PROSPECTUS
Dated: November 27, 2021
100% Fixed Price
Please read Section 26 and 32 of Companies Act, 2013

NUPUR RECYCLERS LIMITED

Our Company was originally incorporated as a private limited company under the Companies Act, 2013 in the name and style of "Nupur Recyclers Private Limited" bearing Corporate Identification Number U37100DL2019PTC344788 dated January 22, 2019 issued by the Registrar of Companies, Delhi. Subsequently, our Company was converted into public limited company pursuant to a shareholders" resolution passed at an Extra-Ordinary General Meeting held on September 20, 2021, and name of our Company was changed to "Nupur Recyclers Limited" and a fresh Certificate of Incorporation dated October 06, 2021, was issued by Registrar of Companies, Delhi. As on date of this Prospectus the Corporate Identification Number of our Company is U37100DL2019PLC344788. For further details of incorporation please refer to section titled „Our History and Certain Other Corporate Matters" beginning on page 113 *of this Prospectus*

Registered Office : Plot No. 5, G/F, Kh No. 12/8 & 12/9 Kh-12, Arjun Gali, New Mandoli
Industrial Area, Near Shri Ram Bal Bharti Public School, North East Delhi-110093
Tel: +91-8882704751, **Fax**: N.A., **Website:** www.nupurrecyclers.com,
E-mail: compliance@nupurrecyclers.com
Company Secretary and Compliance Officer: Ms. Payal Vig
PROMOTERS: MR. RAJESH GUPTA AND MR. ANOOP GARG

THE ISSUE

INITIAL PUBLIC OFFER OF 57,00,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") OF NUPUR RECYCLERS LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF RS. 60/- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF RS. 50/- PER EQUITY SHARE) AGGREGATING UP TO RS. 3420.00 LAKH ("ISSUE") OF WHICH 3,00,000 EQUITY SHARES OF FACE VALUE RS. 10/- EACH FOR CASH AT A PRICE OF RS. 60/- PER EQUITY SHARE AGGREGATING RS. 180.00 LAKH WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 54,00,000 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FOR CASH AT A PRICE OF RS. 60/- PER EQUITY SHARE, AGGREGATING RS. 3240 LAKH IS HEREINAFTER REFERED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 27.40% AND 25.96%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, KINDLY REFER TO CHAPTER TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 199 OF THIS PROSPECTUS.

THE FACE VALUE OF THE EQUITY SHARES IS RS.10/- EACH AND THE ISSUE PRICE OF RS. 60/- IS 6 TIMES OF THE FACE VALUE.

This Issue is being made in terms of Regulation 252 of Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI (ICDR) Regulations"), as amended read with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended. This is an issue for at least 25% of the post-issue Paid-up Equity Share Capital of our Company. This Issue is a Fixed Price issue and allocation in the Net Issue to the public will be made in terms of Regulation 253(2) of the SEBI (ICDR) Regulations, as amended, wherein a minimum of 50% of the Net Issue is allocated for Retail Individual Investors and the balance shall be offered to individual applicants other than Retail Individual Investors and other investors including corporate bodies or institutions, QIBs and Non -Institutional Applicants. However, if the aggregate demand from the Retail Individual Investors is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price. Additionally, if the Retail Individual Investors category is entitled to more than 50% on proportionate basis, the Retail Individual Investors shall be allocated that higher percentage. For further details please refer the section titled Issue Information‟ beginning on page 199 of this Prospectus.

All potential investors shall participate in the Issue through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Issue Procedure" on page 206 of this Prospectus. A copy of Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 26 of the Companies Act, 2013.

RISKS IN RELATION TO FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for our Equity Shares. The face value of the Equity Shares of our Company is Rs.10/**.** The Issue Price as stated under the chapter titled „Basis for the Issue Price‟ beginning on page 66 of this Prospectus should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and this Issue, 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 Prospectus. Specific attention of the investors is invited to the section titled „Risk Factors‟ beginning on page 17 of this Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares of our Company offered through this Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited (NSE). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an approval letter dated November 26, 2021 from National Stock Exchange Of India Limited (NSE) for using its name in the Prospectus for listing of our shares on the Emerge Platform of National Stock Exchange Of India Limited (NSE). For the purpose of this Issue, National Stock Exchange Of India Limited (NSE) shall be the Designated Stock Exchange.

LEAD MANAGER TO THE ISSUE	REGISTAR TO THE ISSUE
Corporate Capital Ventures **CORPORATE CAPITALVENTURES PRIVATE LIMITED** **SEBI Registration No.**: INM000012276 (Validity: Permanent) B-1/E-13, Mohan Cooperative Industrial, Estate Mathura Road, New Delhi 110044 **Tel:** +91 11 - 41824066; **Fax:** +91 11 – 41824066 **Contact Person**: Mr. Kulbhushan Parashar **Email**: kp@ccvindia.com ; **Website**: www.ccvindia.com	Skyline Financial Services Pvt. Ltd. **SKYLINE FINANCIAL SERVICES PRIVATE LIMITED** **SEBI Registration No.:** INR000003241 D-153 A, 1st Floor, Okhla Industrial Area, Phase - I , New Delhi-110020 **Tel No**: +91- 11-40450193-97; Fax No: +91-11-26812683 **Contact Person**: Ms. Sarita Singh **Email**: compliances@skylinerta.com;**Website**: www.skylinerta.com;

OFFER PROGRAMME

ISSUE OPENS ON: December 13, 2021	ISSUE CLOSES ON: December 15, 2021

THIS PAGE HAS BEEN LEFT BLANK PURSUANT TO SCHEDULE VI OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OFCAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

NUPUR RECYCLERS

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, requires or implies, the following terms shall have the following meanings in this Prospectus. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments, modifications or re-enactments notified thereto.

Notwithstanding the foregoing, terms in "Main Provisions of the Articles of Association", "Statement of Special Tax Benefits", "Industry Overview", "Key Industry Regulations and Policies", "Financial Statements", "Outstanding Litigation and Other Material Developments", will have the meaning ascribed to such terms in these respective sections.

In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

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

General Terms

Term	Description
Nupur Recyclers-We or –us or –our Company or –the Issuer' or –the Company	Unless the context otherwise requires, refers to Nupur Recyclers Limited, a company incorporated under the Companies Act, 2013, vide Corporate Identification Number U37100DL2019PLC344788 and having registered office at Plot No. 5, G/F, Kh No. 12/8 & 12/9 Kh-12, Arjun Gali, New Mandoli Industrial Area, Near Shri Ram Bal Bharti Public School, North East Delhi-110093, India.

Company Related Terms

Terms	Description
Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of Nupur Recyclers Limited, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as the Company's Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and rules made thereunder and disclosed as such in the chapter titled – Our Management on page 117 of this Prospectus.
Auditors	The Statutory Auditors of our Company, being M/s K R A & Co., Chartered Accountants.
Board of Directors / Board/ Director(s)	The Board of Directors of Nupur Recyclers Limited, including all duly constituted Committees thereof.
Central Registration Centre (CRC)	It's an initiative of Ministry of Corporate Affairs (MCA) in Government ProcessRe-engineering (GPR) with the specific objective of providing speedy incorporation related services in line with global best practices. For more details please refer http://www.mca.gov.in/MinistryV2/central+registration+centre+content+page.html
Companies Act	The Companies Act, 2013 including provisions of the Companies Act, 1956, to the

Terms	Description
	extent not repealed.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Ms. Payal Vig.
Chief Financial Officer	The Chief Financial Officer of our Company being Mr. Devender Kumar Poter.
Depositories Act	The Depositories Act, 1956, as amended from time to time.
Equity Shares	Equity Shares of our Company of Face Value of Rs.10/- each unless otherwise specified in the context thereof.
Equity Shareholders	Persons holding equity shares of our Company.
Group Companies	The group companies of our Company, as covered under the applicable accounting standards and other companies as considered material by our Board in terms of the Materiality Policy and as set forth in – Group Entities on page 133 of this Prospectus.
HUF	Hindu Undivided Family.
Indian GAAP	Generally Accepted Accounting Principles in India.
Key Managerial Personnel / Key Managerial Employees	The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the chapter titled –Our Management on page 117 of this Prospectus.
MOA / Memorandum / Memorandum of Association	Memorandum of Association of Nupur Recyclers Limited.
Non Residents	A person resident outside India, as defined under FEMA.
NRIs / Non Resident Indians	A person outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under (Foreign Outside India) Regulations, 2000.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validity constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Promoters or Our Promoters	Mr. Rajesh Gupta and Mr. Anoop Garg.
Promoters Group	The companies, individuals and entities (other than companies) as defined under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018, which is provided in the chapter titled –Our Promoters Group‖. For further details refer page 131 of this Prospectus.
Registered Office	The Registered of our company which is located at Plot No. 5, G/F, Kh No. 12/8 & 12/9 Kh-12, Arjun Gali New Mandoli Industrial Area, Near Shri Ram Bal Bharti Public School, North East Delhi-110093, India.
Restated Financial Statements	The Restated Financial statements of our Company, which comprises the restated statement of Assets and Liabilities for the period ended as at June 2021 & year ended on March 31, 2021, 2020 & 2019 and the restated statements of profit and loss and the restated cash flows for the period ended on June 2021 & year ended on March 31, 2021, 2020, 2019 of our Company prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto.
RoC	Registrar of Companies, Delhi & Haryana.
SEBI	Securities and Exchange Board of India, constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time.
SEBI (ICDR)	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as

Terms	Description
Regulations	amended.
SEBI (LODR) Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI (Takeover) Regulations	SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997 and 2011, as amended from time to time.
Stock Exchange	Unless the context requires otherwise, refers to, the Emerge Platform of National Stock Exchange of India Limited.

Offer Related Terms

Terms	Description
Acknowledgement Slip	The slip or document issued by a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form
Allotment/ Allot/ Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the 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	The successful applicant to whom the Equity Shares are being / have been allotted.
Applicant	Any prospective investor who makes an application for Equity Shares of our Company in terms of this Prospectus.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Prospectus.
Application Form	The Form in terms of which the prospective investors shall apply for our Equity Shares in the Issue.
ASBA/ Application Supported by Blocked Amount.	Applications Supported by Blocked Amount (ASBA) means an application for Subscribing to the Issue containing an authorization to block the application money in a bank account maintained with SCSB.
ASBA Account	Account maintained with an SCSB and specified in the Application Form which will be blocked by such SCSB or account of the RIIs blocked upon acceptance of UPI Mandate request by RIIs using the UPI mechanism to the extent of the appropriate Bid / Application Amount in relation to a Bid / Application by an ASBA Applicant.
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata, Ahmedabad, Hyderabad, Pune, Baroda and Surat.
ASBA Investor/ASBA applicant	Any prospective investor(s)/applicants(s) in this Issue who apply(ies) through the ASBA process.
Banker(s) to the Issue/ Public Issue Bank(s).	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account will be opened and in this case being ICICI Bank.
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Applicants under the Issue and which is described under chapter titled –Issue Procedure‖ beginning on page 206 of this Prospectus.
Controlling Branch	Such branch of the SCSBs which coordinate Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchange and a list of which is available at http://www.sebi.gov.in, or at such other website as may be prescribed by SEBI from time to time.
Draft Prospectus	Draft prospectus filed with NSE Emerge for obtaining in-principle approval.

Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available at www.sebi.gov.in, or at such other website as may be prescribed by SEBI from time to time.
Designated Date	The date on which funds are transferred from the amount blocked by the SCSBs is transferred from the ASBA Account to the Public Issue Account, as appropriate, after the Issue is closed, following which the Equity Shares shall be allotted/transfer to the successful Applicants.
Designated Stock Exchange	Emerge Platform of National Stock Exchange of India Limited or NSE Emerge.
Eligible NRIs	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
Emerge Platform of NSE	The Emerge Platform of National Stock Exchange of India Limited for listing equity shares offered under Chapter IX of the SEBI (ICDR) Regulation which was approved by SEBI as an SME Exchange.
First/ Sole Applicant	The applicant whose name appears first in the Application Form or Revision Form.
Issue/ Issue Size/ Initial Public Issue/ Initial Public Offer/Initial Public Offering/ IPO	Initial Public Issue of 57,00,000 Equity Shares of face value of Rs.10/- each fully paid up of our Company for cash at a price of Rs. 60/- per Equity Share (including a premium of Rs. 50/- per Equity Share) aggregating Rs. 3420.00 Lakh.
Issue Agreement	The agreement dated October, 06 2021 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing Date	The date on which Issue closes for subscription is December 15, 2021
Issue Opening Date	The date on which Issue opens for subscription is December 13, 2021
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both the days during which prospective investors may submit their application.
Issue Price	The price at which the Equity Shares are being issued by our Company under this Prospectus being Rs. 60/- per Equity Share of face value of Rs.10/- each fully paid.
Issue Proceeds	Proceeds from the Issue that will be available to our Company, being Rs. 3420.00 Lakh.
LM / Lead Manager	Lead Manager to the Issue, in this case being Corporate Capital Ventures Private Limited.
Listing Agreement	The equity listing agreement to be signed between our Company and the National Stock Exchange of India Limited.
Market Maker	Market Makers appointed by our Company from time to time. SS Corporate Securities Limited having SEBI registration number INZ000219533 who have agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.
Market Making Agreement	The Agreement entered into between the Lead Manager, Market Maker and our Company dated November 26, 2021.
Market Maker Reservation	The Reserved Portion of 3,00,000 Equity Shares of face value of Rs.10/- each fully paid for cash at a price of Rs. 60/- per Equity Share aggregating Rs. 180 Lakh for the Market Maker in this Issue.
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.

Net Issue/ Offer	The Issue (excluding the Market Maker Reservation Portion) of 54,00,000 Equity Shares of Rs.10/- each of Issuer at Rs. 60/- (including share premium of Rs. 50/-) per equity share aggregating to Rs. 3240.00 Lakh.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company. For information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled –Objects of the Issue beginning on page 61 of this Prospectus.
Non-Institutional Applicants	All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have applied for Equity Shares for an amount more than Rs.2,00,000.
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 trust in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under Foreign Exchange Management (Deposit) Regulations, 2000. OCBs are not allowed to invest in this Issue
Payment through electronic transfer of funds	Payment through ECS / NECS, Direct Credit, RTGS or NEFT, as applicable.
Public Issue Account	Account opened with the Banker to the Issue/Public Issue Bank i.e. ICICI Bank by our Company to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Prospectus	The Prospectus, which is filed with the RoC containing, inter alia, the Issue opening and closing dates and other information.
Qualified Institutional Buyers / QIBs	As defined under the SEBI ICDR Regulations, including public financial institutions as specified in Section 4A of the Companies Act, scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual) registered with SEBI, multilateral and bilateral development financial institution, venture capital fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with Insurance Regulatory and Development Authority, provident fund with minimum corpus of Rs. 2,500 Lakh, pension fund with minimum corpus of Rs. 2,500 Lakh, NIF and insurance funds set up and managed by army, navy or air force of the Union of India, Insurance funds set up and managed by the Department of Posts, India.
Refund Account	Account(s) to which monies to be refunded to the Applicants shall be transferred from the Public Issue Account in case listing of the Equity Shares does not occur.
Refund Bank	The bank(s) which is/are clearing members and registered with SEBI as Banker(s) to the Issue, at which the Refund Account for the Issue will be opened in case listing of the Equity Shares does not occur, in this case being ICICI Bank.
Refunds through electronic transfer offunds	Refunds through electronic transfer of funds means refunds through ECS, Direct Credit or RTGS or NEFT or the ASBA process, as applicable
Registrar/ Registrar to the Offer	Registrar to the Offer being Skyline Financial Services Private Limited. For more information please refer –General Information‖ on page 40 of this Prospectus.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than Rs. 2,00,000.
SCSB	Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html or at such

Terms	Description
	other website as may be prescribed by SEBI from time to time.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the retail investors into the UPI. In this case ICICI Bank.
Underwriter	Underwriter to this Issue is Corporate Capital Ventures Private Limited.
Underwriting Agreement	The agreement dated October 06, 2021 entered into between Corporate Capital Ventures Private Limited and our Company.
Working Days	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulations, working days means, all days on which commercial banks in the city as specified in this Prospectus are open for business 1. However, in respect of announcement of price band and bid/ Offer period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in the city as notified in the Prospectus are open for business 2. In respect to the time period between the bid/ Offer closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the stock exchange, excluding Sundays and bank holidays in accordance with circular issued by SEBI.

Conventional Terms / General Terms / Abbreviations

Abbreviation	Full Form
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
CAGR	Compounded Annual Growth Rate
Carpet Area	The area of the apartment excluding the thickness of inner walls.
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
DIN	Director Identification Number
DP	Depository Participant
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
F&NG	Father and Natural Guardian

FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI/Government	Government of India
HUF	Hindu Undivided Family
I.T. Act	Income Tax Act, 1961, as amended from time to time
ICSI	Institute of Company Secretaries Of India
MAPIN	Market Participants and Investors' Integrated Database
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value
NGT	National Green Tribunal
NPV	Net Present Value
NRE Account	Non Resident External Account
NRIs	Non Resident Indians
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Bodies
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
Plots	Parcel of land demarcated through boundary
QIC	Quarterly Income Certificate
RBI	The Reserve Bank of India
ROE	Return on Equity
RONW	Return on Net Worth
Bn	Billion
Rs.	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
RERA	Real Estate Regulatory Authority
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
Sec.	Section
STT	Securities Transaction Tax
Super Area	The built up area added to share of common areas which includes staircases, reception, lift shafts, lobbies, club houses and so on
US/United States	United States of America
USD/ US$/ $	United States Dollar, the official currency of the Unites States of America
UPI	Unified payments interface which is an instant payment mechanism, developed by NPCI
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI

	circular no.SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 and any subsequent circulars or notifications issued by SEBI in this regard
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI Mandate Request	The request initiated by the Sponsor Bank and received by an RII using the UPI Mechanism to authorise blocking of funds on the UPI mobile or other application equivalent to the Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by a RIB to make an application inthe Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018
UPI PIN	Password to authenticate UPI transaction
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.

