below 10% of the total paid-up share capital of the company. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up equity share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100% under automatic route). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for Offer procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI is permitted to Offer, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

- (a) such offshore derivative instruments are issued only by persons registered as Category I FPIs;
- (b) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs;
- (c) such offshore derivative instruments are issued after compliance with the ‘know your client’ norms as specified by SEBI; and
- (d) such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (a) to (d)); including the conditions to deal in overseas direct instruments and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations (such structure referred to as “**MIM Structure**”), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation in the Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Participation of FPIs in the Offer shall be subject to the FEMA Rules.

There is no reservation for Eligible NRI Bidders, AIFs and FPIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

Bids by SEBI registered Alternative Investment Funds and Venture Capital Funds

The SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI (Venture Capital Funds) Regulations, 1996 until the existing fund or scheme managed by the fund is wound up.

Category I and II AIFs 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 VCF registered as a category I AIF, cannot invest more than one-third of its investible funds, in the aggregate, in certain specified instruments, including by way of subscription to an initial public offering of a venture capital undertaking. The holding in any company by any individual VCF registered with SEBI should not exceed 25% of the corpus of the VCF. A VCF can invest only up to 33.33% of its investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering of a venture capital undertaking or an investee company (as defined under the SEBI AIF Regulations).

Participation of AIFs and VCFs shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholders or the BRLM shall not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee is required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the BRLM reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the “Banking Regulation Act”), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 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. Bids by banking companies should not exceed the investment limits prescribed for them under the applicable laws.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars bearing no. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013, dated September 13, 2012 and January 2, 2013, respectively, issued by the SEBI. Such SCSBs 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 Bids.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, the Company, in consultation with BRLM, reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (“**IRDA Investment Regulations**”) based on the investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDA Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by NBFC-SI, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s) and such other approvals as may be required by the NBFC – SI, must be attached to the Bid-cum Application Form. Failing this, our Company, in consultation with the BRLM reserves the right to reject any Bid, without assigning any reason thereof. NBFC-SI participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for NBFC – SI shall be prescribed by RBI from time to time.

Bids under power of attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SI, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250.00 million (subject to applicable laws) and pension funds with a minimum corpus of ₹ 250.00 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company, in consultation with the BRLM, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company, in consultation with the BRLM, may deem fit.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, with minimum corpus of ₹ 250.00 million, subject to applicable laws, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM reserves the right to reject any Bid, without assigning any reason therefore.

Bids by Anchor Investors

In accordance with the SEBI Regulations, the key terms for participation by Anchor Investors are provided below:

- 1) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the office of the Book Running Lead Manager.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100.00 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100.00 million.
- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- 4) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date.
- 5) Our Company, in consultation with the Book Running Lead Manager will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100.00 million; (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100.00 million but up to ₹ 2,500.00 million, subject to a minimum Allotment of ₹ 50.00 million per Anchor Investor; and (c) in case of allocation above ₹ 2,500.00 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500.00 million, and an additional 10 Anchor Investors for every additional ₹ 2,500.00 million, subject to minimum allotment of ₹ 50.00 million per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation will be made available in the public domain by the Book Running Lead Manager before the Bid/ Offer Opening Date, through intimation to the Stock Exchanges.
- 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-In Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price and the difference amount shall not be refunded to the Anchor Investors.
- 9) Any Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in the following manner: there shall be a lock-in of 90 days on 50% of the Equity Shares Allotted to each of the Anchor Investors from the date of Allotment, and a lock-in of 30 days on the remaining 50% of the Equity Shares Allotted to each of the Anchor Investors from the date of Allotment.
- 10) Neither (a) the Book Running Lead Manager or any associate of the Book Running Lead Manager (other than mutual funds sponsored by entities which are associate of the Book Running Lead Manager or insurance companies promoted by entities which are associate of the Book Running Lead Manager or Alternate Investment Funds (AIFs) sponsored by the entities which are associates of the Book Running Lead Manager or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the Book Running Lead Manager) nor (b) the Promoter, Promoter Group or any person related to the Promoter or members of the Promoter Group shall apply under the Anchor Investors category.
- 11) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, please read the General Information Document.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus, when filed. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation and as specified in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus when filed.

In accordance with RBI regulations, OCBs cannot participate in the Offer.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he/she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLM are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

Pre-Offer and Price Band Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company will, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer and Price Band advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper, Hindi also being the regional language of Uttar Pradesh, where our Registered and Corporate Office is located, each with wide circulation. Our Company shall, in the pre-Offer and Price Band advertisement state the Bid / Offer Opening Date, the Bid / Offer Closing Date and the QIB Bid / Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment Advertisement

Our Company, the Book Running Lead Manager and the Registrar to the Offer shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in: (i) all editions of [●], a widely circulated English national daily newspaper; (ii) all editions of [●], a widely circulated Hindi national daily newspaper, Hindi being the regional language of Uttar Pradesh, where our Registered and Corporate Office is located.

The allotment advertisement shall be uploaded on the websites of our Company, the BRLM and the Registrar to the Offer, before 9:00 p.m. IST, on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the Equity Shares are proposed to be listed, provided such final listing and trading approval from all the Stock Exchanges is received prior to 9:00 p.m. IST on that day. In an event, if final listing and trading approval from all the Stock Exchanges is received post 9:00 p.m. IST on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the Equity Shares are proposed to be listed, then the allotment advertisement shall be uploaded on the websites of our Company, the BRLM and the Registrar to the Offer, following the receipt of final listing and trading approval from all the Stock Exchanges.

Signing of the Underwriting Agreement and the RoC Filing

- (a) Our Company, the Selling Shareholders and the Underwriters, prior to the filing of the Red Herring Prospectus or the Prospectus with the RoC, as applicable, and in accordance with the nature of underwriting which is determined in accordance with Regulation 40(3) of SEBI ICDR Regulations, will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer.

- (b) The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects.

General Instructions

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIIs can revise their Bid(s) during the Bid/ Offer Period and withdraw their Bid(s) until Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw or lower the size of their Bids after the Anchor Investor Bidding Date.

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
2. Ensure that your PAN is linked with Aadhaar ID and you are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press release dated June 25, 2021;
3. Ensure that you have Bid within the Price Band;
4. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
5. Ensure that you (other than in the case of Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number) in the Bid cum Application Form if you are not an UPI Bidder in the Bid cum Application Form and if you are an UPI Bidder ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
6. UPI Bidders through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;
7. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the GID;
8. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLM;
9. Ensure that you mandatorily have funds equal to or higher than the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;
10. If the First Bidder is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have an account with an SCSB and have mentioned the correct bank account number in the Bid cum Application Form (for all ASBA Bidders other than UPI Bidders);
11. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
12. Ensure that you request for and receive a stamped acknowledgement counterfoil or acknowledgment specifying the application number as a proof of having accepted Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
13. The ASBA bidders shall ensure that bids above ₹ 500,000, are uploaded only by the SCSBs;
14. Ensure that name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;

15. UPI Bidders Bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;⁴⁶³
16. Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs or the relevant Designated Intermediary, as applicable;
17. UPI Bidders in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID which is UPI 2.0 certified by NPCI to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;
18. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
19. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Banks, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
20. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/Dop/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular no. MRD/DoP/SE/Cir-8 /2006 dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial 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;
21. Ensure that the Demographic Details are updated, true and correct in all respects;
22. 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;
23. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
24. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of the power of attorney, if applicable, are submitted;
25. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
26. UPI Bidders who wish to Bid should submit Bid with the Designated Intermediaries, pursuant to which the UPI Bidder should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in the UPI Bidder's ASBA Account;
27. Since the Allotment will be in demat form only, ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;

28. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Banksto authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;
29. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 5:00 p.m. IST on 464
30. the Bid/ Offer Closing Date;
31. 30.Anchor Investors should submit the Anchor Investor Application Forms to the BRLM;
32. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;
33. Bids by Eligible NRIs for a Bid Amount of less than ₹ 0.20 million would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 0.20 million would be considered under the Non-Institutional Portion for allocation in the Offer;
34. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorisation of the mandate using his/her UPI PIN, an UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorised the Sponsor Banks to block the Bid Amount mentioned in the Bid Cum Application Form; and
35. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in).
36. Bidders (except UPI Bidders) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of RIBs, once the Sponsor Bank(s) issues the Mandate Request, the RIBs would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner.
37. UPI Bidders who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Bank(s) to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;
3. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
4. Do not submit the ASBA Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centres;
5. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms;
6. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
8. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
9. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
10. Do not submit the Bid for an amount more than funds available in your ASBA account;
11. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;
12. In case of ASBA Bidders, do not submit more than one ASBA Form from an ASBA Account;
13. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of UPI Bidders using the UPI Mechanism, in the UPI linked bank account where funds for making the Bid are available;
14. If you are an UPI Bidder, do not submit more than one Bid cum Application Form for each UPI ID;
15. Anchor Investors should not Bid through the ASBA process;
16. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
17. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
18. Do not submit the General Index Register (GIR) number instead of the PAN;
19. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
20. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
21. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
22. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
23. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
24. Do not Bid on another Bid cum Application Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
25. Do not Bid for Equity Shares more than what is specified for each category;
26. If you are a QIB, do not submit your Bid after 3 p.m. IST on the QIB Bid/Offer Closing Date (for online applications) and after 12:00 p.m. on the Bid/ Offer Closing Date (for physical applications);
27. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;
28. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. RIBs can revise or withdraw their Bids on or before the Bid/ Offer Closing Date;
29. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres. If you are UPI Bidder, do not submit the ASBA Form directly with SCSBs;

30. If you are an UPI Bidder which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third-party bank account or third party linked bank account UPI ID;
31. Do not Bid if you are an OCB;466
32. 32.UPI Bidders using the incorrect UPI handle or using a bank account of an SCSB and/ or mobile applications which is not mentioned in the list provided on the SEBI website is liable to be rejected;
33. Do not submit the Bid cum Application Forms to any non-SCSB bank;
34. Do not submit a Bid cum Application Form with third party ASBA Bank Account or UPI ID (in case of Bids submitted by UPI Bidder);
35. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders; and
36. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹ 0.50 million.

For helpline details of the Book Running Lead Manager, see “*General Information*” on page 78.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for technical rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by UPI Bidders through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by UPI Bidders using third-party bank accounts or using a third-party linked bank account UPI ID (subject to availability of information regarding third-party account from Sponsor Bank(s));
6. Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Manager;
7. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;
8. ASBA Form by the UPI Bidders using third party bank accounts or using third party linked bank account UPI IDs;
9. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
10. Bids submitted without the signature of the First Bidder or Sole Bidder;
11. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
12. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
13. GIR number furnished instead of PAN;
14. Bids by RIBs with Bid Amount of a value of more than ₹ 0.20 million;

15. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
16. Bids accompanied by stock invest, money order, postal order, or cash; and
17. Bids uploaded by QIBs and by Non-Institutional Bidders after 4.00 pm on the Bid/Offer Closing Date and Bids by RIBs uploaded after 5.00 p.m. on the Bid/Offer Closing Date, unless extended by the Stock Exchanges. On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received RIBs, after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchanges.