Notwithstanding the foregoing:

1. *In the section titled „Main Provisions of the Articles of Association" beginning on page number* 236 *of the Prospectus, defined terms shall have the meaning given to such terms in that section;*
2. *In the chapters titled „Summary of Offer Documents" and „Our Business" beginning on page numbers* 13 *and* 89 *respectively, of the Prospectus, defined terms shall have the meaning given to such terms in that section;*
3. *In the section titled „Risk Factors" beginning on page number* 17 *of the Prospectus, defined terms shall have the meaning given to such terms in that section;*
4. *In the chapter titled „Statement of Tax Benefits" beginning on page number* 69 *of the Prospectus, defined terms shall have the meaning given to such terms in that section;*
5. *In the chapter titled „Management's Discussion and Analysis of Financial Conditions and Results of Operations" beginning on page number* 171 *of the Prospectus, defined terms shall have the meaning given to such terms in that section.*

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PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Financial Data

Unless stated otherwise, the financial data included in this Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled _Financial Statements, as Restated 'beginning on page 145 this Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12 months period ended 31st March of that year. In this Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points. There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company's financial data. Accordingly, to what extent, the financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices / Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited. Any percentage amounts, as set forth in –Risk Factors, –Our Business, –Management's Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this Prospectus unless otherwise indicated, have been calculated on the basis of the Company's restated financial statements prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled Financial Statements, as Restated' beginning on page 145 of this Prospectus.

Currency and units of presentation

In this Prospectus, references to –Rupees‖ or –INR or –Rs. are to Indian Rupees, the official currency of the Republic of India. All references to –$‖, –US$‖, –USD‖, –U.S. $‖or –U.S. Dollars‖ are to United States Dollars, the official currency of the United States of America. All references to _million / _Million' / _Mn' refer to one million, which is equivalent to _ten lacs' or _ten lakhs', the word _Lacs / Lakhs / Lac' means _onehundred thousand' and _Crore' means _ten millions' and _billion / bn./ Billions' means _one hundred crores'.

Industry and Market Data

Unless stated otherwise, industry data used throughout the Prospectus has been obtained or derived from industry and government publications, publicly available information and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although our Company believes that industry data used in the Prospectus is reliable, it has not been independently verified. Further, the extent to which the industry and market data presented in the Prospectus is meaningful depends on the reader's familiarity with and understanding of, the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

FORWARD LOOKING STATEMENTS

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

These forward looking statements can generally be identified by words or phrases such as "will", "aim", "will likely result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "will pursue" and similar expressions or variations of such expressions. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- general economic and business conditions in the markets in which we operate and in the local, regional and national and international economies;
- Adverse natural calamities having significant impact on regions where we are having projects under implementation;
- our ability to successfully implement strategy, growth and expansion plans and technological initiatives;
- our ability to respond to technological changes;
- our ability to attract and retain qualified personnel;
- the effect of wage pressures, seasonal hiring patterns and the time required to train and productively utilize new employees;
- general social and political conditions in India which have an impact on our business activities or investments;
- potential mergers, acquisitions restructurings and increased competition;
- occurrences of natural disasters or calamities affecting the areas in which we have operations;
- market fluctuations and industry dynamics beyond our control;
- changes in the competition landscape;
- our ability to finance our business growth and obtain financing on favourable terms;
- our ability to manage our growth effectively;
- our ability to compete effectively, particularly in new markets and businesses;
- changes in laws and regulations relating to the industry in which we operate changes in government policies and regulatory actions that apply to or affect our business; and
- developments affecting the Indian economy;
- Any adverse outcome in the legal proceedings in which we are involved.

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer to the chapters titled *Risk Factors*', *Our Business*' and *Management's Discussion and Analysis of Financial Condition and Results of Operations* 'beginning on page numbers 17, 89 and 171, respectively of this Prospectus.

Forward looking statements reflects views as of the date of the Prospectus and not a guarantee of future performance. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither our Company / our Directors nor the Lead Manager, nor any of its 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 SEBI requirements, our Company and the Lead Manager will ensure that investors in India are informed of material developments until such time as the listing and trading permission is granted by the Stock Exchange(s).

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SECTION II - SUMMARY OF OFFER DOCUMENTS

SUMMARY OF OUR BUSINESS OVERVIEW

Our Company was originally incorporated on January 22, 2019 as a private limited Company under the name and style of –Nupur Recyclers Private Limited under the provisions of Companies Act, 2013 with the Registrar of Companies, NCT of Delhi & Haryana vide CIN U37100DL2019PTC344788. Pursuant to shareholders' resolution passed at Extra Ordinary General Meeting held on September 20, 2021, our Company was converted into a Public Limited Company and the name of the Company was changed to Nupur Recyclers Limited vide a fresh Certificate of Incorporation dated October 06, 2021 issued by Registrar of Companies, NCT of Delhi & Haryana. Our Company was incorporated in 2019 into the business of metal recycling. Our promoters are having a diversified experience of more than 30 years in the field of trading of non-ferrous metal scrap.

SUMMARY OF OUR INDUSTRY

The growth of this market is attributed to the increasing demand for steel and the urbanization & industrialization in developing countries. Asia Pacific is the fastest-growing market for metal recycling due to its increasing economic growth. It accounted for over a third of the world's GDP, according to a paper published by World Economics in February 2017. According to the Population Reference Bureau, the fastest-growing consumer markets of China, India, and other Asia Pacific countries had a combined population exceeding four billion people (as of 2018). This is projected to an important driver for global consumption of consumer durables and the building & construction sector over the next two decades; this, in turn, is expected to lead to the growth of the metal recycling market. Other drivers that will have a positive impact on this market are increasing household incomes and the growing middle-class population.
The National Mineral Policy 2019 of Ministry of Mines envisages making efforts towards augmenting supply of metals by developing processes for recovery of metal through recycling. Resource efficiency in the minerals and metals sector is realized through the implementation of sustainable development principles throughout the life cycle of minerals and metals. NITI Aayog in its in-house study on socio economic impact of the material recycling industry in India has found out that the material recycling rates in India are well below global standards and is mostly conducted in the informal sector. Thus, strengthening material recycling, including metal recycling, under the formal sector can provide a good opportunity to cut down scrap imports

PROMOTERS

The promoters of our Company are Mr. Rajesh Gupta and Mr. Anoop Garg. For detailed information please refer chapter titled – Our Promoters and –Our Promoter Group on page number 130 and 131 respectively of this Prospectus.

ISSUE SIZE

The Issue size comprises of issuance of up to 57,00,000 Equity Shares of face value of Rs.10/- each fully paid-up of the Company for cash at price of Rs. 60/- per Equity Share (including premium of Rs. 50/- per Equity Share) aggregating Rs. 3420 Lakh.

OBJECTS OF THE ISSUE

Our Company intends to utilize the Net Proceeds for the following objects:

S. N.	Particulars	Amount (In Rs. Lakh)
1	Working Capital Requirement	2600.00
2	General Corporate Purposes*	649.00
3	Issue Expenses	171.00
Total		**3420.00**

**The amount utilized for general corporate purposes shall not exceed 25% of the gross proceeds of the Issue.*

AGGREGATE PRE-ISSUE SHAREHOLDING OF THE PROMOTER AND PROMOTER GROUP) AS A PERCENTAGE OF THE PAID-UP SHARE CAPITAL OF THE ISSUER

#	Name of share holder	Pre-issue		Post-issue	
		No. of equity Shares	As a % of Issued Capital	No. of equity shares	As a % of Issued Capital
Promoters					
1	Rajesh Gupta	75,50,000	50.00	75,50,000	36.30
2	Anoop Garg	75,15,000	49.75	75,15,000	36.13
Total – A		**1,50,65,000**	**99.75**	**1,50,65,000**	**72.43**
Promoter Group					
3	Nupur Gupta	7,000	0.05	7,000	0.03
4	Shikha Gupta	7,000	0.05	7,000	0.03
5	BR Hands Investments Private Limited	7,000	0.05	7,000	0.03
Total – B		**21,000**	**0.15**	**21,000**	**0.09**
Grand Total (A+B)		**1,50,86,000**	**99.90**	**1,50,86,000**	**72.52**

SUMMARY OF FINANCIAL INFORMATION

(Amount in Lakhs)

Particulars	For period ended on June 2021	For the year ended March 31		
		2021	2020	2019
Share Capital	1.00	1.00	1.00	1.00
Net Worth	1670.31	1005.92	5.40	2.12
Revenue (total income)	3934.88	10497.22	1321.46	90.69
Profit after Tax	664.39	1000.52	3.28	1.12
Earnings per share Basic and Diluted	4.40	6.63	0.02	0.01
Net Asset Value per Equity Share (in Rs.)	11.06	6.66	0.04	0.01
Total borrowings				
- Long Term	96.10	164.55	-	-
- Short Term	716.31	456.26	249.54	272.20

QUALIFICATIONS OF AUDITORS

The Restated Financial Statements do not contain any qualification requiring adjustments by the Statutory Auditors.

SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPEMENTS

A summary of pending legal proceedings and other material litigations involving our Company is provided below:

Name	By/Against	Civil Proceedings	Criminal Proceedings	Tax Proceedings	Actions by regulatory authorities	Amount Involved (Rs. Lakhs)
Company	**By**	-	-	-	-	-
	Against	-	-	-	-	-
Promoter	**By**	-	-	-	-	-
	Against	-	-	-	-	-
Group Companies/Entities	**By**	-	-	1	-	68.69
	Against	3	-	3	-	414.23
Directors other than promoters	**By**	-	-	-	-	-
	Against	-	-	-	-	-

For further details, please refer chapter titled "Outstanding Litigations & Material Developments" beginning on page 180 *of this Prospectus.*

RISK FACTORS

For details relating to risk factors, please refer section titled *"Risk Factors"* beginning on page 17 of this Prospectus.

SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

As on the date of filing this Prospectus there is no contingent liability on the Company.

SUMMARY OF RELATED PARTY TRANSACTIONS

For details of Related Party Transaction, please refer chapter titled Note 31 on page 165 of this Prospectus.

FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company during a period of six (6) months immediately preceding the date of this Prospectus.

WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES WERE ACQUIRED BY EACH OF OUR PROMOTERS

Name of shareholders	No. of Equity Shares held	Average cost of Acquisition (in Rs.)
Rajesh Gupta	75,50,000	0.006
Anoop Garg	75,50,000	0.006

AVERAGE COST OF ACQUISITON

The average cost of acquisition per Equity Share to our Promoters as at the date of this Prospectus is:

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Rajesh Gupta	75,50,000	0.006
Anoop Garg	75,50,000	*NIL

**Since on September 14, 2021 Company has issued bonus shares to promoters which makes net cost of acquisition negative.*

DETAILS OF PRE-ISSUE PLACEMENT

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Prospectus until the listing of the Equity Shares.

ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR

Our company has issued 1,50,90,000 equity shares in last one (1) year for consideration other than cash, pursuant to bonus issue allotment dated September 14, 2021.

For more details, refer – Capital Structure on page number 48 of this Prospectus.

SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

The Company has not sub-divided or consolidated its equity shares in the last one (1) year.

Restrictive Agreements:

The Company has entered non compete agreement dated November 26, 2021 with Promoters and Promoters Group that they shall not carry/undertake same kind of business which is carried on by Nupur Recyclers Limited.

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SECTION III- RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Prospectus, including the risks and uncertainties summarized below, before making an investment in our Equity Shares. The risks described below are relevant to the industries our Company is engaged in, our Company and our Equity Shares. To obtain a complete understanding of our Company, you should read this section in conjunction with the chapters titled „Our Business" and „Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page numbers 89 and 171, respectively, of this Prospectus as well as the other financial and statistical information contained in this Prospectus. Prior to making an investment decision, prospective investors should carefully consider all of the information contained in the section titled „Financial Information, as Restated" beginning on page number 145 of this Prospectus.

If any one or more of the following risks as well as other risks and uncertainties discussed in the Prospectus were to occur, our business, financial condition and results of our operation could suffer material adverse effects, and could cause the trading price of our Equity Shares and the value of investment in the Equity Shares to materially decline which could result in the loss of all or part of investment. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India, and is therefore subject to a legal and regulatory environment that may differ in certain respects from that of other countries.

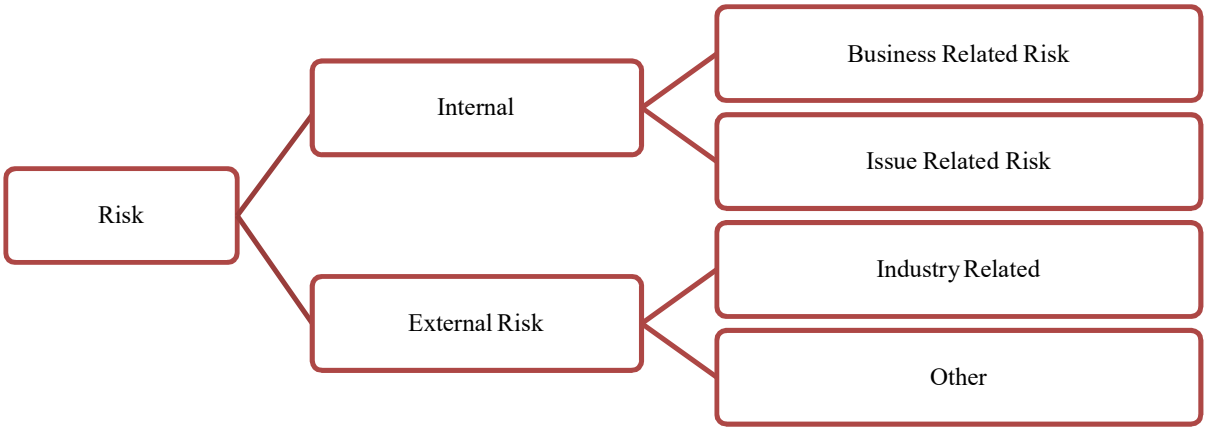
This Prospectus also contains forward looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including the considerations described below and elsewhere in the Prospectus. These risks are not the only ones that our Company face. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein.

Materiality

The Risk factors have been determined based on their materiality, which has been decided based on following factors:

1. Some events may not be material individually but may be material when considered collectively.
2. Some events may have an impact which is qualitative though not quantitative.
3. Some events may not be material at present but may have a material impact in the future.

Classification of Risk Factors



INTERNAL RISK FACTORS

1. ***Our Company has not complied with certain statutory provisions of the Stamp Act, 1899. Such non-compliances / lapses may attract penalties and prosecution against the Company and its directors which could impact the financial position of the Company to that extent.***

   Our Company has not complied with certain statutory provisions of the Stamp Act, 1899 as are listed hereinafter:

   (a) Payment of consolidated stamp duty of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) pursuant to issue of Equity Shares is pending by the Company;

   (b) Certain of our Company's agreements, including, but not limited to, business agreement, rent agreement, etc. may not have been adequately stamped or registered under Indian Stamp laws. In the event of any such irregularity, the Company may not be able to enforce its rights under such agreements, businesses or properties in the event of a dispute with a third party.

   Although no show cause notice have been issued in respect of aforementioned instances against the Company till date, in the event of any cognizance being taken by the concerned authorities in respect of above, penal actions may be taken against the Company and its directors, in such events the financials of our Company shall be affected.

2. ***Our top ten customers contribute approximately 70.10% of our revenues for the financial year ended June 30, 2021. Any loss of business from one or more of them may adversely affect our revenues and profitability.***

   Our top ten clients contribute approximately 70.10% of our revenues for the period ended on June 30, 2021 details are as follows:

S.No.	Name	Amount	Percentage to Sales (%)
1.	Nupur Metals	6,07,07,060	15.67
2.	Industrial Scrap Company	3,48,42,700	9.00
3.	Navya Trading	3,29,79,260	8.52
4.	Shivi Metal	2,66,75,200	6.89
5.	Sooraj Mull Baijnath Ind. Private Limited	2,29,54,799	5.93
6.	Anshika Industries	2,23,92,920	5.78
7.	Bansal Traders	2,01,71,000	5.21
8.	Imperial International	1,94,64,960	5.03
9.	Five Senses Metal	1,61,12,000	4.16
10.	Ace International	1,52,11,020	3.93
Total		***27,15,10,919***	***70.10***

   Any decline in our quality standards, growing competition and any change in the demand for our services by these customers may adversely affect our ability to retain them. We cannot assure that we shall generate the same quantum of business, or any business at all, from these customers, and loss of business from one or more of them may adversely affect our revenues and profitability. However, the composition and revenue generated from these clients might change as we continue to add new clients in normal course of business. We intend to retain our customers by offering solutions to address specific needs in a proactive, cost effective and time efficient manner. This helps us in providing better value to each customer thereby increasing our engagement with our new and existing customer base that presents a substantial opportunity for growth.

3. ***We do not own the premises in which our registered office is located and the same is on lease arrangement. Any termination of such lease/license and/or non-renewal thereof and attachment by Property Owner could adversely affect our operations.***

Our Registered Office is presently located at Plot No. 5, Kharsa no. 12/8 & 12/9 Kh-12, Ground floor, Arjun Gali, Mandoli Dehi-110093, India. The registered office is not owned by Company, it is owned by Sandhya Gupta.

The premises have been taken on lease basis for a period of 11 months commencing from March 01, 2021 to January 28, 2022.

Upon termination of the lease, we are required to return registered office premises to the Lessor/Licensor, unless it is renewed. There can be no assurance that the term of the agreements will be renewed on commercially acceptable terms and in the event the Lessor/Licensor terminates or does not renew the agreements, we are required to vacate our registered office business where administrative activities are carried out. We may be required to identify alternative premises and enter into fresh lease or leave and license agreement at less favorable terms and conditions. Such a situation could result in loss of business, time overruns and may adversely affect our operations and profitability.

4. ***The Statutory Auditor of the company has not prepared the cash flow statement and is not a part of Financial Statement for financial year 2019-20.***

The duly approved and adopted financial statements for the financial year 2019-20 didn't include the Cash Flow Statement. However, we have included the Cash Flow Statement for financial year 2019-20 in the restated financial statements in the Chapter titled "Financial Statements" beginning on page nos. 145 of this draft prospectus.