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to our Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, see “General Information” on page 78.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated in accordance with applicable law.

Further, Bidders shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular (to the extent applicable) in case of delays in resolving investor grievances in relation to blocking/unblocking of funds. The BRLM shall be the nodal entity for any issues arising out of public issuance process.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and the BRLM shall continue to coordinate with intermediaries involved in the said process.

For details of grounds for technical rejections of a Bid cum Application Form, see the General Information Document.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Stock Exchanges, along with the BRLM and the Registrar, shall ensure that 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 except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than 1% of the Offer to public may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the Retail Individual Investors, Non-Institutional Investors and Anchor Investors 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 Investor shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Investor Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis.

The Allotment to each Non-Institutional Investor shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis, which shall be subject to the following, and in accordance with the SEBI ICDR Regulations: (i) one-third of the Non-Institutional Portion will be available for allocation to Bidders with a Bid size of more than ₹ 200,000 and up to ₹ 1,000,000, and (ii) two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with a Bid size of more than ₹ 1,000,000, provided that under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion.

The allocation to each Non-Institutional Investor shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI

ICDR Regulations.

Payment into Escrow Account(s) for Anchor Investors

Our Company, in consultation with the BRLM, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT). For Anchor Investors, the payment instruments for payment into the Escrow Accounts should be drawn in favour of:

- (a) In case of resident Anchor Investors: “[●]”;
- (b) In case of non-resident Anchor Investors: “[●]”.

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholders, the Syndicate, the Bankers to the Offer and the Registrar to the Offer to facilitate collection of Bid Amounts from Anchor Investors.

Undertakings by our Company

Our Company undertakes the following:

- (a) The complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- (b) if Allotment is not made, refunds are not made to the Bidders or listing and trading approvals are not obtained within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and applicable law for the delayed period;
- (c) That all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within three Working Days of the Bid/ Offer Closing Date or such other timeline as may be prescribed by SEBI;
- (d) That funds required for making refunds to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by the Company;
- (e) That where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the unsuccessful Bidder within four Working Days from the Bid/ Offer Closing Date, or such time period as specified by SEBI, giving details of the bank where the refunds shall be credited along with the amount and the expected date of electronic credit of refund;
- (f) The decisions with respect to the Price Band and the Minimum Bid lot as applicable, revision of Price Band, Offer Price, will be taken by our Company, in consultation with the BRLM.
- (g) that if our Company does not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given by our Company as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements would be published. The Stock Exchanges shall be informed promptly;
- (h) that if our Company, in consultation with the BRLM withdraw the Offer after the Bid/ Offer Closing Date, our Company shall be required to file a fresh DRHP with SEBI, in the event our Company and/or the Selling Shareholders subsequently decides to proceed with the Offer;
- (i) Except for Equity Shares that may be allotted pursuant to the Pre – IPO Placement, no further Offer of Equity Shares shall be made until the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded/ unblocked in the ASBA Accounts on account of non-listing, under-subscription etc.; and
- (j) That adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Forms from Anchor Investor.

Undertakings by the Selling Shareholders

Each of the Selling Shareholders, severally and not jointly, undertakes and/ or confirms the following:

- a. The Equity Shares offered pursuant to the Offer for Sale have been held by the Selling Shareholders for a period of at least one year prior to the date of this Draft Red Herring Prospectus, and are free and clear of any liens or encumbrances and, to the extent that the Equity Shares being offered have resulted from a bonus issue, the bonus issue has been on equity shares held for a period of at least one year prior to the filing of this Draft Red Herring Prospectus and are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations;
- b. They are the legal and beneficial owners of and has full title to their respective Equity Shares being offered through the Offer for Sale;
- c. They will not have recourse to the proceeds of the Offer for Sale, until approval for trading of the Equity Shares from all Stock Exchanges where listing is sought has been received;
- d. They will not sell, transfer, dispose of in any manner or create any lien, charge or encumbrance on the Equity Shares offered in the Offer for Sale;
- e. They shall deposit the Equity Shares offered for sale by them in the Offer in an escrow demat account in accordance with the Share Escrow Agreement;
- f. They shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer;
- g. They will take all such steps as may be required to ensure that the Equity Shares being sold by them in the Offer for Sale are available for transfer in the Offer for Sale; and
- h. They will provide assistance to the Company, as may be reasonably required and necessary in accordance with applicable laws, for the completion of the necessary formalities in relation to the Equity Shares being offered by it under the Offer for Sale.

Utilisation of Offer Proceeds

Our Board certifies that:

- (a) details of all monies utilised out of the Offer shall be disclosed, and continue to be disclosed till the time any part of the Offer proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and
- (b) details of all unutilised monies out of the Offer, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who –

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its 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 for fraud involving an amount of at least ₹ 1.00 million or one per cent of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1.00 million 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 ₹ 5.00 million or with both.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government of India has from time to time made policy pronouncements on foreign direct investment (“FDI”) through press notes and press releases.

The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly, Department of Industrial Policy and Promotion) (“DPIIT”) issued the Consolidated FDI Policy Circular of 2020, (“**Consolidated FDI Policy**”) which, with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that: (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations, (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI policy, and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. The RBI and the concerned ministry/department are responsible for granting the approval for foreign investment under the FDI Circular and FEMA.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Issue shall be on the basis of the FEMA Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future FDI in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. These investment restrictions shall also apply to subscribers of offshore derivative instruments.

As per the Consolidated FDI Policy, read with FEMA Rules, 100% foreign direct investment is permitted under the automatic route in the sector in which our Company operates, however, investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Bid/Offer Period.

As per the existing policy of the Government of India, OCBs cannot participate in the Offer.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see “*Offer Procedure – Bids by Eligible NRIs*” and “*Offer Procedure – Bids by FPIs*” on pages 405 and 406, respectively.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in ‘offshore transactions’ in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations, seek independent legal advice about its liability to participate in the Offer and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII: DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. The main provisions of the Articles of Association of our Company are detailed below.

No material clause of the Articles of Association having bearing on the Offer or the disclosures required in this Draft Red Herring Prospectus has been omitted. As on the date of this Draft Red Herring Prospectus, the provisions of the Articles of Association of our Company are in compliance with the Companies Act and applicable securities laws.

COMPANY LIMITED BY SHARES UNDER THE COMPANIES ACT, 2013 ARTICLES OF ASSOCIATION OF SILVERTON INDUSTRIES LIMITED*

This set of Articles of Association has been approved pursuant to the provisions of Section 14 of the Companies Act, 2013 and by a special resolution passed at the Extraordinary General Meeting of Silvertion Industries Private Limited of (the “**Company**”) held on 22nd April, 2025. These Articles have been adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

INTERPRETATION

- I.**
- (1) In these regulations—
 - (a) “The Act” means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.
 - (b) “The seal” means the common seal of the company.
 - (c) The “Depository” means a depository, as defined in clause (e) of sub-section (1) of Section 2 of the Depositories Act, 1996 and a company formed and registered under the Companies Act, 1956/2013 and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992.
 - (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.

PUBLIC COMPANY

- (3) “Public company” means a company which—
 - (a) is not a private company;
 - (b) has a minimum paid-up share capital, as may be prescribed:

Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its article.

SHARE CAPITAL AND VARIATION OF RIGHTS

- II.**
- 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the directors (“**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 (subject to the compliance with the provision of sections 53, 54 and 62 of the

Act) at a discount and at such time as they may from time to time think fit and with sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the company in the General Meeting.

2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission, sub-division, consolidation or renewal of any of its shares as the case may be 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.
 - (iv) The Company or a member of the Company may exercise an option to issue, deal in, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialised, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification thereto or re-enactment thereof.
 - (v) The Company shall cause to be kept a register and index of members in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with details of shares held in physical and dematerialized forms in any medium as may be permitted by law including in any form of electronic medium.
3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. Every certificate under the article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not less than Rupees twenty and not exceeding Rupees fifty for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulation or requirements of any Stock Exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof in this behalf.
 - (ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.
4. Except as required by law, no person shall be recognized 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 recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.
- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

LIEN

9. (i) The company shall have a first and paramount lien—
 - (a) On every share (not being a fully paid share), for all monies (whether presently payable or not) registered in the name of each member (whether solely or jointly with others) called, or payable at a fixed time, in respect of that share; and

Provided that the Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
- (ii) The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
- (iii) the fully paid shares will be free from all lien, while in the case of partly paid shares, the Company's lien, if any, will be restricted to moneys called or payable at a fixed time in respect of such shares.
10. The Company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

 - (a) Unless a sum in respect of which the lien exists is presently payable; or
 - (b) Until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
11. (i) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

- (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- 12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

- 13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times;

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
- (iii) A call may be revoked or postponed at the discretion of the Board.
- 14. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
- 15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
- 17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
- 18. The Board—
 - (a) May, if it thinks fit, subject to the provisions of Section 50 of the Act, agree to and receive from any member willing to advance the same, all or any part of the monies due upon the shares held by him beyond the sums actually called for; and
 - (b) upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the company may pay interest at such rate, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced.

The members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.

The provisions of this Article 18 shall mutatis mutandis apply to the calls on debentures of the company.

TRANSFER OF SHARES

19. (i) The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

Shares or other securities of any Member shall be freely transferable, provided that any contract or arrangement between two or more persons in respect of transfer of securities shall be enforceable as a contract.

(iii) The Company shall use a common form of transfer for transfer of shares.

(iv) No fee shall be charged for registration of transfer, transmission, probate, succession certificate and Letters of administration, Certificate of Death or Marriage, Power of Attorney, or similar other document.

20. The Board may, subject to the right of appeal conferred by section 58 declines 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.

Provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on shares.

(c) Subject to the provisions of Sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other Law for the time being in force, the Board may, refuse to register the transfer of, or the transmission by operation of law of the right to, any securities or interest of a Shareholder in the Company. The Company shall within thirty days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal.

21. The Board may decline to recognize any instrument of transfer unless—

(a) The instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(b) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) The instrument of transfer is in respect of only one class of shares.

22. On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

TRANSMISSION OF SHARES

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
- (a) To be registered himself as holder of the share; or
- (b) To make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

27. If a member fails to pay any call, or 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.
28. The notice aforesaid shall—
- (a) Name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- (b) State that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

30. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
31. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
32. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- (iii) The transferee shall thereupon be registered as the holder of the share; and
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
33. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

ALTERATION OF CAPITAL

34. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

(A) FURTHER ISSUE OF SHARES

- (1) Where at any time, it is proposed to increase the subscribed capital of the company by allotment of further shares then:
 - (a) Such further shares shall be offered to the persons who, at the date of the offer, are holders of the equity shares of the company, in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer, subject to the following conditions, namely:-
 - (i) The offer aforesaid shall be made by a notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer, or such other period as may be prescribed under applicable law, if not accepted, will be deemed to have been declined;
 - (ii) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in sub-clause (i) shall contain a statement of this right;
 - (iii) After the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of

them in such manner which is not disadvantageous to the shareholders and the company.