5. ***Our Company has negative cash flows from its operating activities in the past years, details of which are given below. Sustained negative cash flow could impact our growth and business.***

Our Company had negative cash flows from our investing activities as well as financing activities in the previous years as per the Restated Financial Statements and the same are summarized as under.

(Rs. In Lakh)

Particulars	*Quarter ended on June*	*For the year ended on March*	
	2021	*2021*	*2020*
Net Cash Generated from Operating Activities	(303.64)	951.43	49.64

6. ***Our top two states (Delhi & Haryana) contribute more than 80% of our revenues for period ended on 30th June 2021 & year ended on March 31st, 2021, March 31st 2020. Any loss of business from one or more of these states may adversely affect our revenues and profitability.***

Delhi & Haryana contribute to a substantial portion of our revenues for the period ended on June 30, 2021 & year ended March 31, 2021, 31st March 2020. Any decline in our quality standards, growing competition and any change in the demand for our service by customers of these states may adversely affect our ability to retain them. We believe we have maintained good quality standard for our products, however, there can be no assurance that customers of these states will continue to buy our products. We cannot assure that we shall generate the same quantum of business, or any business at all, from these states, and loss of business from one or more of them may adversely affect our revenues and profitability.

The contribution of Delhi & Haryana to our total revenue is as follows:

(figures are in %age)

Sr. No.	Particulars	June 2021	March 2021	March 2020
01.	Delhi	85.58	81.58	62.86
02	Haryana	12.44	9.70	21.21
Total		***98.02***	***91.29***	***84.07***

For further details regarding state-wise/ city-wise revenue bifurcation, please refer to page no. 94 of this Prospectus.

7. ***Our global sales expose us to numerous and sometimes conflicting legal and regulatory requirements, and violation of these regulations could harm our business.***

Since we import our products from various countries (such as Germany, USA, UK, Italy etc.), we are subject to numerous, and sometimes conflicting, legal requirements on matters as diverse as import/export controls, trade restrictions, the environmental laws (including metal scrap waste, aluminum scrap waste), tariffs, taxation, sanctions, government affairs, anti-corruption etc. Non-compliance with these regulations in the conduct of our business could result in fines, penalties, criminal sanctions against us or our officers, disgorgement of profits, prohibitions on doing business and have an adverse impact on our reputation. However, we have been following laws of land and meet mandatory levels of product standards and safety

8. ***There may be potential conflict of interests between our company and other venture or entities/ enterprises promoted by our promoters or director.***

Our Promoters and Directors are engaged in entities which are involved in activities similar to those conducted by our company. Following are the entities which form part of our group entities engaged is similar business:

Name of Entities	Name of Promoter / Director /Proprietor
Rajesh Gupta HUF (Proprietor of Nupur Metals)	Rajesh Gupta
S.D.M. Metalloys Limited	Rajesh Gupta Anoop Garg
RGM Recyclers Private Limited	Rajesh Mahajan Viraj Gupta
Frank Metals Recyclers Private Limited	Rajesh Gupta Gaurav Gupta

In case of a conflict between us and or any other entity in which our Directors or our Promoter Group members are interested, our Promoters/ Directors may favor such other companies over us. Further, there may be situations in which they are unable to allocate sufficient time to our Company or effectively participate in the management of our Company, which could have a material adverse effect on our business. If any such actual or perceived conflicts of interests are not resolved suitably, our business, results of operations and/or the interest of our other shareholders may be adversely affected. For further details, please see "Our Management" and "Our Promoters and Promoter Group" and "Note 31 - Related Party Transactions" under the chapter titled "Financial Statements" beginning on page nos. 117 , 130, 131 and 165 respectively of this Prospectus.

Further, we have not entered into any non-compete agreement with our Promoters and/or Promoter Groups and/or our Group Entities. We cannot assure you that our Promoters and/or our Group Entities and/or members of the Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition.

9. ***We face foreign exchange risks, primarily we import our products from outside India which may could adversely affect our results of operations.***

   We import materials from overseas market. Total imports constitute 97%, 93%, & 62%, of our purchase of stock-in-trade for three months ended June 30, 2021, year ending March 31, 2021 & 2020 respectively as per restated financial statements. Accordingly, any decrease in the value of the Rupee against the foreign currency would increase the Rupee cost of materials which may adversely affect our financial condition & profitability.

10. ***Our insurance coverage may not be adequate to protect us against certain operating hazards and this may have a material adverse effect on our business.***

    At present, our company has not taken any insurance policy for our assets including stock, properties and transport insurance for protecting us against any material hazards. Any damage suffered by us in respect of any events would not be covered under any insurance and we are exposed to bear the effect of such losses. As a result it may adversely affect our results of operations and financial Conditions.

11. ***We don't have any our own manufacturing facility, we procure or import stock from different counties such as (Canada, Cyprus, Europe, UAE & UK) and we have not entered into any long-term agreements with any of our suppliers for supply of stock and accordingly we may face disruptions in supply from any of our current third party suppliers.***

    We are purely in trading of scrap, we procure or import the stock from different countries & sell it in Indian domestic market. We do not have any of our own production facilities or production lines. However, our control over these external manufacturers in respect of their production process and our products is to some limited extent.

12. ***Our industry is labour intensive and our business operations may be materially adversely affected by strikes, work stoppages or increased wage demands by our employees or those of our suppliers.***

    We are purely in trading of scrap metals, we import mixed scrap metals, transfer that to our warehouse and segregate it for further processing. The process of segregation requires daily wage labour. Thus, being labour intensive, we are dependent on labour force for carrying out segregation of imported scrap. Shortage of skilled/ unskilled personnel or work stoppages caused by disagreements with labour could have an adverse effect on our business and results of operations. We have not experienced any major disruptions in our business operations due to disputes or other problems with our work force in the past; however, there can be no assurance that we will not experience such disruptions in the future. Such disruptions may adversely affect our business and results of operations and may also divert the management's attention and result in increased costs.

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

    Our Company has entered into various transactions with our Promoter, Promoter Group, Directors. While we believe that all such transactions are conducted on arm's length basis, there can be no assurance that we could not have achieved more favorable terms had such transactions were not entered into with related parties. Furthermore, it is likely that we will enter into related party transactions in future. There can be no assurance that such transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operation. For details on the transactions entered by us, please refer to chapter "Related Party Transactions" beginning on page 143 of the Prospectus.

14. ***Our Company has availed loan facility amounting to Rs. of 459.71 Lakhs that may be recallable on demand by the lender at any point of time.***

    As on June 30, 2021, our Company has unsecured loans amounting to Rs. 459.71 lakhs from related parties that are repayable on demand to the relevant lender. Further, some of these loans are not repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lender at any time.

Any such unexpected demand or accelerated repayment may have a material adverse effect on the business, cash flows and financial condition of the borrower against which repayment is sought. Any demand from lenders for repayment of such unsecured loans, may adversely affect our cash flows.

For further details of unsecured loans of our Company, please refer the chapter titled Financial Information on page 145 of this Prospectus.

15. ***Our limited operating history makes it difficult to evaluate our business and prospects and may increase the risks associated with your investment.***

We were incorporated in the year 2019 and consequently have a limited operating history (upto 2 years only) upon which our business and future prospects may be evaluated. Thus, we have very limited operating history from which one can evaluate our business, future prospects and viability. For further details relating to our history of our Company, please refer to the chapters titled "our history and certain other Corporate matters", "Our Business" and "Financial Information" beginning on pages 113, 89 and 145 respectively of the Prospectus.

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

We may encounter problems in executing the orders in relation to our products, or executing it on a timely basis. Moreover, factors beyond our control or the control of our customers, including delays or failure to obtain necessary permits, authorizations, permissions and other types of difficulties or obstructions, may result in the postponement of the delivery of products or cause its cancellation. Further, the order could be cancelled or there could be changes in scope and / or scheduled delivery of the products. Accordingly, it is difficult to predict with certainty if, when, and to what extent we may be able to deliver the orders placed. Failure to deliver products on time could lead to customers delaying or refusing to pay the amount, in part or full, which may adversely affect our business. In addition, even where a delivery proceeds as scheduled, it is possible that the contracting parties may default or otherwise fail to pay amounts owed. While we have not yet experienced any material delay, reduction in scope, cancellation, execution difficulty, delay or default in payment with regard to the orders placed with us, or any material disputes with customers in respect of any of the foregoing, any such adverse event in the future could materially harm our cash flow position and income. Any delay, modification, cancellation of order by our large customers may have material adverse effect on our financial condition and results of operations.

17. ***Our operations are subject to high working capital requirements. Our inability to maintain sufficient cash flow, credit facilities and other sources of funding, in a timely manner, or at all, to meet requirement of working capital or pay out debts, could adversely affect our operations.***

Our business is working capital intensive and hence, trade receivables form a substantial part of our current assets and net worth. Our trade receivables as on June 30, 2021 were 805.02 lakhs. Thus, major portion of our working capital is utilized towards debtors and inventory. To effectively manage our trade receivables, we must be able to accurately evaluate the credit worthiness of our customers and dealers and ensure that suitable terms and conditions are given to them in order to ensure our continued relationship with them. However, if our management fails to accurately evaluate the credit worthiness of our customers, it may lead to bad debts, delays in recoveries and / or write-offs which could lead to a liquidity crunch, thereby adversely affecting our business and results of operations.

There exist substantial requirement of working capital and financing in the form of fund and non-fund based working capital facilities to meet our requirements. The details of our working capital in last 3 years are as under which is showing continuous increase:

(Amount in Rs. Lakh)

Particulars	2018-19	2019-20	2020-21	2021-22 (up-to June)
Current Assets				
Current Investments	-	-	159.83	45.29
Inventories	111.22	167.52	286.80	614.49
Trade Receivables	71.87	305.50	527.90	805.02
Cash and Cash Equivalents	11.16	7.69	15.73	11.79
Short-term Loans and Advances	69.40	395.93	499.54	797.19
Other Current Assets	19.94	58.75	4.30	5.84
Total (A)	***283.59***	***935.36***	***1494.10***	***2279.62***
Current Liabilities				
Short Term Borrowings	272.20	249.54	456.26	716.31
Trade Payables	8.50	-	13.71	60.04
Other Current Liabilities	1.38	680.69	570.47	237.59
Short-term Provisions	0.44	1.03	309.00	527.17
Total (B)	282.53	931.26	1349.44	1541.11
Net Working Capital (A) - (B)	**1.06**	**4.10**	**144.66**	**738.51**

A liquidity crunch may also result in increased working capital borrowings and, consequently, higher finance cost which will adversely impact our profitability. The significant amount of working capital and major portion of our working capital is utilized towards inventories and trade receivables. Our inability to maintain sufficient cash flow, credit facility and other sourcing of funding, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations.

We would require additional working capital facilities in the future to satisfy our working capital need which is proposed to be met through the IPO proceeds. In case of our inability to obtain the requisite additional working capital finance, our internal accruals/ cash flows would be adversely affected to that extent, and consequently affect our operations, revenue and profitability

18. Our Group Companies have incurred losses in the past and may incur losses in the future

Some of our group company, has incurred loss in the past. There can be no assurance that our Group Companies will not incur losses in the future, which may have an adverse effect on our reputation and business.

(Amount in Lakhs)

Sr. No.	*Name of Company*	*2020*	*2019*
01.	Pragati Landcon Private Limited	0.08	(1.26)
02.	S.D.M Metalloys Limited	(1.37)	(0.37)

19. We do not have any software to check real-time status to our inventory & to manage our inventory, Failure to manage our inventory could have an adverse effect on our sales, profitability, cash flow and liquidity.

The results of operations of our business are dependent on our ability to effectively manage our inventories and stocks. For the period ended June 30, 2021 and Fiscal Years ended 2020-21 & 2019-20, our inventories were Rs. 614.49 Lakhs, Rs.286.80 Lakhs & Rs. 167.52 Lakhs respectively, which constituted 15.62%, 2.73%, & 12.68% respectively of our total revenues as per our re-stated financial statement. In case we have to

effectively manage our inventory, we must be able to accurately estimate customer demand and our supply requirements and import inventory accordingly. If we misjudge expected customer demand it could adversely impact the results by causing either a shortage of products or an accumulation of excess inventory. Further, if we fail to sell the inventory we import, we may be required to write-down our inventory or create additional vendor financing, which could have an adverse impact on our income and cash flows. However, we closely monitor our inventories and any product which becomes slow moving, we try to sell at discounted prices to our vendors so as to liquidate inventory

20. ***We participate and operate in competitive markets with low barriers to entry which may increase competition and have a material adverse effect on our business, financial condition and results of operations.***

We operate in highly competitive market segments that are highly fragmented among several market participants. In the general we compete with numerous unregulated as well as regulated Indian companies with sizeable market shares as well as the broader industry comprising numerous small competitors.

Moreover, barriers to entry for the market segments in which we operate are generally low. We anticipate these low barriers to entry, combined with forecast growth potential in the scrap trading industry, will lead to increased competition both from established players as well as from new entrants in the industry. This could include attrition of our staff to our competitors or our staff establishing competitive enterprises.

21. ***If we fail to maintain an effective distribution network for the supply of our stock / material or any disruption of civil infrastructure, transport or logistic services, including due to disruption in roadway transport facilities or the national railway, it may create delays in deliveries of products to our distribution centers and points of sale.***

We rely on our network of distributors to safely and efficiently distribute or supply of our products to our vendor's, distribution centers and various points of sale. Our ability to maintain and grow our products business will depend on our ability to maintain, expand and manage a distribution network that in a timely manner delivers our products in all of the cities in which we generate market demand or intend to increase our presence through our sales and marketing activities. However, a significant disruption to our distribution network or civil infrastructure, transport or logistic services resulting from numerous factors, including fire, flood or other natural disasters, signal jamming, power outages, acts of terrorism and vandalism and equipment or system failures may occur. Our insurance may not be adequate to cover some or all losses from these events. If any of these events were to occur, it could cause limited or severe delivery disruption which could result in delays of deliveries and reduced sales. In addition, our distributors are third parties over whom we have relatively limited control, and our distributors may fail to distribute our products in the manner we contemplate, impairing the effectiveness of our distribution network.

22. ***The average cost of acquisition of Equity Shares by our Promoters could be lower than the issue price.***

Our Promoters' average cost of acquisition of Equity Shares in our Company may be lower than the Issue Price of the shares proposed to be offered though this Prospectus. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company, please refer to page no. 15 of this Prospectus.

23. ***We Import the raw material as scrap & sell it in India, we are not exporting any of scrap to other Countries & not eligible for any kind of export benefit or subsidies.***

Our company is into the business of trading of scrap metals. We import the scrap and sell it in Indian market. Thus, not involving any export. Hence our company is not taking any benefit of government subsidies or benefit on exports. However, in future if our Company started export & any reduction or withdrawal of benefits or our inability to meet any of the conditions prescribed under any of the schemes it would adversely affect our business, results of operations and financial condition.

24. ***In addition to normal remuneration, other benefits and reimbursement of expenses, some of our Directors (including our Promoter) are interested in our Company to the extent of their shareholding and dividend entitlement in our Company, any amount received towards rent from company***

Some of our Director/Promoters are interested in our Company to the extent of their shareholding, dividend rights, in addition to normal remuneration or benefits and reimbursement of expenses. We cannot assure you that our Directors or promoters would always exercise their rights as Shareholders to the benefit and best interest of our Company. As a result, our Directors or Promoter will continue to exercise significant control over our Company, including being able to control the composition of our board of directors and determine decisions requiring simple or special majority voting, and our other Shareholders may be unable to affect the outcome of such voting.

For details relating to benefits and reimbursement of expenses to some of our directors, please refer to section title "Our Management", "Our Promoters and Promoters' Group" and Note 31 on page 117, 130 and 165 of this prospectus.

25. ***Our Company may incur penalties or liabilities for non-compliances with certain provisions of the Companies Act and other applicable laws in the last three (3) Years.***

Our Company may incur penalties or liabilities for non-compliance with certain provisions including lapsed/ made delay in certain filings and/or errorness filing/ non-filing of e-forms under Company Act applicable to it in the past years. Such non-compliances/delay Compliances /errorness filing/ Non Filing/Non Registration may incur the penalties or liabilities which may affect the results of operations and financial conditions.

26. ***Certain Agreements, deeds or licenses may be in the previous name of the company***

Our certain agreements, deeds or licenses may be in the name of the erstwhile name of the company Nupur Recyclers Private Limited. In case we fail to change the name in the agreements, deeds or licenses it may cause adverse effect on Our Company's business & operations.

27. ***Our ability to attract new customers is heavily dependent upon various factors including our reputation and our ability to maintain a high level of service quality. Any failure by us to retain or attract customers may impact its business and revenues.***

We believe that our strong brand reputation has helped us to attract our customers. As a result, our reputation and perception of our brands are critical to our business. Our business heavily relies on our reputation, quality and popularity of our product, our visibility and perception amongst customers. Therefore, it is important that we retain the trust placed on us by our customers. At the same time, we must also continue to attract more number of customers at a consistent rate. Though, we attempt to retain our position by maintaining and improve our product offerings yet failure on our part to maintain and enhance our reputation or product quality and services may act as an hindrance in attainment of our customers 'retention and addition objectives which in turn may adversely impact our business andrevenues.

28. ***Any disruption in our information technology systems may adversely affect our business, results of operations and prospects.***

In today's digital world like any other organisation we also depend extensively on the capacity and reliability of our information technology systems, which are subject to damage or incapacitation by natural disasters, human error, power loss, sabotage, computer viruses, hacking, acts of terrorism and similar events or the loss of support services from third parties. Considering the nature of our business and the industry in

which we operate, it is imperative for us to have a robust information technology platform. If our data capturing, processing and sharing cannot be integrated and/or we experience any defect or disruption in the use of, or damage to, our information technology systems, it may adversely affect our operations and thereby our business and financial condition.