- (b) Such further shares shall be offered to employees under a scheme of employees' stock option, subject to a special resolution passed by the Company and subject to such conditions as may be prescribed; or
- (c) Such further shall be offered to any persons, if authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed.

- (2) The notice referred to in sub-clause (i) of clause (a) of sub-section (1) shall be dispatched through registered post or speed post or through electronic mode to all existing shareholders at least three days before the opening of the issue.
- (3) Nothing in this section shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the debentures issued or a loan raised by the Company to convert such debentures or loans into shares in the Company:

Provided that the terms of the issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the Company in a general meeting.

- (4) Notwithstanding anything contained in sub-section (3), where any debentures have been issued, or loan has been obtained from any Government by a company, and if that Government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such conversion:

Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to the Tribunal which shall after the company and Government pass such order as it deems fit.

- (5) In determining the terms and conditions of conversion under sub-section (4), the Government shall have due regard to the financial position of the company, the terms of issue of debentures or loans, as the case may be, the rate of interest payable on such debentures or loans and such other matters as it may consider necessary.
- (6) Where the Government has, by an order made under sub-section (4), directed that any debenture or loan or any part thereof shall be converted into shares in a company and where no appeal has been preferred to the Tribunal under sub-section (4) or where such appeal has been dismissed, the memorandum of such company shall, stand altered and the authorized share capital of such company shall stand increased by an amount equal to the amount of the value of shares which such debentures or loans or part thereof has been converted into.

(B) Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the company in the General Meeting by a Special Resolution.

(C) The provisions contained in this Article shall be subject to the provisions of Section 42, Section 62 (4), 62 (5), and 62 (6) of the Act, the Rules and the applicable provisions of the Act.

35. Subject to the provisions of section 61, the company may, by ordinary resolution,—

- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

Provided that no consolidation and division which results in changes in the voting percentage of shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner.

- (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 , so however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived
- (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, and diminish the amount of its Share Capital by the amount of the shares so cancelled. A cancellation of shares in pursuance of this Article shall not be deemed to be a reduction of Share Capital within the meaning of the Act.

36. Where shares are converted into stock,—

- (a) The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- (c) Such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law—

- (a) Its share capital;
- (b) Any capital redemption reserve account; or
- (c) Any share premium account.

CAPITALIZATION OF PROFITS

38. (i) The company in general meeting may, upon the recommendation of the Board, resolve—
- (a) That it is desirable to capitalize any part of the amount for the time being Standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - (b) That such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (C) Partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
 - (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
 - (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
39. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- (a) Make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and
 - (b) Generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power—
- (a) To make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - (b) To authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, 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 capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

BUY-BACK OF SHARES

40. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

GENERAL MEETINGS

41. All general meetings other than annual general meeting shall be called extraordinary general meeting.
- (a). 42. In accordance with the provisions of the Act, the Company shall in each year hold a General Meeting specified as its Annual General Meeting and shall specify the meeting as such in the notices convening

such meetings. Further, not more than 15 (fifteen) months gap shall exist between the date of one Annual General Meeting and the date of the next.

- (b). Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96(1) of the Act to extend the time within which any Annual General Meeting may be held.
- (c). 43. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (d). (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETINGS

- 44. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
- 45. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
- 46. 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.
- 47. 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.
- 48. Notwithstanding anything contained in the first proviso of clause (1) of section 203 of the Companies Act, 2013 and the rules made thereunder including any amendment thereto or re-enactment thereof for the time being in force, the Managing Director can be appointed as the Chairman of the company.

ADJOURNMENT OF MEETING

- 49. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING RIGHTS

- 50. Subject to any rights or restrictions for the time being attached to any class or classes of shares, -
 - (a) on a show of hands, every member present in person shall have one vote; and
 - (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

51. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
52. (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.
53. 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.
54. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
55. 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.
56. (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

57. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized 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.
58. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
59. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS OR BOARD

60. The following shall be the first directors of the Company:
1. KAMAL GOEL
 2. DEEPAK GOEL
 3. PANKAJ GOEL
 4. SATISH KUMAR GUPTA
61. Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the SEBI Listing Regulations, if applicable. The Board shall have an optimum combination of executive and Independent Directors with at least 1 (one) woman Director, as may be prescribed by law from time to time.

The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other law, as may be applicable. Further, the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

62. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
- (b) in connection with the business of the company.
63. The Board may pay all expenses incurred in getting up and registering the company.
64. A Director shall not be required to hold any qualification shares of the Company.
65. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
66. 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.
67. 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.
68. (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

69. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
70. (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.
71. 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.
72. (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.
- 73. (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.
- 74. (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.
- 75. (i) A committee may meet and adjourn as it thinks fit.
- (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
- 76. 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.
- 77. 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.
- 78. Subject to the provisions of the Act,—
 - (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
 - (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
- 79. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

THE SEAL

- 80. (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

DIVIDENDS AND RESERVE

- 81. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

82. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
83. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
84. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii) That any amount paid-up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof, in dividend subsequently declared.
- (iv) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
- (i) That there will be no forfeiture of unclaimed dividends before the claim becomes barred by law
- (ii) Unpaid Or Unclaimed Dividend: Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, transfer the total amount of dividend which remains unpaid or unclaimed within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days, to a special account to be opened by the company in that behalf in any scheduled bank

The company shall, within a period of ninety days of making any transfer of an amount under sub-section (1) to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the company, if any, and also on any other website approved by the Central Government for this purpose, in such form, manner and other particulars as may be prescribed.

If any default is made in transferring the total amount referred to in sub-section (1) or any part thereof to the Unpaid Dividend Account of the company, it shall pay, from the date of such default, interest on so much of the amount as has not been transferred to the said account, at the rate of twelve per cent. per annum and the interest accruing on such amount shall ensure to the benefit of the members of the company in proportion to the amount remaining unpaid to them

Any money transferred to the unpaid dividend account of a company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the company to the Fund known as Investor Education and Protection Fund established under sub-section (1) of Section 125 of the Act, viz. "Investors Education and Protection Fund" and the Company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said fund and that authority shall issue a receipt to the Company as evidence of such transfer.

All shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred by the Company in the name of the Investors Education and Protection Fund subject to the provisions of the Act and Rules.

No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law.

85. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
86. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
87. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
88. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
89. No dividend shall bear interest against the company.

ACCOUNTS

90. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
- (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.

RIGHTS TO ISSUE SHARE WARRANTS

91. (i) The Company may issue share warrants subject to, and in accordance with provisions of the Act and SEBI Regulations, if applicable. The Board may, in its discretion, with respect to any share which is fully paid up on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) as the Board may from time to time require as to the identity of the person signing the application, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require having been paid, issue a warrant.
- (ii) The Board may, from time to time, make rules as to the terms on which it shall think fit, a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

CONVERSION OF SHARES INTO STOCK AND RECONVERSION

92. The Company in General Meeting may, by Ordinary Resolution, convert any Paid-up shares into stock and when any shares shall have been converted into stock, the several holders of such stock may henceforth transfer their respective interest therein, or any part of such interests, in the same manner and subject to the same regulations as those subject to which shares from which the stock arose might have been transferred, if no such conversion had taken place or as near thereto as circumstances will admit. The Company may, by an Ordinary Resolution, at any time reconvert any stock into Paid-up shares of any denomination. Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so however such minimum shall not exceed the nominal account from which the stock arose.

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 privileges or advantages, (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.

WINDING UP

93. Subject to the provisions of Chapter XX of the Act and rules made there under—
- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
 - (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
 - (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

94. 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 favor or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company which are or may be deemed material have been entered or are to be entered into by our Company. These contracts and also the documents for inspection referred to hereunder, will be attached to the copy of the Red Herring Prospectus which will be filed with the RoC, and will also be available at the following weblink: www.silvertonindustries.com. Physical copies of the above-mentioned documents referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. on all Working Days from the date of the Red Herring Prospectus until the Bid/Offer Closing Date.

Material contracts to the Offer

1. Offer Agreement dated June 27, 2025 entered into between our Company, the Selling Shareholders and the Book Running Lead Manager.
2. Registrar Agreement dated June 27, 2025 entered into between our Company, the Selling Shareholders and the Registrar to the Offer.
3. Cash Escrow and Sponsor Bank Agreement dated [●] amongst our Company, the Shareholders the Registrar to the Offer, the Book Running Lead Manager and Bankers to the Offer.
4. Syndicate Agreement dated [●] amongst our Company, the Selling Shareholders, the Book Running Lead Manager, the Registrar to the Offer and Syndicate Members.
5. Share Escrow Agreement dated [●] entered into among the Selling Shareholders, our Company and the Share Escrow Agent;
6. Monitoring Agency Agreement dated [●] entered into between our Company and the Monitoring Agency.
7. Underwriting Agreement dated [●] amongst our Company, the Selling Shareholders and the Underwriters.

Material Documents

1. Certified copies of the Memorandum of Association and the Articles of Association, as amended until date.
2. Certificate of incorporation dated May 15, 1995 issued to our Company by the RoC in the former name being 'Silverton Pulp & Papers Limited' and received a certificate for commencement of business dated May 26, 1995 from the RoC.
3. Fresh certificate of incorporation dated February 10, 2005, issued by the Registrar of Companies, Uttar Pradesh & Uttaranchal, Kanpur, upon conversion of our Company from a public limited company to a private limited company and consequent change in its name from 'Silverton Pulp & Papers Limited' to 'Silverton Pulp & Papers Private Limited'.
4. Fresh certificate of incorporation dated May 29, 2015, issued by the RoC upon change of name of our Company from 'Silverton Pulp & Papers Private Limited' to 'Silverton Industries Private Limited'.
5. Fresh certificate of incorporation dated June 29, 2015, issued by the RoC upon change of name of our Company from 'Silverton Industries Private Limited' to 'Silverton Pulp and Papers Private Limited'.
6. Fresh certificate of incorporation dated April 22, 2025, issued by the RoC upon change of name of our Company from 'Silverton Pulp and Papers Private Limited' to 'Silverton Industries Private Limited.'
7. Fresh certificate of incorporation dated May 8, 2025 issued by the RoC upon conversion of our Company from private limited company to public limited company and consequent change in name from 'Silverton Industries Private Limited' to 'Silverton Industries Limited'
8. Resolution of our Board dated June 18, 2025 authorising the Offer and other related matters, and the resolution of the Shareholders dated June 20, 2025, approving the Offer and other related matters.