29. **We have not made any dividend payments in the past and our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants in our financing arrangements.**

In the past, we have not made dividend payments to the shareholders of our Company. The amount of our future dividend payments, if any, will depend upon various factors including our future earnings, financial condition, cash flows and requirement to fund operations and expansion of the business. There can be no assurance that we will be able to declare dividends. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors. For further details, please refer "Dividend Policy" on page 144 of this Prospectus

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

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees, expand our sales channel and to implement systems capable of effectively accommodating our growth. However, we cannot assure that any such employees or marketing agents will contribute to the success of our business or that we will implement such systems effectively. Our failure tosource business opportunities effectively could have a material adverse effect on our business, financial condition, and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analysis of market conditions and other data or the strategies that we may use in future to use will be successful under various market conditions.

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

Post this Issue, our Promoters and Promoter Group will collectively own 72.60% of our post issue equity share capital. As a result, our Promoters, together with the members of the Promoter Group, will continue to exercise a significant degree of influence over the Company and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act, 2013 and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company. In addition, our Promoters will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or other shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

32. ***Our Promoters play key role in our functioning and we heavily rely on their knowledge and experience in operating our business and therefore, it is critical for our business that our Promoters remain associated with us.***

Through this issue our Company proposes to get listed on the Emerge Platform of NSE and further increase its asset base to take the Company to the next level of operational and financial strength. Our Company will

be severely dependent on its promoters to effectively implement its growth strategies. Our Promoters have been actively involved in the day to day operations and management. Accordingly, our performance is heavily dependent upon the services of our Promoters. If our Promoters are unable or unwilling to continue in their present position, we may not be able to replace them easily or at all. Financial impact of the aforesaid risk cannot be reasonably quantified.

33. ***Our success depends largely on our senior management and our ability to attract and retain our key personnel.***

Our success depends on the continued services and performance of our senior management and sales agents. Competition for senior employees and sales agents in the industry is intense and we may not be able to retain our existing team members or attract and retain new team members in the future. The loss of any member of our key team may adversely affect our business, results of operations and financial condition. We do not maintain key man's life insurance for our Promoters, senior members of our management team or other key personnel.

34. ***In addition to normal remuneration or benefits and reimbursement of expenses, our Promoters, our Directors and Key Managerial Personnel are interested in our Company to the extent of their shareholding, and dividend entitlements etc.***

Our Promoters, Directors and Key Management Personnel are deemed to be interested to the extent of the Equity Shares held by them, or their relatives, dividend entitlements, and benefits deriving from the directorship in Nupur Recyclers Limited. Our Promoters are interested in the transactions entered the Company and its Promoter Group. *For further information, please refer to the section titled "Our Promoter and Promoter Group", Capital Structure", "Our Management" and "Related Party Transactions", beginning on pages 130, 131, 48, 117 and 143 respectively of this Prospectus.*

35. ***The Objects of the Issue for which funds are being raised, are based on our management estimates and any bank or financial institution or any independent agency has not appraised the same. The deployment of funds in the project is entirely at our discretion, based on the parameters as mentioned in the chapter titles "Objects of the Issue".***

The fund requirement and deployment, as mentioned in the ‒Objects of the Issue on page 61 of this Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our businessplan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter ‒Objects of the Issue‖ is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency. Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter ‒Objects of the Issue‖ will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

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

As per SEBI (ICDR) Regulations, 2018 appointment of monitoring agency is required only for Issue size above Rs. 10,000 Lakh. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. However, the Audit Committee of our Board will monitor the utilization of Issue proceeds. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations financial condition, cash requirements, business prospects and any other financing arrangements.

Additionally, we may not be permitted to declare any dividends under the loan financing arrangement that our Company may enter into future, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof.

Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details regarding our dividend policy, please see–Dividend Policy on page no.144 of this Prospectus.

38. ***Our future funds requirements, in the form of fresh issue of capital or securities and/or loans taken by us, may be prejudicial to the interest of the shareholders depending upon the terms on which they are eventually raised.***

We may require additional capital from time to time depending on our business needs. Any fresh issue of shares or convertible securities would dilute the shareholding of the existing shareholders and such issuance may be done on terms and conditions, which may not be favourable to the then existing shareholders. If such funds are raised in the form of loans or debt, then it may substantially increase our interest burden and decrease our cash flows, thus prejudicially affecting our profitability and ability to pay dividends to our shareholders.

39. ***Delay in raising funds from the IPO could adversely impact the implementation schedule.***

The proposed use of issue proceeds, as detailed in the section titled –Objects of the Issue on page no. 61 is to be partially and/or wholly funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute the expansion process within the given time frame, or within the costs as originally estimated by us. Any time overrun or cost overrun may adversely affect our growth plans and profitability.

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

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we were not required to incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchange. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management's attention may be diverted from other business concerns, which could have an adverse effect on our business and operations.

There can be no assurance that we will be able to satisfy our reporting obligations. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner. Failure of our Company to meet the listing requirements of stock exchange, if any, could lead to imposition of penalties, including suspension of trading in shares of the Company.

41. ***Third party industry and statistical data in this Prospectus may be incomplete, incorrect or unreliable.***

We have not independently verified data from industry and other publications contained herein and although we believe these sources to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regard to other countries. Therefore, discussions of matters relating to India and its economy are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable.

Issue related risk

42. ***We have issued Equity Shares in the last twelve months at price lower than the Offer Price.***

Our Company has issued 1,50,90,000 Equity shares on September 14, 2021 by way of Bonus Issue, as applicable, *explained in detail in Chapter title "Capital Structure" on page 48 of this Prospectus.* These Equity Shares has been issued at a price which are lower than the offer price of this Issue.

43. ***We cannot assure you that our equity shares will be listed on the NSE Emerge in a timely manner or at all, which may restrict your ability to dispose of the equity shares.***

Though we shall make best of our efforts to comply with all applicable regulatory, financial and operational requirements for getting the equity shares proposed to be offered through this prospectus listed on NSE Emerge platform in a time bound manner, yet on account of any change in applicable laws, economic conditions and/or any other reason/s beyond our control, the said shares may not get listed on the Emerge Platform of NSE Limited in a timely manner or at all, which may restrict your ability to dispose of the equity shares. However, even in such circumstances, the company shall stay fully committed to pay such interest and/or refund the full application amount, as may be required in accordance with the applicable regulatory directives.

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

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

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

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

46. ***We are exposed to the risk of delays or non-payment by our clients and other counterparties, which may also result in cash flow mismatches.***

We are exposed to counter party credit risk in the usual course of our business dealings with our clients or other counterparties who may delay or fail to make payments or perform their other contractual obligations. The financial condition of our clients, business partners, suppliers and other counterparties may be affected by the performance of their business which may be impacted by several factors including general economic conditions. We cannot assure you of the continued viability of our counterparties or that we will accurately assess their creditworthiness. We also cannot assure you that we will be able to collect the whole or any part of any overdue payments. Any material non-payment or non-performance by our clients, business partners, suppliers or other counterparties could affect our financial condition, results of operations and cash flows. For further details of our business and clients, please refer chapter titled –Our Business and Management Discussion & Analysis Conditions and Result of Operation beginning on page 89 & 171 of this Prospectus.

47. ***We operate in highly competitive markets and our inability to compete effectively may lead to lower market share or reduced operating margins, and adversely affect our results of operations.***

India is our primary market and we face high competition in our business from local as well as nationwide players in our industry. Our key services are available from a large number of players providing same or similar services in our industry. Thus, factors affecting our competitive success include, amongst other things, price, demand for our product and/or services, brand recognition and reliability. As a result, to remain competitive in our market, we must continuously strive to reduce our procurement and administrative costs and improve our operating efficiencies. If we fail to do so, our competitors may be able to provide their services at prices lower than our prices, which would have an adverse effect on our market share and results of operations. Our competitors vary in size, and may have better financial, marketing personnel and other resources than us and certain of our competitors have a longer history of established business and reputation in the Indian market as compared with us. Our failure to compete effectively, including any delay in responding to changes in the industry and market, together with increased spending on advertising, may affect the competitiveness of our services, which may result in a decline in our revenues and profitability.

48. ***Prices of raw material is highly volatile and if we are unable to maintain appropriate time span between procurement and selling of our product it may cause huge losses.***

In our business, we import scrap metals and sell them in Indian market. It creates a time gap between the buying and selling of our products and the cost of raw material are highly variable, which cannot be hedged. Any fluctuation in these components as aforesaid may affect our cost and supply of the services. Therefore, any significant increase in these prices due to any reasons, and our inability to pass on increased costs to our customers or reduction in demand from our customers, may adversely affect our revenue and profitability. For further details, see Our Business on page no. 89 of this Prospectus.

49. ***Our growth will depend on our ability to build our brand and failure to do so will negatively impact our ability to effectively compete in this industry.***

We believe that we need to continue to build our brand, "Nupur Recyclers", which will be critical for achieving widespread recognition of our services. Promoting and positioning our brand will depend largely on the success of our marketing efforts and our ability to provide high quality services. The brand promotion activities that we may undertake may not yield increased revenues, and even if they do, any increased revenues may not offset the expenses we incur in building our brand. If we are unable to promote and maintain our brand, our business, financial condition and results of operations could be adversely affected.

50. ***Our Promoters and Directors may have interest in our Company, other than reimbursement of expenses incurred or remuneration.***

Our Promoters and Directors may be deemed to be interested to the extent of the Equity Shares held by them or their relatives or our Group Entities and benefits deriving from their directorship in our Company. For further details, please refer to the chapters titled Our Business, Our Promoters, Our Promoter Group and Related Party Transactions beginning on page 89, 130,131 and 143 respectively of this Prospectus.

51. ***Our operations could be adversely affected by disputes with employees.***

We believe we maintain good relationships with our workforce, there can be no assurance that the Company will not experience future disruptions to its operations due to disputes or other problems with its work force.

52. ***Interest rate fluctuations may adversely affect the Company's business.***

The Company may enter into certain borrowing arrangements to finance its capital requirements in the ordinary course of business in connection with potential acquisitions or for general working capital purposes. In the event interest rates increase, the Company's costs of borrowing will increase, and its profitability and results of operations may be adversely affected.

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

Our capacity to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business there is significant importance to find, hire, train, supervise and manage efficient employees and also to establish such process of business operations which is proficient enough to effectively achieve our growth. Instead of putting keen efforts, as mentioned here, we cannot assure that any such employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use.

54. ***Our inability to manage growth could disrupt our business and reduce profitability.***

A principal component of our strategy is to continuously grow by expanding the capacity, size and geographical scope of our businesses. This growth strategy will place significant demands on our management, financial and other resources. It will require us to continuously develop and improve our operational, financial and internal controls. Continuous expansion increases the challenges involved in financial management, recruitment, training and retaining high quality human resources, preserving our culture, values and entrepreneurial environment, and developing and improving our internal administrative infrastructure. Any inability on our part to manage such growth could disrupt our business prospects, impact our financial condition and adversely affect our results of operations.

55. ***Industry information included in this Prospectus has been derived from industry reports commissioned by us for such purpose. There can be no assurance that such third-party statistical financial and other industry information is either complete or accurate.***

We have relied on the reports of certain independent third party for purposes of inclusion of such information in this Prospectus. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics.

Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Prospectus.

56. ***Our Company has entered certain related party transactions and may continue to do so in the future.***

Our Company has entered related party transactions with our Promoter, Directors and the Promoter Group aggregating Rs.1269.95 Lakh for the period ended on June 30, 2021. While our Company believes that all such transactions have been conducted on the arm‘s length basis, there can be no assurance that it could not have been achieved on more favorable terms had such transactions not been entered into with related parties.

Furthermore, it is likely that our Company will enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. *For details, please refer to "Note 31 - Related Party Transactions" on page no.165 of this Prospectus.*

57. ***Any future issue of Equity Shares may dilute your shareholding and sales of our Equity Shares by our Promoters or other major shareholders may adversely affect the trading price of the Equity Shares.***

Any future equity issues by us, including in a primary offering, may lead to the dilution of investors'

shareholdings in us. Any future equity issuances by us or sales of its Equity Shares by the Promoters may adversely affect the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

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

The price of the Equity Shares on the Stock Exchanges may fluctuate because of the factors, including:

a. Volatility in the Indian and global capital market;
b. Company‘s results of operations and financial performance;
c. Performance of Company‘s competitors,
d. Adverse media reports on Company or pertaining to our Industry;
e. Changes in our estimates of performance or recommendations by financial analysts;
f. Significant developments in India‘s economic and fiscal policies; and
g. Significant developments in India‘s environmental regulations.

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

59. ***The Issue price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue and the market price of our Equity Shares may decline below the issue price and you may not be able to sell your Equity Shares at or above the Issue Price.***

The Issue Price of our Equity Shares has been determined by fixed price method. This price is be based on numerous factors (For further information, please refer chapter titled –Basis for Issue Price beginning on page 66 of this Prospectus) and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price include without limitation. The following:

- Half yearly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- Changes in revenue or earnings estimates or publication of research reports by analysts;
- Speculation in the press or investment community;
- General market conditions; and
- Domestic and international economic, legal and regulatory factors unrelated to our performance.

60. ***Within the parameters as mentioned in the chapter titled "Objects of this Issue" beginning on page 61 of this Prospectus, our Company's management will have flexibility in applying the proceeds of this Issue. The fund requirement and deployment mentioned in the Objects of this Issue have not been appraised by any bank or financial institution.***

The deployment of funds as stated in the Objects of the Issue beginning on page 61 of this Prospectus is entirely at our discretion and is not subject to monitoring by any independent agency. All the figures,

included under the Objects of the Issue are based on our own estimates. There has been no independent appraisal of the project. We have not entered into any definitive agreements to utilize a portion of the Issue.

EXTERNAL RISK FACTORS

61. ***Changes in the Government Policy could adversely affect economic conditions in India generally and our business in particular.***

Our business, and the market price and liquidity of our Equity Shares, may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Elimination or substantial change of policies or the introduction of policies that negatively affect the Company‘s business could cause its results of operations to suffer. Any significant change in India‘s economic policies could disrupt business and economic conditions in India generally and the Company‘s business in particular.

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

Taxes and other levies imposed by the Central or State Governments in India that affect our industry include Service tax, STT, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. Imposition of any other taxes by the Central and the State Governments may adversely affect our results of operations.

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

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

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

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months is not subject to capital gains tax in India if securities transaction tax (–STT‖) is paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold.

Any gain realized on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax. Any change in tax provisions may significantly impact your return on investments.

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

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

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

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

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SECTION IV- INTRODUCTION

THE ISSUE

Particulars	Details of Number of Shares
Issue of Equity Shares by our Company	Upto 57,00,000 Equity Shares of face value of Rs.10/- each fullypaid-up for cash at price of Rs. 60/- per Equity Share aggregating to Rs. 3420.00 Lakh.
***Of which*:**	
Reserved for Market Makers	Upto 3,00,000 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. 60/- per Equity Share aggregating to Rs. 180.00 Lakh.
Net Issue to the Public	Upto 54,00,000 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. 60/- per Equity Share aggregating to Rs. 3240.00 Lakh.
Of which:	
Retail Investors Portion**	Upto 27,00,000 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. 60/- per Equity Share aggregating to Rs. 1620 Lakh, i.e. 50% of the Net Issue shall be available for allocation for Retail Individual Investors.
Non-Retail Investors Portion**	Upto 27,00,000 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. 60/- per Equity Share aggregating to Rs. 1620 Lakh, i.e. 50% of the Net Issue shall be available for allocation for Investors other than Retail Individual Investors.
Pre-and Post-Issue Equity Shares:	
Equity Shares outstanding prior to the Issue	1,51,00,000 Equity Shares of Rs.10/- each
Equity Shares outstanding after the Issue	2,08,00,000 Equity Shares of Rs.10/- each
Use of Proceeds	For further details please refer chapter titled –Objects of the Issue beginning on page no. 61 of this Prospectus for information on use of Issue Proceeds

***As per the Regulation 253 of the SEBI (ICDR) Regulations, 2018, as amended, as present issue is a fixed price issue the allocation is the net offer to the public category shall be made as follows:*

a) Minimum fifty percent to retail individual investor; and
b) Remaining to:
i. Individual applicants other than retail individual investors; and
ii. Other investors including corporate bodies or institutions, irrespective of the number of specified securitiesapplied for;

Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category. If the retails individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the retails individual investors shall be allocated that higher percentage.

Subject to valid applications being received, under-subscription, if any, in the Retail and Non-Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the LM and the NSE.

Notes
The Issue has been authorised by our Board pursuant to a resolution passed at its meeting held on October 06, 2021 and by our Shareholders pursuant to a resolution passed at the EGM held on October 06, 2021. This Issue is made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details please refer to section titled „Issue Structure" beginning on page no. 233 of this Prospectus.