9. Resolution dated June 27, 2025 passed by the Board approving this Draft Red Herring Prospectus.
10. Resolution of the Board dated June 27, 2025 taking on record the approval for the Offer for Sale by the Selling Shareholders.
11. Resolutions of our Board and Shareholders each dated May 8, 2025, approving the terms of appointment and remuneration of our Chairman and Managing Director, Akshay Jain.
12. Resolution of our Board and Shareholders each dated May 8, 2025, approving the terms of appointment and remuneration of our Whole-time Director, Rajeev Jain.
13. Resolution of our Board dated December 12, 2024 and Shareholders dated May 8, 2025, approving the terms of appointment and remuneration of our Whole-time Director, Rajesh Jain.
14. Consent letters from the Selling Shareholders, authorising their participation in the Offer. For further details, see “*The Offer*” beginning on page 71.
15. Resolution of the Audit Committee dated June 27, 2025, approving the KPIs.
16. Certificate dated June 27, 2025 from M/s. Agarwal Ajay & Associates, Chartered Accountants, our Statutory Auditors, certifying the KPIs of our Company.
17. Written consent dated June 26, 2025 from Agarwal Ajay & Associates, Chartered Accountants to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report dated June 14, 2025 on our Restated Financial Information; and (ii) their report dated June 26, 2025 on the statement of special tax benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.
18. Written consent dated June 21, 2025 from Prateek Virmani, the independent chartered engineer, to include his name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under Section 2(38) of the Companies Act, 2013, to the extent and in their capacity as an independent chartered engineer in respect of information certified by them, as included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.
19. Written consents each dated June 26, 2025, from Er. Kamal Chawla and Er. Pratik Virmai, respectively, to include their names as an ‘expert’ as defined under Section 2(38) of the Companies Act to the extent and in their capacity as independent chartered engineers with respect to the Cost Assessment Report issued by them, as included in this Draft Red Herring Prospectus; and such consents have not been withdrawn as of the date of this Draft Red Herring Prospectus. However, the term ‘expert’ shall not be construed to mean an ‘expert’ as defined under U.S. Securities Act.
20. Written consent dated June 26, 2025 from Ravi Shankar & Associates, Company Secretaries (having membership number 11987), the practising company secretary, holding a valid certificate of practice from Institute of Company Secretaries of India, to include her name as required under Section 26 (5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our practising company secretary, and in respect of certain certificates to be included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.
21. The examination report dated June 14, 2025 of our Statutory Auditor on the Restated Financial Information, included in this Draft Red Herring Prospectus.
22. The statement of possible special tax benefits dated June 26, 2025 from our Statutory Auditors.
23. Certificates dated June 27, 2025, respectively, issued by our Statutory Auditors, with respect to the (a) average cost of acquisition of shares by the Promoters and Selling Shareholders and weighted average price at which equity

shares of the Company were acquired; and (b) Basis for Offer Price;

24. Certificate dated June 26, 2025 issued by our Statutory Auditors, with respect to the capital expenditure to be incurred by our Company.
25. Certificate relating to utilization of loans for the purposes for which they were sanctioned dated June 26, 2025 issued by our Statutory Auditors;
26. Certificate relating to details of our Manufacturing Facility and utilization of capacities dated June 21, 2025 issued by Prateek Virmani, independent chartered engineer;
27. Industry report titled “*Assessment of Paper, Packaging & Packaged drinking water industry segments*” dated June 27, 2025 prepared and issued by CRISIL, available on our Company’s website at www.silvertonindustries.com.
28. Report titled “*Cost Assessment Report*” dated June 21, 2025 prepared and issued by Er. Kamal Chawla (Land & Building) & Er. Prateek Virmani (Plant & Machinery), available on our Company’s website at www.silvertonindustries.com.
29. Engagement letter dated March 13, 2025 entered into between the Company and CRISIL.
30. Power Purchase Agreement dated May 2, 2023 executed between Fourth Partner Solar Power Private Limited and our Company (“**Power Purchase Agreement**”) read with the amendment agreements dated May 29, 2024 and July 8, 2024, respectively to the Power Purchase Agreement.
31. Share Subscription and Shareholders Agreement dated May 2, 2023 executed between Fourth Partner Solar Power Private Limited, Fourth Partner Energy Private Limited, and our Company (“**SSHA**”) read with the amendment agreement dated July 8, 2024 to the SSHA.
32. Consents of the BRLM, the Registrar to the Offer, the Syndicate Members, Bankers to the Company, Escrow Collection Bank(s), Public Offer Account Bank(s), Refund Bank(s) and Sponsor Bank(s), Underwriter(s), Monitoring Agency, the legal counsel to the Company as to Indian law, our Promoters, our Directors, the Company Secretary and Compliance Officer, Chief Financial Officer and members of our Senior Management, to act in their respective capacities.
33. Copies of annual reports of our Company for Fiscal 2024, Fiscal 2023 and Fiscal 2022.
34. Tripartite agreement dated April 17, 2025, among our Company, NSDL and the Registrar to the Offer.
35. Tripartite agreement dated May 19, 2025 among our Company, CDSL and the Registrar to the Offer.
36. Due diligence certificate dated June 27, 2025 addressed to SEBI from the Book Running Lead Manager.
37. In-principle listing approvals dated [●] and [●] from BSE and NSE, respectively.
38. SEBI final observation letter, bearing reference number [●] dated [●].