SUMMARY OF OUR FINANCIAL INFORMATION

RESTATED STATEMENT OF ASSETS AND LIABILITIES (Amt in Lakh)

Particulars		Note No.	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
I.	**EQUITY AND LIABILITIES**					
(1)	**Shareholders' Funds**					
	(a) Share Capital	3	1.00	1.00	1.00	1.00
	(b) Reserves and Surplus	4	1,669.31	1,004.92	4.40	1.12
(2)	**Non-Current Liabilities**					
	(a) Long-Term Borrowings	5	96.10	164.55	-	-
	(b) Deferred tax liabilities (Net)	6	-	-	-	0.01
(3)	**Current Liabilities**					
	(a) Short Term Borrowings	7	716.31	456.26	249.54	272.20
	(b) Trade Payables	8				
	(i) Total Outstanding dues of Micro and Small Enterprises and		1.11	0.39	-	0.89
	(ii) Total Outstanding dues other than Micro and Small Enterprises		58.93	13.32	-	7.61
	(c) Other Current Liabilities	9	237.59	570.47	680.69	1.38
	(d) Short-Term Provisions	10	527.17	309.00	1.03	0.44
	Total		**3307.52**	**2,519.91**	**936.66**	**284.66**
II.	**ASSETS**					
(1)	**Non-current assets**					
	(a) Property, Plant and Equipment and Intangible assets					
	(i) Property, Plant and Equipment	11	9.13	7.09	1.20	1.07
	(b) Non-Current Investments	12	1,018.54	1,018.54	-	-
	(c) Deferred Tax Assets (net)	6	0.23	0.17	0.10	-
	(d) Other Non-Current Assets		-	-	-	-
(2)	**Current assets**					
	(a) Current Investments	13	45.29	159.83	-	-
	(b) Inventories	14	614.49	286.80	167.52	111.22
	(c) Trade Receivables	15	805.02	527.90	305.50	71.87
	(d) Cash and Cash Equivalents	16	11.79	15.73	7.69	11.16
	(e) Short-Term Loans and Advances	17	797.19	499.54	395.93	69.40
	(f) Other Current Assets	18	5.84	4.30	58.72	19.94
	Total		**3,307.52**	**2,519.91**	**936.66**	**284.66**

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RESTATED STATEMENT OF PROFIT AND LOSS

(Amt in Lakh)

Particulars	Note No.	For the 3 month period ended June 30, 2021	For the year ended 31 March, 2021	For the year ended 31 March, 2020	For the year ended 31 March, 2019
I. Revenue from operations	19	3,873.03	10,393.49	1,307.64	90.69
II. Other Income	20	61.85	103.74	13.82	-
III. Total Income (I +II)		**3,934.88**	**10,497.22**	**1,321.46**	**90.69**
IV. Expenses:					
(a) Purchases of stock-in-trade	21	3,321.10	9,035.76	1,254.35	187.54
(b) Changes in stock-in-trade	22	(327.69)	(119.28)	(56.30)	(111.22)
(c) Employee benefits expenses	23	7.12	24.34	44.44	0.74
(d) Finance costs	24	28.35	125.16	29.70	-
(e) Depreciation and amortisation expenses	25	0.63	1.69	0.63	0.02
(f) Other expenses	26	21.98	86.77	44.14	12.04
Total Expenses		**3,051.50**	**9,154.44**	**1,316.96**	**89.12**
V. Profit before Exceptional and Extraordinary Items and Tax (III - IV)		**883.38**	**1,342.79**	**4.50**	**1.57**
VI. Exceptional Items			-	-	-
VII. Profit before extraordinary items and tax		**883.38**	**1,342.79**	**4.50**	**1.57**
VIII. Extraordinary Items			-	-	-
IX. Profit before tax (VII-VIII)		**883.38**	**1,342.79**	**4.50**	**1.57**
X. Tax expense:					
(i) Current tax		219.04	342.34	1.33	0.44
(ii) Deferred tax		(0.06)	(0.07)	(0.11)	0.01
XI. Profit/ (Loss) from the period from continuing operations (IX - X)		**664.39**	**1,000.52**	**3.28**	**1.12**
XII. Profit/ (Loss) from discontinuing operations		-	-	-	-
XIII. Tax expense of discounting operations		-	-	-	-
XIV. Profit/(Loss) from Discontinuing operations		**-**	**-**	**-**	**-**
XV. Profit/ (Loss) for the period (XI + XIV)		**664.39**	**1,000.52**	**3.28**	**1.12**
XVI. Earnings per equity shares (of Rs. 10/- each)					
(i) Basic		4.40	6.63	0.02	0.01
(ii) Diluted		4.40	6.63	0.02	0.01

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RESTATED CASH FLOW STATEMENT

(Amt in Lakh)

Particulars	For the 3 month period ended June 30, 2021	For the year ended 31 March, 2021	For the year ended 31 March, 2020
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit Before Tax	**883.38**	**1,342.79**	**4.50**
Adjustments for:			
Interest Income	(3.75)	(10.92)	-
Depreciation & Amortization	0.63	1.69	0.63
Profit on Sale of Shares	(25.71)	(0.56)	-
Losses on fair valuation of Investment	4.88	15.03	-
Finance cost	28.35	125.16	29.70
Operating Profit before Working Capital Changes	**887.78**	**1,473.19**	**34.82**
Adjustments for:			
Increase / (Decrease) in Trade Payable	46.33	13.71	(8.50)
Increase / (Decrease) in Other Current Liabilities	(324.39)	(110.22)	679.31
Increase / (Decrease) in Short term Provisions	-	-	-
(Increase) / Decrease in Inventories	(327.69)	(119.28)	(56.30)
(Increase) / Decrease in Trade Receivables	(277.13)	(222.40)	(233.63)
(Increase) / Decrease in Short Term Loans & Advances	(293.89)	(103.60)	(326.54)
(Increase) / Decrease in Other Non-Current Assets	-	-	-
(Increase) / Decrease in Other Assets	(1.54)	54.41	(38.78)
Cash generated from operations	**(290.52)**	**985.80**	**50.39**
Income taxes refunded/ (paid)	(0.87)	(34.37)	(0.74)
Net cash flow from operations (A)	**(291.39)**	**951.43**	**49.64**
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Fixed Assets	(2.67)	(7.58)	(0.75)
Interest Income	-	10.92	-
Net proceeds / (investment) in equity shares	135.37	(1,192.84)	-
Movement in earmarked deposits	(2.65)	-	-
Net cash flow from/ (used in) investing activities (B)	**130.06**	**(1,189.50)**	**(0.75)**
CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds/ (Repayment) of Long-Term Borrowings (Net)	(68.44)	164.55	-
Proceeds/ (Repayment) of Short-Term Borrowings (Net)	260.04	206.72	(2.66)
Finance cost	(36.85)	(116.67)	(29.70)
Net cash flow from/ (used in) financing activities (C)	**154.75**	**254.60**	**(52.36)**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**(6.58)**	**8.03**	**(3.48)**
Cash and cash equivalents at the beginning of the period/ year	15.73	7.69	11.16
Cash and cash equivalents at the closing of the period/ year	**9.14**	**15.72**	**7.68**
a) Cash and Cash Equivalents included in Cash Flow Statement comprise of following (Refer Note 16):			
Particulars	**For the 3 month period ended June 30, 2021**	**For the year ended 31 March, 2021**	**For the year ended 31 March, 2020**
Cash in hand	3.60	8.14	5.93
Balances with banks			
Current Account With Banks	5.54	7.59	1.76
	9.14	**15.73**	**7.69**

GENERAL INFORMATION

Brief Information on Company and Issue

Registered Office	Plot No. 5, G/F, Kh No. 12/8 & 12/9 Kh-12, Arjun Gali New Mandoli Industrial Area, Near Shri Ram Bal Bharti Public School, North East Delhi-110093, India Tel: +91-7503697299; Fax: N.A. E-mail: compliance@nupurrecyclers.com Website: www.nupurrecyclers.com			
Date of Incorporation	January 22, 2019			
CIN	U37100DL2019PLC344788			
Company Category	Company Limited by Shares			
Registrar of Company	Registrar of Company, National Capital Territory of Delhi & Haryana 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019 Tel No. 011-26235703 Email : roc.delhi@mca.gov.in Website: www.mca.gov.in			
Company Secretary & Compliance Officer	Ms. Payal Vig Plot No. 5, G/F, Kh No. 12/8 & 12/9 Kh-12, Arjun Gali New Mandoli Industrial Area, Near Shri Ram Bal Bharti Public School, North East Delhi-110093, India Tel: +91-8882704751; Fax: N.A. E-mail: compliance@nupurrecyclers.com; Website: www.nupurrecyclers.com			
Chief Financial Officer	Mr. Devender Kumar Poter Plot No. 5, G/F, Kh No. 12/8 & 12/9 Kh-12, Arjun Gali New Mandoli Industrial Area, Near Shri Ram Bal Bharti Public School, North East Delhi-110093, India Tel: +91-9555101552; Fax: N.A. E-mail: devenderpoter@nupurrecyclers.com; Website: www.nupurrecyclers.com			
Designated Stock Exchange	National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Website : www.nseindia.com			
Issue Programme	Issue Opens On:	December 13, 2021	Issue Closes On:	December 15, 2021

Note: *Applications and any revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time). Applications will be accepted only on Working Days.*

DETAILS OF INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY

LEAD MANAGER TO THE ISSUE

Corporate Capital Ventures

CORPORATE CAPITALVENTURES PRIVATE LIMITED
B-1/E-13 Mohan Cooperative Industrial Estate, Mathura Road, New Delhi 110044
Tel: +91 11 - 41824066; **Fax:** +91 11 - 41824066
Email: kp@ccvindia.com
Website: www.ccvindia.com
SEBI Registration: INM000012276
Validity: Permanent
Contact Person: Mr. Kulbhushan Parashar

REGISTRAR TO THE ISSUE

Skyline Financial Services Pvt. Ltd.

SKYLINE FINANCIAL SERVICES PVT. LTD.
SEBI Registration No.: INR000003241
Address : D-153 A, 1st Floor, Okhla Industrial Area, Phase - I , New Delhi-110020
Tel No: +91- 11-40450193-97; **Fax No**: +91-11-26812683
Email: compliances@skylinerta.com; **Website**: www.skylinerta.com;
Contact Person: Ms. Sarita Singh

BANKER TO THE ISSUE & SPONSOR BANK

ICICI Bank

ICICI Bank Limited
SEBI Registration Number: INBI00000004
Address: Capital Market Division, 1st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai – 400020
Tele. No.:022- 66818911/23/24; Fax No. : 022- 22611138
E-mail: sagar.welekar@icicibank.com;**Website:** www.icicibank.com
Contact Person: Mr. Sagar Welekar

ADVISORS OF THE ISSUE

Pro Legal Solutions LLP
Address: F-84, GF, Kalkaji, New Delhi 110019
Tel No. 011-20880035/+91-9910244832
Fax No. Not Available
Email: info@prolegalsolutions.co.in
Website: www.prolegalsolutions.co.in
Contact Person: Mr. Prashant Pratap Singh

MARKET MAKER
M/s SS Corporate Securities Limited SEBI Registration No.: INZ000219533 **Address**: 3rd Floor, D-Block, NDM-2, Netaji Subhash Place, Pitampura, New Delhi-110034 **Tel No.:** 011- 47003600; **Fax No**. 011- 47003601 **Email:** info@sscorporate.com **Website**: www.sscorporate.com **Contact Person**: Mr. Sunil Kumar Gupta
STATUTORY AUDITORS OF THE COMPANY
M/s K R A & Co. **Charted Accountants** **Firm Registration No.:** 020266N; **Address**: 1st Floor, Shri Raj Complex, Opposite Nagri Bus Stand, Kathua- 184101 **Tel. No:** 011-47082855; **Fax No.:** N.A. **Email**: info@kra.co.in **Website:** http://kra.co.in/ **Contact Person:** Mr. Saurabh Garg
LEGAL ADVISOR TO THE COMPANY
Adv. Parvindra Nautiyal **Enrollment no**. D/958/2020 57A, Om Vihar Phase-III, Uttam Nagar, New Delhi- 110059 **Mobile. No**.: +91- 8882017384 **Fax No**. : N.A. **Email Id**: adv.Parvindra@gmail.com **Contact Person**: Adv. Parvindra Nautiyal

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DETAILS OF BOARD OF DIRECTORS OF OUR COMPANY

S.N	Name	DIN	Category	Designation
1.	Mr. Rajesh Gupta	01941985	Executive	Managing Director
2.	Mr. Devender Kumar Poter	08679602	Executive	Non - Independent Director & CFO
3.	Ms. Nupur Gupta	09305281	Non-Executive	Non - Independent Director
4.	Ms. Gurjeet Kaur	09301428	Non-Executive	Independent Director
5.	Mr. Bharat Bhushan Mithal	01451033	Non-Executive	Independent Director

For further details of our Directors, please refer chapter titled "Our Management" beginning on page 117 *of this Prospectus.*

Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Offer, Skyline Financial Services Private Limited and/or the Lead Manager, i.e., Corporate Capital Ventures Private Limited, in case of any pre-Offer or post-Offer related problems, such as non-receipt of letters of Allotment, credit of allotted Equity Shares in the respective beneficiary account, unblocking of amount in ASBA, etc.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB to whom the Application was submitted (at ASBA Bidding Locations), giving full details such as name, address of the applicant, number of Equity Shares applied for, Application Amount blocked, ASBA Account number and the Designated Branch of the relevant SCSBs where the Application was submitted by the ASBA Applicants.

For all Issue related queries and for redressal of complaints, Applicants may also write to the Lead Manager. All complaints, queries or comments received by Stock Exchange/SEBI shall be forwarded to the Lead Manager, who shall respond to the same.

SELF-CERTIFIED SYNDICATE BANKS

The lists of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (ASBA) Process are provided on the website of SEBI. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the below mentioned SEBI link.
https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes

REGISTERED BROKERS

Bidders can submit Bid cum Application Forms in the Offer using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI (www.sebi.gov.in) and updated from time to time. For details on Registered Brokers, please refer https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes.

REGISTRAR TO OFFER AND SHARE TRANSFER AGENTS

The list of the RTAs eligible to accept Bid cum Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, as updated from time to time.

COLLECTING DEPOSITORY PARTICIPANTS

The list of the CDPs eligible to accept Bid cum Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the

Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time.

STATEMENT OF RESPONSIBILITY OF THE LEAD MANAGER/STATEMENT OF INTER SE ALLOCATION OF RESPONSIBILITIES

Since Corporate Capital Ventures Private Limited is the sole Lead Manager to this Issue, a statement of inter-se-allocation of responsibilities amongst Lead Managers is not required.

CREDIT RATING

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

IPO GRADING

Since the Issue is being made in terms of Chapter IX of SEBI ICDR Regulations, there is no requirement of appointing an IPO grading agency.

EXPERT OPINION

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

Our Company has received written consent dated October 06, 2021 from Peer Review Auditor namely, M/s K R A & Co, Chartered Accountants and Advocate Parvindra Nautiyal respectively, to include their name as an expert as defined under Section 2(38) of the Companies Act, read with Section 26(5) of the Companies Act.

The Peer Review Auditor M/s K R A & Co., Chartered Accountants has given their expert opinion, as included in this Prospectus, in relation to the Restated Financial Information, the examination report dated October 06, 2021 on the same, and the statement of Special Tax Benefits dated October 06, 2021. Further, Advocate Parvindra Nautiyal has given his expert opinion, as included in this Prospectus, in relation to the Outstanding Litigations and Material Developments dated October 06, 2021.

Aforementioned consents has not been withdrawn as on the date of this Prospectus. However, the term - expert shall not be construed to mean an - expert as defined under the U.S. Securities Act. All the intermediaries including Merchant Banker has relied upon the appropriacy and authenticity of the same**.**

DEBENTURE TRUSTEE

Since this is not a debenture issue, appointment of debenture trustee is not required.

APPRAISAL AND MONITORING AGENCY

As per regulation 262(1) of SEBI ICDR Regulations, the requirement of monitoring agency is not mandatory if the Issue size is up to Rs. 10,000 Lakh. Since the Issue size is below Rs. 10,000 Lakh, our Company has not appointed any monitoring agency for this Issue. However, as per section 177(4)(viii) of the Companies Act, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the issue.

UNDERWRITING AGREEMENT

Our Company and LM to the issue hereby confirm that the Issue is 100% Underwritten. The Underwriting agreement is dated October 06, 2021. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Name, Address, Telephone, Fax, and Email of the Underwriter	Indicative No. of Equity Shares to be Underwritten	Amount Underwritten (Rs. in Lakh)	% of the Total Issue Size Underwritten
Corporate CapitalVentures Private Limited B-1/E-13 Mohan Cooperative Industrial Estate, Mathura Road, New Delhi 110044 Tel: +91 11 - 41824066; Fax: +91 11 – 41824066 Email: kp@ccvindia.com Website: www.ccvindia.com Contact Person: Mr. Kulbhushan Parashar	57,00,000	3420.00	100%

In the opinion of our Board of Directors of the Company, the resources of the abovementioned Underwriter is sufficient to enable them to discharge the underwriting obligations in full. The above-mentioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges.

FILING OF PROSPECTUS

A soft copy of the Prospectus shall be filed with SEBI through SEBI Intermediary Portal athttps://siportal.sebi.gov.in as per Regulation 246(1) of SEBI (ICDR) Regulations. Pursuant to Regulation 246(2) of SEBI ICDR Regulations, the SEBI shall not issue any observation on the offer document. A copy of the Prospectus along with the documents required to be filed under Section 26 read with Section 32 of the Companies Act will be delivered to the Registrar of Company, National Capital Territory of Delhi & Haryana, 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019.

CHANGE IN THE AUDITOR DURING LAST 3 YEAR

Except as provided below, Company has not changed auditor during last 3 years.

The Board of Directors of the company in their meeting dated November 9th, 2021 has recommended to appoint M/s KRA & Co., Chartered Accountants (Firm Registration No. 020266N), holding valid valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI), as statutory auditors of the company for the financial year 2021-22 and further the appointment has been approved by the shareholders in the Extra-Ordinary General Meeting dated November 10th, 2021.

Further the earlier auditor has resigned for not having valid peer review certificate as required under SEBI (ICDR) Regulation.

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event, our Company would issue a public notice in the newspapers, in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one (1) day of receipt of such notification. Our Company shall also promptly inform NSE Emerge on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals from NSE Emerge, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, ourCompany shall be required to file a fresh Prospectus.

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS OFFER

Our Company and the Lead Manager have entered into a tripartite agreement dated November 26, 2021 with **SS Corporate Securities Limited,** the Market Maker for this Issue, duly registered with NSE Emerge to fulfill the obligations of Market Making:

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the NSE and SEBI regarding this matter from time to time. Following is a summary of the key details pertaining to the Market Making arrangement:

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

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

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

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

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

6. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.

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

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

   The Market Maker(s) shall have the right to terminate said arrangement by giving a one month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s). In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further, our Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated

Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

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

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

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

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

Issue Size	Buy quote exemption threshold (including mandatory initial inventory of5% of the Issue Size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Issue Size)
Up to Rs. 20 Crore	25%	24%
Rs.20 Crore to Rs.50 Crore	20%	19%
Rs.50 Crore To Rs.80 Crore	15%	14%
Above Rs.80 Crore	12%	11%

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

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

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CAPITAL STRUCTURE

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

#	Particulars	Amount (Rs. in Lakhs)	
		Aggregate nominal value	Aggregate value at Offer Price
A.	**Authorised Share Capital**		
	2,60,00,000 Equity Shares of Rs.10/- each	2600.00	-
B.	**Issued, Subscribed and Paid-Up Share Capital before the Issue**		
	1,51,00,000 Equity Shares of Rs.10/- each	1510.00	-
C.	**Present Issue in terms of the Prospectus**		
	Offer of 57,00,000 Equity Shares of Face Value Rs.10/- each at a Price of Rs 60/- per Equity Share	570.00	3420.00
	Consisting of:		
	Reservation for Market Maker- 3,00,000 Equity Shares of Rs.10/- each at a price of Rs. 60/- per Equity Share reserved as Market Maker Portion.	30.00	180.00
	Net Issue to the Public – 54,00,000 Equity Shares of Rs.10/- each at a price of Rs. 60/- per Equity Share.	540.00	3240.00
	Of the Net Issue to the Public		
	Allocation to Retail Individual Investors 27,00,000 Equity Shares of Rs.10/- each at a price of Rs. 60/- per Equity Share shall be available for allocation for Investors applying for a value of up to Rs.2.00 Lakhs.	270.00	1620.00
	Allocation to Other than Retail Individual Investors 27,00,000 Equity Shares of Rs.10/- each at a price of Rs. 60/- per Equity Share shall be available for allocation for Investors applying for a value of above Rs.2.00 Lakhs.	270.00	1620.00
D.	**Issued, Subscribed and Paid-up Share Capital after the Issue**		
	2,08,00,000 Equity Shares of Rs. 10/- each	2080.00	
E.	**Securities Premium Account**		
	Before the Issue	0.00	
	After the Issue	2850.00	

The present issue has been authorized by our Board of Directors vide a resolution passed at its meeting held on dated October 06, 2021 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the EGM of our shareholders held on October 06, 2021.

Our Company has only one class of share capital i.e. Equity Shares of the face value of Rs. 10/- each only. All Equity Shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Prospectus.

NOTES TO THE CAPITAL STRUCTURE

1. Details of increase in Authorised Share Capital:

Since the incorporation of our Company, the authorised share capital of our Company has been altered in the manner set forth below:

S.N.	Date	No. of Shares	Face Value (in Rs.)	Cumulative No. of Shares	Cumulative Authorised Share Capital (in Rs.)	Whether AGM/EGM
1.	On Inception	10,000	10	10,000	1,00,000	N.A.
2.	August 27, 2021	2,60,00,000	10	2,60,00,000	26,00,00,000	EGM

2. History of Equity Share Capital of our Company

Note	Date of Allotment	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Paid -up Capital (Rs.)	Cumulative Securities premium (Rs.)
1.	On Incorporation	10,000	10	10	Cash	Subscription to MOA	10,000	1,00,000	Nil
2.	September 14, 2021	1,50,90,000	10	Nil	Other than Cash	Allotment pursuant to Bonus Issue	1,51,00,000	15,10,00,000	Nil

Note:

1. Initial Subscribers to Memorandum of Association hold 10,000 Equity Shares each of face value of Rs. 10/- fully paid up as per the details given below:

S.N.	Name of Person	No. of Shares Allotted
1.	Mr. Rajesh Gupta	5000
2.	Mr. Anoop Garg	5000
	Total	**10,000**

2. The Company thereafter allotted 1,50,90,000 Equity shares as Bonus in the ratio of 1509:1, the details of which is given below:

S.N.	Name	No. of Shares Issued
1.	Mr. Rajesh Gupta	75,45,000
2.	Mr. Anoop Garg	75,45,000
	Total	**1,50,90,000**

3. Shareholding of the Promoters of our Company

As on the date of this Prospectus, our Promoters – Mr. Rajesh Gupta and Mr. Anoop Garg holds total 1,50,65,000 Equity Shares representing 99.75 % of the pre-issue paid up share capital of our Company.

Details of build-up of shareholding of the Promoters

Date of Allotment / acquisition / transaction and when made fully paid up	Nature (Allotment/ transfer)	Number of Equity Shares	Face Value per Equity Share (in Rs.)	Issue/ Transfer price per Equity Share (in Rs.)	Consideration (cash/ other than cash)	Name of Transferor / Transferee
Mr. Rajesh Gupta						
January 22, 2019	Subscriber to MOA	5000	10	10	Cash	N.A.
September 14, 2021	Bonus Issue	74,45,000	10	Nil	Other than Cash	N.A.
Total		**75,50,000**				
Mr. Anoop Garg						
January 22, 2019	Subscriber to MOA	5000	10	10	Cash	N.A.
September 14, 2021	Bonus Issue	74,45,000	10	Nil	Other than Cash	N.A.
September 14, 2021	Transfer	(7000)	10	14	Cash	Nupur Gupta
September 14, 2021	Transfer	(7000)	10	14	Cash	Shikha Gupta
September 14, 2021	Transfer	(7000)	10	14	Cash	Geeta Goswami
September 14, 2021	Transfer	(7000)	10	14	Cash	BR Hands Investments Private Limited
September 14, 2021	Transfer	(7000)	10	14	Cash	Devender Kumar Poter
Total		**75,15,000**				

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares. None of the Equity Shares held by our Promoters are under pledged.

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4. Our shareholding pattern

(a) The table below represents the shareholding pattern of our Company as per Regulation 31 of the SEBI (LODR) Regulations, 2015, as on the date of this Prospectus:

Category Code	*Category of shareholder*	*No. Of share holder*	*No. of fully paid up equity shares held*	*No. of Partly paid up equity share s held*	*No. of shares underlying Depository Receipt s*	*Total nos. shares held*	*Share holding as a % of total no. of share s (calculat ed as per SCR R, 1957) As a % of (A+B +C2)*	*Number of Voting Rights held in each class of securities**				*No. of Shares Under lying Outstanding convertible securities (including Warrants)*	*Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share Capital) As a % of (A+B+C2)*	*Number of locked in Shares*		*Number of Shares pledged or otherwise encumbered*		*Number of shares held in dematerialized form*
								No. of Voting Rights			*Total as a % of (A+B +C)*			*No. (a)*	*As a % of total share s held (B)*	*No. (a)*	*As a % of total share s held (B)*	
								Class X	*Class Y*	*Total*								
I	*II*	*III*	*IV*	*V*	*VI*	*VII= IV+ V+V I*	*VIII*	*IX*				*X*	*XI=VII +X*	*XII*		*XIII*		*XIV*
(A)	Promoters and Promoter Group	5	15086000	-	-	15086000	99.90	15086000	-	15086000	99.90	-		-	-	-	-	15086000
(B)	Public	2	14000	-	-	14000	0.10	14000	-	14000	0.10	-		-	-	-	-	14000
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	7	15100000	-	-	15100000	100.00	15100000	-	15100000	100.00	-		-	-	-	-	15100000

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*As on the date of this Prospectus 1 Equity Shares holds 1 vote.

NUPUR RECYCLERS

I. Shareholding Pattern of Promoters and Promoter Group

#	Category& name of shareholder (I)	PAN (II)	No. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)	Share holding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share Capital) As a % of (A+B+C2)	Number of locked in Shares		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form
									No. of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (B)	No. (a)	As a % of total shares held (B)	
									Class : X	Class : Y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(IV)+(V)+(VI)	(VIII)	(IX)				(X)	(XI)=(VII)+(X)	(XII)		(XIII)		(XIV)
(1)	**Indian**																		
(a)	Individual/HUF		5	15086000	-	-	15086000	99.90	15686000	-	15086000	99.90	-	-	-	-	-	-	15086000
1	*Rajesh Gupta*	-	1	75,50,000	-	-	75,50,000	50.00	75,50,000	-	75,50,000	50.00	-	-	-	-	-	-	7550000
2	*Anoop Garg*	-	1	75,15,000	-	-	75,15,000	49.75	75,15,000	-	75,15,000	49.75	-	-	-	-	-	-	7515000
3	*Nupur Gupta*		1	7,000	-	-	7,000	0.05	7,000	-	7,000	0.05	-	-	-	-	-	-	7000
4	*Shikha Gupta*		1	7,000	-	-	7,000	0.05	7,000	-	7,000	0.05	-	-	-	-	-	-	7000
5	*BR Hands Investments Private Limited*		1	7,000	-	-	7,000	0.05	7,000	-	7,000	0.05	-	-	-	-	-	-	7000
(b)	Cen. Govt./ State Government(s)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Financial Institutions/Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Any other(Body Corporate)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub- total (A) (1)		**5**	***15086000***	**-**	**-**	***15086000***	**99.90**	***15086000***	**-**	***15086000***	**99.90**	**-**	**-**	**-**	**-**	**-**	**-**	***15086000***
(2)	**Foreign**																		
(a)	Individual (NRI/ Foreign Individual)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Any Other(specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub- Total(A) (2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters and Promoter Group (A)=(A)(1)+(A)(2)			**5**	***15086000***	**-**	**-**	***15086000***	**99.90**	***15086000***	**-**	***15086000***	**99.90**	**-**		**-**	**-**	**-**	**-**	***1508600***

II. Shareholding Pattern of the Public shareholder

#	Category& name of shareholder	P A N	No. of shareholders	No. of fully paid up equity shares held	No. of Partly paid up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held (VII)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share Capital) As a % of (A+B+C2)	Number of locked in Shares		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form
									No. of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (B)	No. (a)	As a % of total shares held (B)	
									Class : X	Class : Y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(IV)+(V)+(VI)	(VIII)	(IX)				(X)	(XI)=(VII)+(X)	(XII)		(XIII)		(XIV)
(1)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Alternate Investment Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(h)	Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	Any other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(1)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
(2)	Central Government/State Government (s)/ President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(2)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
(3)	Non- Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Individuals-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	i. Individual shareholders holding nominal share capital up to Rs. 2 lakh.		2	14000	-	-	14000	0.10	14000	-	14000	0.10	-	-	-	-	-	-	14000
	a. Devender Kumar Poter		*1*	*7000*	-	-	*7000*	*0.05*	*7000*	-	*7000*	*0.05*	-	-	-	-	-	-	*7000*
	b. Geeta Goswami		*1*	*7000*	-	-	*7000*	*0.05*	*7000*	-	*7000*	*0.05*	-	-	-	-	-	-	*7000*
	ii. Individual shareholders holding nominal share capital in excess of Rs.2 lakh	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(3)	**-**			**-**	**-**				**-**			**-**	**-**	**-**	**-**	**-**	**-**	
	Total Public Shareholding (B)-(B)(1)+(B)(2)+(B)(3)			**14000**	**-**	**-**	**14000**	**0.10**	**14000**	**-**	**14000**	**0.10**	**-**	**-**	**-**	**-**	**-**	**-**	**14000**

NUPUR RECYCLERS

III. Shareholding pattern of the Non Promoter- Non Public shareholder

#	Category & name of shareholder	P A N	No. of shareholders	No. of full y paid up equity shares held	No. of Partly paid up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+ C2)	Number of Voting Rights held in each class of securities				No. of Shares Under lying Outstanding convertible securities (including Warrants)	Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share Capital) As a % of (A+B+C 2)	Number of locked in Shares		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form
									No. of Voting Rights						No. (a)	As a % of total shares held (B)	No. (Not Applicable)	As a % of total shares held (Not Applicable)	
									Class : X	Class : Y	Total	Tot al as a % of Tot al Voting rights							
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)= (IV)+(V) +(VI)	(VIII)	(IX)				(X)	(XI)=(V II)+(X)	(XII)		(XIII)		(XIV)
(1)	Custodian /DR Holder	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Name of DR Holder (if applicable)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Employee Benefit Trust (Under SEBI (Share based Employee Benefit) Regulations, 2014)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Non- Promoter – Non Public Shareholding (C)=(C)(1)+(C)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Note:

- *In terms of SEBI circular bearing No. CIR/ISD/3/2011 dated June 17, 2011 and SEBI circular bearing No. SEBI/CIR/ISD/ 05 /2011, dated September 30, 2011, the Equity Shares held by the Promoters/Promoters Group Entities and 50% of the Equity Shares held by the public shareholders, shall be dematerialized. Accordingly, all the existing equity shares of the Company will be in dematerialized form at the time of listing of shares.*
- *PAN of the Shareholders will be provided by our Company prior to Listing of Equity Share on the Stock Exchange.*
- *Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI (LODR) Regulations, 2015, one day prior to the listing of the equity shares. The shareholding pattern will be uploaded on the website of NSE Emerge before commencement of trading of such Equity Shares.*

5. As on the date of this Prospectus, there are no partly paid-up shares/outstanding convertible securities/warrants in our Company.

6. **Following are the details of the holding of securities of persons belonging to the category "Promoter and Promoter Group" and public before and after the Issue:**

#	Name of share holder	Pre issue		Post issue	
		No. of equity shares	As a % of Issued Capital	No. of equity shares	As a % of Issued Capital
Promoters					
1	Rajesh Gupta	7550000	50.00	7550000	36.30
2	Anoop Garg	7515000	49.75	7515000	36.16
Total – A		**15065000**	**99.75**	**15065000**	**72.43**
Promoter Group					
3	Nupur Gupta	7000	0.05	7000	0.03
4	Shikha Gupta	7000	0.05	7000	0.03
5	BR Hands Investments Private Limited	7000	0.05	7000	0.03
Total – B		**21000**	**0.15**	**21000**	**0.09**
Public					
6	Geeta Goswami	7000	0.05	7000	0.03
7	Devender Kumar Poter	7000	0.05	7000	0.03
8	IPO	-	-	**5700000**	**27.40**
Total-C		**14000**	**0.10**	**5714000**	**27.46**
Grand Total (A+B+C)		**15100000**	**100.00**	**20800000**	**100.00**

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

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Rajesh Gupta	7550000	0.006
Anoop Garg	7515000	Negative

**Since on September 14, 2021, Mr. Anoop Garg transferred 35,000 equity shares therefore his cost of acquisition becomes negative. The Company issued bonus shares to promoters which makes net cost of acquisition negative.*

8. **Details of Major Shareholders:**

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

#	Name of shareholders	No. of Equity Shares held*	% of Paid up Capital**
1.	Rajesh Gupta	75,50,000	50.00
2.	Anoop Garg	75,15,000	49.75
	Total	**1,50,65,000**	**99.75**

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

#	Name of shareholders	No. of Equity Shares held*	% of Paid up Capital**
1.	Rajesh Gupta	5,000	50.00
2.	Anoop Garg	5,000	50.00
	Total	**10,000**	**100.00**

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

#	Name of shareholders	No. of Equity Shares held*	% of Paid up Capital**
1.	Rajesh Gupta	5,000	50.00
2.	Anoop Garg	5,000	50.00
	Total	**10,000**	**100.00**

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

#	Name of shareholders	No. of Equity Shares held*	% of Paid up Capital**
1.	Rajesh Gupta	75,50,000	50.00
2.	Anoop Garg	75,15,000	49.75
	Total	**1,50,65,000**	**99.75**

*The Company has not issued any convertible instruments like warrants, debentures etc. since its incorporation and there are no outstanding convertible instruments as on date of this Prospectus.

** the % has been calculated based on existing (pre-issue) Paid up Capital of the Company.

9. Our Company has not issued any Equity Shares out of revaluation reserve or reserves without accrual of cash resources.

10. Our Company has not issued any Equity Shares during a period of one year preceding the date of this Prospectus at a price lower than the Issue Price, except as following:

Right Issue: ***Nil***

Bonus issue:

#	Name of Allottees	No. of Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Date of Allotment	Reason for Allotment	Benefit occurred to Issuer
1.	Rajesh Gupta	74,50,000	10.00	-	September 14, 2021	Bonus Issue in the ratio of 1509:1	Capitalisation of reserve & surplus
2.	Anoop Garg	74,50,000	10.00	-			
Total		15,090,000					

11. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of this Prospectus until the Equity Shares have been listed. Further, our Company presently does not have any intention or proposal to alter our capital structure for a period of six months from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or otherwise, except that if we enter into acquisition(s) or joint venture(s), we may consider additional capital to fund such activities or to use Equity Shares as a currency for acquisition or participation in such joint ventures.

12. We have 7 (Seven) shareholders as on the date of filing of this Prospectus.

13. As on the date of this Prospectus, our Promoters and Promoters Group hold total 1,50,86,000 Equity Shares

representing 99.90% of the pre-issue paid up share capital of our Company.

14. None of our Promoters, their relatives and associates, persons in Promoter Group or the directors of the Company which is a promoter of the Company and/or the Directors of the Company have purchased or sold any securities of our Company during the past six months immediately preceding the date of filing this Prospectus except following:

#	Transfer date	From	To	No of Shares	FV of Equity Share
1	September 14, 2021	Anoop Garg	Nupur Gupta	7000	Rs 10/-
2		Anoop Garg	Shikha Gupta	7000	
3		Anoop Garg	Geeta Goswami	7000	
4		Anoop Garg	BR Hands Investments Private Limited	7000	
5		Anoop Garg	Devender Kumar Poter	7000	

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

16. **Details of Promoter’s Contribution locked in for three years:**

As per Sub-Regulation (1) of Regulation 236 of the SEBI (ICDR) Regulations, 2018, an aggregate of 20% of the post-Issue Capital shall be considered as Promoter‘s Contribution.

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

In terms of clause (a) of Regulation 238 of the SEBI (ICDR) Regulations, 2018, *Minimum Promoters" Contribution as mentioned above shall be locked-in for a period of three years from the date of commencement of commercial production or date of allotment in the Initial Public Offer, whichever is later.*

Explanation: The expression "date of commencement of commercial production" means the last date of the month in which commercial production of the project in respect of which the funds raised are proposed to be utilised as stated in the offer document, is expected to commence.

We further confirm that Minimum Promoters‘ Contribution of 20.00% of the post issue paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund.

The Minimum Promoters‘ Contribution has been brought into to the extent of not less than the specified minimum lot and has been contributed by the persons defined as Promoters under the SEBI (ICDR) Regulations, 2018.