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956 (SCRA), the Securities Contracts (Regulation) Rules, 1957 (SCRR) and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE MANAGING DIRECTOR OF OUR COMPANY

Akshay Jain
(Chairman and Managing Director)

Date: June 27, 2025

Place: Muzaffarnagar, Uttar Pradesh

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956 (SCRA), the Securities Contracts (Regulation) Rules, 1957 (SCRR) and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE WHOLE TIME DIRECTOR OF OUR COMPANY

Rajeev Jain
(Whole Time Director)

Date: June 27, 2025

Place: Muzaffarnagar, Uttar Pradesh

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956 (SCRA), the Securities Contracts (Regulation) Rules, 1957 (SCRR) and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE WHOLE TIME DIRECTOR OF OUR COMPANY

Rajesh Jain
(Whole-time Director)

Date: June 27, 2025

Place: Muzaffarnagar, Uttar Pradesh

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956 (SCRA), the Securities Contracts (Regulation) Rules, 1957 (SCRR) and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE INDEPENDENT DIRECTOR OF OUR COMPANY

Kanhaiyalal Chunnilal Chandak
(Independent Director)

Date: Juen 27, 2025

Place: Muzaffarnagar, Uttar Pradesh

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956 (SCRA), the Securities Contracts (Regulation) Rules, 1957 (SCRR) and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE INDEPENDENT DIRECTOR OF OUR COMPANY

Pallavi Mittal
(Independent Director)

Date: June 27, 2025

Place: Muzaffarnagar, Uttar Pradesh

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956 (SCRA), the Securities Contracts (Regulation) Rules, 1957 (SCRR) and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE INDEPENDENT DIRECTOR OF OUR COMPANY

Ajay Agarwal
(Independent Director)

Date: June 27, 2025

Place: Muzaffarnagar, Uttar Pradesh

DECLARATION

I hereby declare that all relevant provisions of the Companies Act, 2013 and the regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with, and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956 (SCRA), the Securities Contracts (Regulation) Rules, 1957 (SCRR) and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules made, or regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Sanjeev Jain
(Chief Financial Officer)

Date: June 27, 2025

Place: Muzaffarnagar, Uttar Pradesh

DECLARATION BY PROMOTER SELLING SHAREHOLDER

I, Rajeev Jain, in my capacity as a Promoter Selling Shareholder, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus in relation to myself, as the Promoter Selling Shareholder and the respective portion of Equity Shares being offered by me in the Offer, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including, those made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Rajeev Jain

Date: June 27, 2025

Place: Muzaffarnagar, Uttar Pradesh

DECLARATION BY PROMOTER SELLING SHAREHOLDER

I, Monica Jain, in my capacity as a Promoter Selling Shareholder, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus in relation to myself, as the Promoter Selling Shareholder and the respective portion of Equity Shares being offered by me in the Offer, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including, those made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Monica Jain

Date: June 27, 2025

Place: Muzaffarnagar, Uttar Pradesh

DECLARATION BY PROMOTER GROUP SELLING SHAREHOLDER

We, Akshay Jain HUF, in our capacity as a Promoter Group Selling Shareholder, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus in relation to ourself, as the Promoter Group Selling Shareholder and the respective portion of Equity Shares being offered by us in the Offer, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings, including, those made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Akshay Jain

Karta

Date: June 27, 2025

Place: Muzaffarnagar, Uttar Pradesh

DECLARATION BY PROMOTER GROUP SELLING SHAREHOLDER

We, Arun Jain (HUF), in our capacity as a Promoter Group Selling Shareholder, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus in relation to ourself, as the Promoter Group Selling Shareholder and the respective portion of Equity Shares being offered by us in the Offer, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings, including, those made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Arun Jain

Karta

Date: June 27, 2025

Place: Muzaffarnagar, Uttar Pradesh

DECLARATION BY PROMOTER GROUP SELLING SHAREHOLDER

I, Neena Jain, in my capacity as a Promoter Group Selling Shareholder, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus in relation to myself, as the Promoter Group Selling Shareholder and the respective portion of Equity Shares being offered by me in the Offer, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including, those made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Neena Jain

Date: June 27, 2025

Place: Muzaffarnagar, Uttar Pradesh

DECLARATION BY PROMOTER GROUP SELLING SHAREHOLDER

We, Rajeev Jain (HUF), in our capacity as a Promoter Group Selling Shareholder, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus in relation to ourself, as the Promoter Group Selling Shareholder and the respective portion of Equity Shares being offered by us in the Offer, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings, including, those made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Rajeev Jain
Karta

Date: June 27, 2025

Place: Muzaffarnagar, Uttar Pradesh

DECLARATION BY PROMOTER GROUP SELLING SHAREHOLDER

I, Samyak Jain, in my capacity as a Promoter Group Selling Shareholder, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus in relation to myself, as the Promoter Group Selling Shareholder and the respective portion of Equity Shares being offered by me in the Offer, are true and correct. I assume no responsibility for any other statements, disclosures and undertakings, including, those made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Samyak Jain

Date: June 27, 2025

Place: Muzaffarnagar, Uttar Pradesh

DECLARATION BY PROMOTER GROUP SELLING SHAREHOLDER

We, Ramesh Chand Jain (HUF), in our capacity as a Promoter Group Selling Shareholder, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus in relation to ourself, as the Promoter Group Selling Shareholder and the respective portion of Equity Shares being offered by us in the Offer, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings, including, those made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Ramesh Chand Jain
Karta

Date: June 27, 2025

Place: Muzaffarnagar, Uttar Pradesh

DECLARATION BY PROMOTER GROUP SELLING SHAREHOLDER

We, Sanjeev Jain HUF, in our capacity as a Promoter Group Selling Shareholder, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus in relation to ourself, as the Promoter Group Selling Shareholder and the respective portion of Equity Shares being offered by us in the Offer, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings, including, those made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Sanjeev Jain
Karta

Date: June 27, 2025

Place: Muzaffarnagar, Uttar Pradesh