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

The details of the Equity Shares held by our Promoters, which are locked in for a period of three years from the date of Allotment in the Offer are given below:

Name of Promoter	Date of Transaction and when made fully paid-up	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Issue/ Acquisition Price per Equity Share (Rs.)	Percentage of post-Offer paid-up capital (%)	Lock in Period
Rajesh Gupta	September 14, 2021	Bonus Issue	2080000	10	NIL	10.00	3 Years
Anoop Garg	September 14, 2021	Bonus Issue	2080000	10	NIL	10.00	3 Years

Note: Our promoters & promoter group have given their Consent to lock-in entire pre-IPO shareholding, i.e., 15,10,000 for the period of 3 years.

The Equity Shares that are being locked in are not ineligible for computation of Promoters' contribution in terms of Regulation 237 of the SEBI ICDR Regulations. Equity Shares offered by the Promoters for the minimum Promoters' contribution are not subject to pledge. Lock-in period shall commence from the date of Allotment of Equity Shares in the Public Issue.

We confirm that the minimum Promoters' contribution of 20.00% which is subject to lock-in for three years does not consist of:

a) Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalisation of intangible assets;
b) Equity Shares acquired during the preceding three years resulting from a bonus issue by utilisation of revaluation reserves or unrealised profits of the issuer or from bonus issue against equity shares which are ineligible for minimum Promoters' contribution;
c) Equity Shares acquired by Promoters during the preceding one year at a price lower than the Issue Price;
d) The Equity Shares held by the Promoters and offered for minimum 20% Promoters' Contribution are not subject to any pledge.
e) Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoters' Contribution subject to lock-in.

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

Equity Shares locked-in for one year

In addition to above Equity Shares that are locked-in for three years as the minimum Promoters' contribution, the public shareholding pre-issue Equity Share capital of our Company, *i.e.* 14,000 Equity Shares shall be locked in for a period of one year from the date of Allotment in the Public Issue. Further, such lock-in of the Equity Shares would be created as per the bye laws of the Depositories.

Pledge of Locked in Equity Shares:

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018, the locked-in Equity Shares held by our Promoters can be pledged only with any scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or financial institutions, subject to the following:

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

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

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

Transferability of Locked in Equity Shares:

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

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

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

17. Our Company, our Promoters, our Directors and the Lead Manager to this Offer have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares from any person.

18. Our Company has not issued shares for consideration other than cash or out of revaluation of reserves, including Bonus Shares, at any point of time since Incorporation except the following:

#	Name of Allottees	No. of Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Date of Allotment	Reason for Allotment	Benefit occurred to Issuer
1.	Rajesh Gupta	75,45,000	10.00	-	September 14, 2021	Bonus Issue in the ratio of 1509:1	Capitalisation of Reserves and Surplus
2.	Anoop Garg	75,45,000	10.00	-			
Total		15090000					

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

20. Our Company has not re-valued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

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

22. There are no safety net arrangements for this public Offer.

23. An oversubscription to the extent of 10% of the Net Offer can be retained for the purposes of rounding off to the minimum allotment lot, while finalizing the Basis of Allotment.

24. As on the date of filing of this Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.

25. All the Equity Shares of our Company are fully paid up as on the date of this Prospectus. Further, since the entire money in respect of the Offer is being called on application, all the successful applicants will be allotted fully paid-up equity shares.

26. As per RBI regulations, OCBs are not allowed to participate in this Issue.

27. There is no –Buyback, –Standby, or similar arrangement by our Company/Promoters/Directors/Lead Manager for purchase of Equity Shares issued / offered through this Prospectus.

28. As on the date of this Prospectus, none of the shares held by our Promoters/ Promoter Group are pledged with any financial institutions or banks or any third party as security for repayment of loans.

29. Investors may note that in case of over-subscription, the allocation in the Issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, as amended from time to time.

30. Under subscription, if any, in any category, shall be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the Lead Manager and NSE.

31. The Issue is being made through Fixed Price Method.

32. Lead Manager to the Issue viz. Corporate Capital Ventures Private Limited and its associates do not hold any Equity Shares of our Company.

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

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

35. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.

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

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

38. Our Promoters and the members of our Promoter Group will not participate in this Issue.

39. Our Company has not made any public issue since its incorporation.

40. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing the Prospectus and the Offer Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.

41. For the details of transactions by our Company with our Promoter Group, Group Companies during the last three Fiscals i.e. 2019, 2020 and 2021 & period ended on June 30, 2021 please refer to paragraph titled –*Related Party Transaction* in the chapter titled, *"Financial Information"* beginning on page number 165 of this Prospectus.

None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled –*Our Management* beginning on page 117.

OBJECTS OF THE ISSUE

Our Company proposes to utilize the funds which are being raised towards funding the following objects and achieve the benefits of listing on the NSE Emerge Platform.

The objects of the Issue are:-

1. To meet out the Working Capital requirements of the Company;
2. To meet out the General Corporate Purposes; and
3. To meet out the Issue Expenses.

Our Company believes that listing will enhance our Company's corporate image, brand name and create a public market for its Equity Shares in India. The main objects clause of our Memorandum enables our Company to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum. The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution.

Fund Requirements

Our funding requirements are dependent on a number of factors which may not be in the control of our management, changes in our financial condition and current commercial conditions. Such factors may entail rescheduling and / or revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure.

We intend to utilize the proceeds of the Fresh Issue, in the manner set forth below:

S. N.	Particulars	Amount (In Rs. Lakh)
1	Working Capital Requirement	2600.00
2	General Corporate Purposes	649.00
3	Issue Expenses*	171.00
	Total	**3420.00**

As on* **September 27, 2021 *the Company has incurred a sum of* **14.34** *towards issue expenses.*

The requirements of the objects detailed above are intended to be funded from the proceeds of the Issue. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the proposed Issue.

The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy, as discussed further below.

In case of variations in the actual utilization of funds allocated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt.

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

Details of Utilization of Issue Proceeds

1. Working Capital Requirements:

(Rs. In Lakhs)

Particulars	2018-19 {Audited}	2019-20 {Audited}	2020-21 {Audited}	2021-22 {Projected}	2022-23 {Projected}
Current Assets					
Current Investments	-	-	159.83	159.83	159.83
Inventories	111.22	167.52	286.80	473.22	709.84
Trade Receivables	71.87	305.50	527.90	844.64	1266.95
Cash and Cash Equivalents	11.16	7.69	15.73	572.47	1001.81
Short-term Loans and Advances	69.40	395.93	499.54	657.12	887.11
Other Current Assets	19.94	58.75	4.30	125.00	156.25
Total (A)	***283.59***	***935.36***	***1494.10***	**2832.27**	**4181.79**
Current Liabilities					
Short Term Borrowings	272.20	249.54	456.26	-	-
Trade Payables	8.50	-	13.71	65.00	85.00
Other Current Liabilities	1.38	680.69	570.47	630.99	698.25
Short-term Provisions	0.44	1.03	309.00	370.80	444.96
Total (B)	282.53	931.26	1349.44	**1066.78**	**1228.21**
Net Working Capital (A) - (B)	**1.06**	**4.10**	**144.66**	**1765.49**	**2953.58**
Proceed from IPO	**-**	**-**	**-**	**1200.00**	**1400.00**
Short Term Borrowing	**-**	**-**	**-**		
Internal Accrual	**1.06**	**4.10**	**144.66**	**565.49**	**1553.58**

Basis of Estimation

Basis of Estimation					
Particulars	31.03.2023	31.03.2022	31.03.2021	31.03.2020	31.03.2019
No. of Days for Trade Payables	2	2	1	-	3
No. of Days for Trade Receivables	23	20	19	85	53
No. of Days for Inventory	17	15	20	4	54.91

The total working capital requirements for the FY 2020-21 is estimated to be Rs. 144.66 Lakhs and for the FY 2021-22 is projected to be Rs. 1765.49 & For FY 2022-23 it is projected to be Rs. 2953.58 Lakhs which will be met through mix of Internal Sources and the NetProceeds.

2. General Corporate Purpose

Our Company intends to deploy the balance Net Proceeds aggregating Rs. 649.00 Lakh for General Corporate Purposes subject to such utilization not exceeding 25% of the Net Proceeds, in compliance with the SEBI Regulations, including but not limited or restricted to, strategic initiatives, strengthening our marketing network & capability, meeting exigencies, brand building exercises in order to strengthen our operations. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for General Corporate Purposes.

3. Issue Related Expenses

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, legal advisor fees, printing and distribution expenses, advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed Rs. 171 Lakh.

(Rs. In Lakh)

#	Particulars	Amount (Rs. in Lakhs)
1	Lead manager(s) fees including underwriting commission.	112.00
2	Brokerage, selling commission and upload fees.	-
3	Registrars to the issue	1.00
4	Legal Advisors	2.00
5	Advertising and marketing expenses	20.00
6	Regulators including stock exchanges	6.00
7	Others, if any (to be specified). Advisor to Issue, Peer Review Auditor & Statutory Auditor & other misc. expenses like issue stationary etc	30.00
Total		**171.00**

MEANS OF FINANCE

The working capital requirements under our Objects will be met through the Net Proceeds to the extent of Rs. **2600.00** Lakh and internal accruals as provided for below:

(*Rs. in Lakh*)

Particulars	Amount Required	IPO Proceeds	Internal Accruals
Working Capital Requirements of the Company	**4719.07**	**2600.00**	**2119.07**

Accordingly, we confirm that we are in compliance with the requirement to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Net Proceeds and existing identifiable internal accruals.

APPRAISAL BY APPRAISING AGENCY

The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution.

SCHEDULE OF IMPLEMENTATION

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

(Rs. in Lakh)

S. No.	Particulars	Amount to be funded from Net Proceeds	Estimated Utilisation of Net Proceeds (Financial Year 2021-22)	Estimated Utilisation of Net Proceeds (Financial Year 2022-23)
1	Working Capital Requirement	2600.00	**1200.00**	**1400.00**
2	General Corporate Purposes	649.00	**649.00**	**0.00**
3	Issue Expenses	171.00	**171.00**	**0.00**

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

(1) *Issue expenses excluding applicable taxes, where applicable. Issue expenses are estimates and are subject to change.*

(2) *Includes Selling commission payable to registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Applicants and Non – Institutional Applicants, would be 0.15 % on the allotment amount on the application wherein shares are allotted.*

(3) *Includes commission/Processing fees of Rs. 10 per valid application forms for SCSBs. In case the total processing fees payable to SCSBs exceeds Rs. 1 lakh, then the amount payable to SCSBs would be proportionately distributed based on the number of valid applications such that the total Processing Fees payable does not exceed Rs. 1 lakh.*

DEPLOYMENT OF FUNDS

The Company has received the Sources and Deployment Funds Certificate from KRA & Co. Chartered Accountants. The certificate states that the Company has deployed amounts aggregating Rs. **14.34** Lakh.

(*Rs. in Lakh*)

Particulars	Total Funds required	Amount incurred till September 27, 2021	Source of Fund	Balance deploymentduring FY 2021-22, balance in 2022-23
Working Capital Requirement	**2600.00**	**0.00**	-	**1200.00**
General Corporate Purpose	**649.00**	**0.00**	-	**649.00**
Issue Expenses	**171.00**	**14.34**	Internal Accruals	**156.66**

INTERIM USE OF FUNDS

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

BRIDGE FINANCING FACILITIES

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending on business exigencies, our Company may consider raising bridge financing for the Net Proceeds for Object of the Issue.

MONITORING UTILIZATION OF FUNDS

As the Net Proceeds of the Issue will be less than Rs. 10,000 Lakh, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency. Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee. Pursuant to Regulation 32 of the SEBI (Listing Obligation and Disclosures Requirements) Regulations 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company. No part ofthe Issue Proceeds will be paid by our Company as consideration to our Promoter, our Directors, Key Management Personnel or companies promoted by the Promoter, except as may be required in the usual course of business.

VARIATION IN OBJECTS

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

OTHER CONFIRMATIONS

No part of the issue proceeds will be paid as consideration to promoters, directors, key managerial personnel, associates or group companies except in the normal course of business and as disclosed in the sections titled Our Promoters, Our Promoters Group‘ and Our Management‘ as mentioned on page nos. 130,131 and 117 of this Prospectus.

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BASIS FOR ISSUE PRICE

The Issue Price of Rs. 60/- per Equity Share has been determined by our Company, in consultation with the Lead Manager on the basis of the following qualitative and quantitative factors. The face value of the Equity Share is Rs. 10/-and Issue Price is Rs. 60/- per Equity Share.

QUALITATIVE FACTORS

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

1. *Company"s core business*
2. *Qualified & Experienced Team*
3. *Customers Base*
4. *Geographic exposure*
5. *Competitive Advantage*
6. *Corporate Governance*
7. *Industry Growth Trends*
8. *Wide Product Range*

For further details, refer heading chapter titled –Our Business‖ beginning on page 89 of this Prospectus.

QUANTITATIVE FACTORS

Information presented below relating to the Company is based on the Restated Financial Statements. Some of the quantitative factors which form the basis or computing the price are as follows:

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

Period	Basic & Diluted EPS	Weight
Period ended on June 30, 2021*	4.40	0.25
2020-21	6.63	3.00
2019-20	0.02	2.00
2018-19	0.01	1.00
Weighted Average EPS		3.36

**Note: June figures are not annualized*

Note:

a) EPS Calculations have been done in accordance with Accounting Standard 20-–Earning per Share issued by the Institute of Chartered Accountants of India.
b) Basic earnings per share are calculated by dividing the net profit after tax by the weighted average number of Equity Shares outstanding during the period.
c) Weighted Average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year/period adjusted by the number of Equity Shares issued during year/period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.
d) For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares except where the results are anti-dilutive.

2. **Price to Earnings (P/E) ratio in relation to Issue Price of Rs. 60/- per Equity Share of face value Rs. 10/- each fully paid up.**

Particulars	P/E Ratio
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2020-21	13.64
P/E ratio based on the Weighted Average EPS, as restated	17.82

Industry P/E

Highest	38.84
Lowest	38.84
Average	38.84

3. **Return on Net Worth (RONW)**

Period	Return on Net Worth	Weights
Period ended on June 30, 2021*	0.40	0.25
2020-21	0.99	3
2019-20	0.61	2
2018-19	0.53	1
Weighted Average		0.77

**Note: June figures are not annualized*

Note:

a) Return on Net Worth (%) = Net Profit after tax attributable to owners of the Company, as restated / Net worth as restated as at year end.

b) 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

c) Net worth is aggregate value of the paid-up share capital of the Company and reserves and surplus, excluding revaluation reserves and attributable to equity holders.

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

Particulars	Net Asset Value (NAV) in Rs.
Period ended on June 30, 2021*	11.06
2020-21	6.66
2019-20	0.04
2018-19	0.01
Networth Post-IPO	24.47
Issue Price	60.00

**Note: June figures are not annualized*

Note: Net Asset Value has been calculated as per the following formula:
NAV = Net worth excluding preference share capital and revaluation reserve/Outstanding number of Equity shares outstanding during the year or period

5. Comparison with industry peers

#	Name of the company	Face Value (Per Share)	CMP	EPS (Rs)	P/E Ratio	RONW (%)	NAV (Rs. Per share)	PAT (Rs. In Lakh)
1	Nupur Recyclers Limited	10	60.00	4.40	13.64	0.40	11.06**	664.39
Peer Group*								
2	Rajnandini Metal Limited	10	159.40	3.97	38.84	25.88	10.62	157.75

* CMR Green Technologies Limited is also our peer but, Company has filed draft red herring prospectus dated September 26, 2021 with board, the Company is not yet listed therefore we haven't mentioned it in our peer Company

**NAV is calculated on the basis of restated financials as on June 30, 2021. (NAV is calculated on the basis of post Bonus Issue Capital)

*Source: www.bseindia.com, and www.nseindia.com

Notes:

- Considering the nature and turnover of business of the Company the peer are not strictly comparable.However the same have been included for broader comparison.
- The figures for Nupur Recyclers Limited are based on the restated results for the year ended June 30, 2021.
- The figures for the peer group are based on standalone un-audited results for the respective year ended June 30, 2021.
- Current Market Price (CMP) is the closing price of respective scrip as on Nov 26, 2021.

For further details see section titled —Risk Factors beginning on page 17 and the financials of the Company including profitability and return ratios, as set out in the section titled — Auditors Report and Financial Information of Our Company beginning on page 145 of this Prospectus for a more informed view.

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STATEMENT OF TAX BENEFITS

Independent Auditor's Report on Statement of Special Tax Benefits

To,
The Board of Directors,
Nupur Recyclers Limited
Address: Plot No. 5, G/F, Kh No. 12/8 & 12/9 Kh-12, Arjun Gali
New Mandoli Industrial Area Near Shri Ram Bal Bharti Public School
New Delhi-110093, India

Subject : Statement of Possible Special Tax Benefits Available to the Company and its shareholders prepared in accordance with the requirements under Schedule VI-PART A, Clause (9) (L) of the SEBI (ICDR) Regulations, 2018, as amended (the "Regulations")

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

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and shareholders do not cover any general tax benefits available to the Company. Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company's management. We are informed that, this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares ("the Offer") by the Company.

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

i. Company or its shareholders will continue to obtain these benefits in future; or

ii. The conditions prescribed for availing the benefits has 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. Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein.

We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Prospectus/ Prospectus or any other offer related material

in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For K R A & Co.
Chartered Accountants
Firm Registration No. – 020266N

Saurabh Garg
Partner
Membership No. – 510541
UDIN: 21510541AAAAYN9309

Place: New Delhi
Date: October 06, 2021

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ANNEXURE TO THE STATEMENT OF TAX BENEFITS:

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

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

A. SPECIAL TAX BENEFITS TO THE COMPANY

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

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

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

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.

2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirecttax law benefits or benefit under any other law.

No assurance is given that the revenue authorities/courts will concur with the views expressed herein.

Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement

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SECTION IV – ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. None of the Company and any other person connected with the Issue have independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projection forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on information.

GLOBAL OUTLOOK

The COVID-19 pandemic has spread at a high momentum, infecting millions of economic and industrial activities to a stagnant position. The countries have imposed various restrictions on trade and travel to combat the spread of virus. Over the time, the deep recessions triggered by the pandemic are expected to leave lasting scars through lower investment, an erosion of human capital through lost work and schooling, and fragmentation of global trade and supply linkages. The global community confronts extreme social and economic strain as the human toll rises and millions remain unemployed. Yet, even with high uncertainty about the path of the pandemic, a way out of this health and economic crisis is increasingly visible.

Thanks to the ingenuity of the scientific community hundreds of millions of people are being vaccinated and this is expected to power recoveries in many countries later this year. It shows how fast vaccine development can proceed when there is a true global emergency and sufficient resources. Economies also continue to adapt to new ways of working despite reduced mobility, leading to a stronger-than-anticipated rebound across regions. Additional fiscal support in large economies, particularly the United States, has further improved the outlook.

(Source: https://www.worldbank.org/en/news/feature/2020/06/08/the-global-economic-outlook-during-the-covid-19-pandemic-a-changed-world)

In our latest World Economic Outlook, we are now projecting a stronger recovery for the global economy compared with our July forecast, with growth projected to be 6 percent in 2021 and 4.9 percent in 2022 (0.5 percentage point upgrade). Prospects for emerging market and developing economies have been marked down for 2021, especially for Emerging Asia, while for advanced countries it has been advanced up.

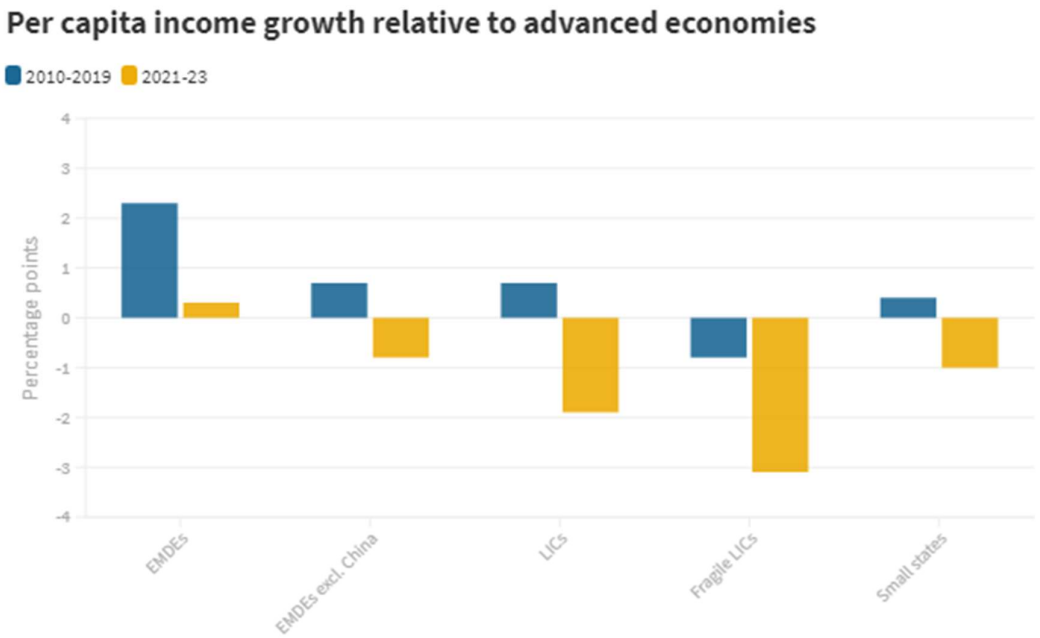
(Source: https://www.imf.org/en/Publications/WEO)

The world's economy is working out to deal with the most robust post pandemic recovery. But it is expected to be uneven across the globe, due to lack of resources. Global growth is expected to accelerate to 5.6% this year, largely on the strength in major economies such as the United States and China. Despite this year's pickup, the level of global GDP in 2021 is expected to be 3.2% below pre-pandemic projections, and per capita GDP among many emerging market and developing economies is anticipated to remain below pre-COVID-19 peaks. United States and China are expected to be the main contributories of global growth in 2021.

The upgrades in global growth for 2021 and 2022 are mainly due to upgrades for advanced economies, particularly to a sizeable upgrade for the United States (1.3 percentage points) that is expected to grow at 6.4 percent this year. This makes the United States the only large economy projected to surpass the level of GDP it was forecast to have in 2022 in the absence of this pandemic. Other advanced economies, including the euro area, will also rebound this year but at a slower pace. Among emerging markets and developing economies, China is projected to grow this year at 8.4 percent. While China's economy had already returned to pre-pandemic GDP in 2020, many other countries are not expected to do so until 2023.

Due to lack of resources, vaccination has lagged in the low income economies. Growth has been revised to 2.9% , which is the slowest pace of expansion in last two decades.

The recovery is expected to be strongest in East Asia and the Pacific, largely due to the strength of China's recovery. In South Asia, recovery has been hampered by serious renewed outbreaks of the virus in India and Nepal. The Middle East and North Africa and Latin America and the Caribbean are expected to post growth too shallow to offset the contraction of 2020. Sub-Saharan Africa's recovery, while helped by spillovers from the global recovery, is expected to remain fragile given the slow pace of vaccination and delays to major investments in infrastructure and the extractives sector.



Source: World Bank
Note: EMDEs = emerging market and developing economies; LICs = low-income countries; Fragile LICs = fragile and conflict-affected LICs. Relative per capita income growth is computed as a difference in per capita GDP growth between respective EMDE groups and advanced economies. For more information on "Small states," see: https://www.worldbank.org/en/country/smallstates/overview.

(Source: https://www.worldbank.org/en/news/feature/2021/06/08/the-global-economy-on-track-for-strong-but-uneven-growth-as-covid-19-still-weighs)

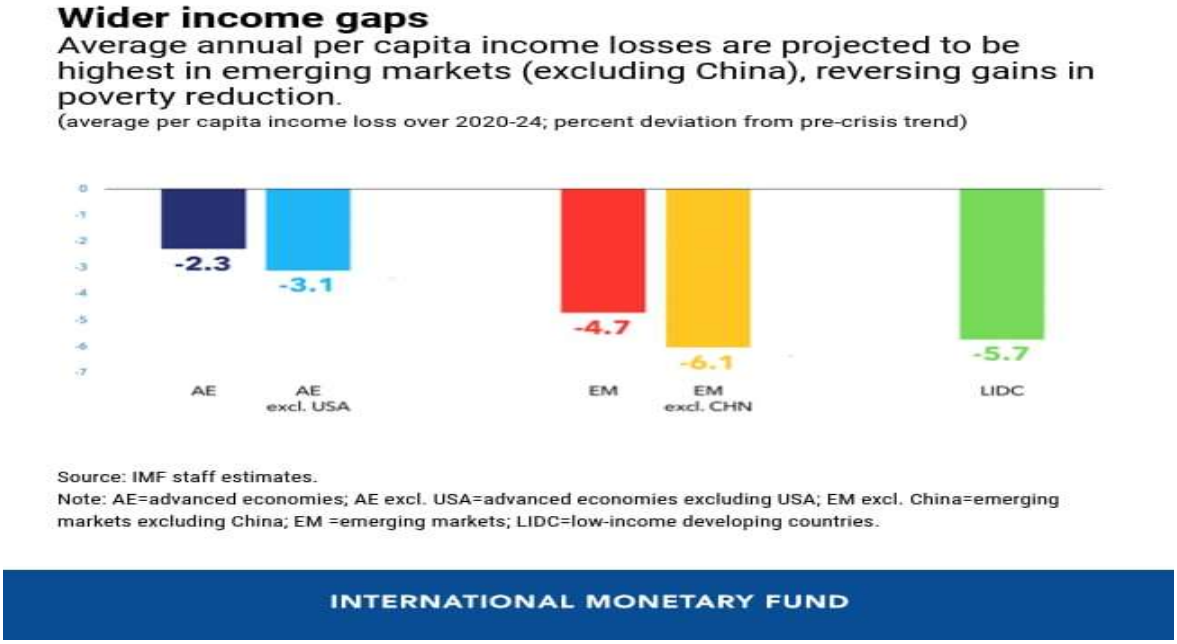
It is anticipated that advanced economies, due to widespread vaccinations, will be able to sustain in this pandemic. Major developing economies and markets are expected to substantially reduce cases. However, there could be uncertainity. A more tenacious pandemic, wave of corporate bankruptcies, financial distress could delay the recovery. Also, greater spillovers from advanced economy growth could generate more vigorous global growth. Even so, the pandemic is expected to have caused serious setbacks to development gains. Although per capita income growth is projected to be 4.9% among emerging market and developing economies this year, it is forecast to be essentially flat in low-income countries. By the end of this year, about 100 million people are expected to have fallen back into extreme poverty. These adverse impacts have been felt hardest by the most vulnerable groups – women, children, and unskilled and informal workers.

Inflation

Global Inflation is also rising at a very high rate along with economic recovery. It is anticipated to continue to rise over the years. In emerging and developing economies in which inflation rises above target, this trend may not warrant a monetary policy response provided it is temporary and inflation expectations remain well-anchored. Accelerating aggregate inflation and rising food prices may compound rising food insecurity in low-income countries. A recovery in global trade after the recession last year offers an opportunity for emerging market and developing economies to bolster economic growth. Trade costs are on average one-half higher among emerging market and developing economies than advanced economies and lowering them could boost trade and stimulate investment and growth.

Daunting challenges ahead

These divergent recovery paths are likely to create wider gaps in living standards across countries compared to pre-pandemic expectations. The average annual loss in per capita GDP over 2020–24, relative to pre-pandemic forecasts, is projected to be 5.7 percent in low-income countries and 4.7 percent in emerging markets, while in advanced economies the losses are expected to be smaller at 2.3 percent. Such losses are reversing gains in poverty reduction, with an additional 95 million people expected to have entered the ranks of the extreme poor in 2020 compared with pre-pandemic projections.



Uneven recoveries are also occurring within countries as young and lower-skilled workers remain more heavily affected. Women have also suffered more, especially in emerging market and developing economies. Because the crisis has accelerated the transformative forces of digitalization and automation, many of the jobs lost are unlikely to return, requiring worker reallocation across sectors—which often comes with severe earnings penalties.

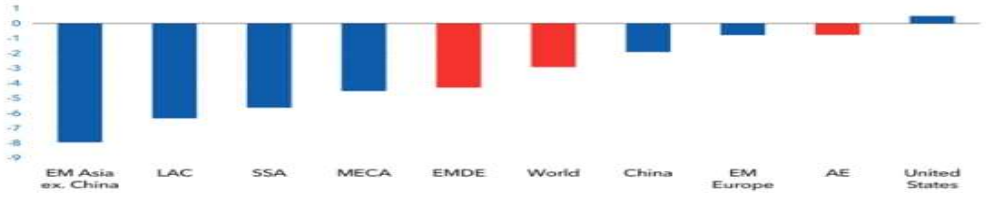
Swift policy action worldwide, including $16 trillion in fiscal support, prevented far worse outcomes. Our estimates suggest last year's severe collapse could have been three times worse had it not been for such support.

A high degree of uncertainty surrounds our projections. Faster progress with vaccinations can uplift the forecast, while a more prolonged pandemic with virus variants that evade vaccines can lead to a sharp downgrade. Multispeed recoveries could pose financial risks if interest rates in the United States rise further in unexpected ways. This could cause inflated asset valuations to unwind in a disorderly manner, financial conditions to tighten sharply, and recovery prospects to deteriorate, especially for some highly leveraged emerging markets and developing economies.

Greater scarring in emerging market and developing economies

Medium-term GDP losses relative to pre-COVID-19 are expected to be higher in emerging market and developing economies than in advanced economies.

(revisions to projected 2024 GDP levels between the January 2020 and April 2021 WEO; percent)



Source: IMF staff estimates.
Note: AE=advanced economies; EM Asia ex. China=emerging and developing Asia excluding China; EM Europe= emerging and developing Europe; EMDE=emerging market and developing economies; LAC=Latin America and the Caribbean; MECA= Middle East and Central Asia; SSA=sub-Saharan Africa.

INTERNATIONAL MONETARY FUND

Because a financial crisis was averted, medium-term losses are expected to be smaller than after the 2008 global financial crisis, at around 3 percent. However, unlike after the 2008 crisis, it is emerging markets and low-income countries that are expected to suffer greater scarring given their more limited policy space.

Working together to give people a fair shot

Policymakers will need to continue supporting their economies while dealing with more limited policy space and higher debt levels than prior to the pandemic. This requires better-targeted measures to leave space for prolonged support if needed. With multispeed recoveries, a tailored approach is necessary, with policies well-calibrated to the stage of the pandemic, the strength of the economic recovery, and the structural characteristics of individual countries.

Right now, the emphasis should be on escaping the health crisis by prioritizing healthcare spending—on vaccinations, treatments, and healthcare infrastructure. Fiscal support should be well targeted to affected households and firms. Monetary policy should remain accommodative (where inflation is well behaved), while proactively addressing financial stability risks using macroprudential tools.

As the pandemic is beaten back and labour market conditions normalize, support such as worker retention measures should be gradually scaled back. At that point, more emphasis should be placed on reallocating workers, including through targeted hiring subsidies, and reskilling of workers. As exceptional measures such as moratoria on loan payments are withdrawn, firm insolvencies could rise sharply and put one in ten jobs at risk in many countries. To limit long-term damage countries should consider converting previous liquidity support (loans) into equity-like support for viable firms, while developing out-of-court restructuring frameworks to expedite eventual bankruptcies. Resources should also be devoted to helping children catch-up on lost instructional time during the pandemic.

Once the health crisis is over, policy efforts can focus more on building resilient, inclusive, and greener economies, both to bolster the recovery and to raise potential output. The priorities should include green infrastructure investment to help mitigate climate change, digital infrastructure investment to boost productive capacity, and strengthening social assistance to arrest rising inequality.

Financing these endeavors will be more difficult for economies with limited fiscal space. In such cases, improving tax capacity, increasing tax progressivity (on incomes, property, and inheritance taxation), deploying carbon pricing, and eliminating wasteful expenditures will be essential. All countries should anchor policies in credible medium-term frameworks and adhere to the highest standards of debt transparency to help contain borrowing costs and eventually reduce debt and rebuild buffers for the future.

On the international stage, first and foremost, countries need to work together to ensure universal vaccination. While some countries will get to widespread vaccinations by this summer, most, especially low-income countries will likely have to wait until end-2022. Speeding up vaccinations will require ramping up vaccine production and distribution, avoiding export controls, fully funding the COVAX facility on which many low-income countries rely for doses, and ensuring equitable global transfers of excess doses.

Policymakers should also continue to ensure adequate access to international liquidity. Major central banks should provide clear guidance on future actions with ample time to prepare, to avoid “taper-tantrum” kinds of episodes as occurred in 2013. Low-income countries will benefit from further extending the pause on debt repayments under the Debt Service Suspension Initiative and operationalizing the G20 Common Framework for orderly debt restructuring. A new allocation of the IMF’s Special Drawing Rights will provide needed liquidity protection in highly uncertain times.

Even while all eyes are on the pandemic, it is essential that progress is made on resolving trade and technology tensions. Countries should also cooperate on climate change mitigation, on modernizing international corporate taxation, and on measures to limit cross-border profit shifting, tax avoidance, and evasion.

Over the past year, we have seen significant innovations in economic policy and massively scaled-up support at the national level, particularly among advanced economies that have been able to afford these initiatives. A similarly ambitious effort is now needed at the multilateral level to secure the recovery and build forward better. Without additional efforts to give all people a fair shot, cross-country gaps in living standards could widen significantly and decades-long progress in global poverty reduction could reverse.

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Latest World Economic Outlook Growth Projections

(real GDP, annual percent change)	2020	PROJECTIONS 2021	2022
World Output	**-3.3**	**6.0**	**4.4**
Advanced Economies	**-4.7**	**5.1**	**3.6**
United States	-3.5	6.4	3.5
Euro Area	-6.6	4.4	3.8
Germany	-4.9	3.6	3.4
France	-8.2	5.8	4.2
Italy	-8.9	4.2	3.6
Spain	-11.0	6.4	4.7
Japan	-4.8	3.3	2.5
United Kingdom	-9.9	5.3	5.1
Canada	-5.4	5.0	4.7
Other Advanced Economies	-2.1	4.4	3.4
Emerging Market and Developing Economies	**-2.2**	**6.7**	**5.0**
Emerging and Developing Asia	-1.0	8.6	6.0
China	2.3	8.4	5.6
India	-8.0	12.5	6.9
ASEAN-5	-3.4	4.9	6.1
Emerging and Developing Europe	-2.0	4.4	3.9
Russia	-3.1	3.8	3.8
Latin America and the Caribbean	-7.0	4.6	3.1
Brazil	-4.1	3.7	2.6
Mexico	-8.2	5.0	3.0
Middle East and Central Asia	-2.9	3.7	3.8
Saudi Arabia	-4.1	2.9	4.0
Sub-Saharan Africa	-1.9	3.4	4.0
Nigeria	-1.8	2.5	2.3
South Africa	-7.0	3.1	2.0
Memorandum			
Emerging Market and Middle-Income Economies	-2.4	6.9	5.0
Low-Income Developing Countries	0.0	4.3	5.2

Source: IMF, *World Economic Outlook*, April 2021

Note: For India, data and forecasts are presented on a fiscal year basis, with FY 2020/2021 starting in April 2020. India's growth projections are -7.1 percent in 2020 and 11.3 percent in 2021 based on calendar year.

INTERNATIONAL MONETARY FUND IMF.org

(Source:https://www.imf.org/en/Publications/WEO/Issues/2021/03/23/world-economic-outlook-april-2021)

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INDIAN ECONOMY OVERVIEW

Introduction

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

Market size

India's real gross domestic product (GDP) at current prices stood at Rs. 195.86 lakh crore (US$ 2.71 trillion) in FY21, as per the second advance estimates (SAE) for 2020-21.

India is the fourth-largest unicorn base in the world with over 21 unicorns collectively valued at US$ 73.2 billion, as per the Hurun Global Unicorn List. By 2025, India is expected to have ~100 unicorns by 2025 and will create ~1.1 million direct jobs according to the Nasscom-Zinnov report 'Indian Tech Start-up'.

India needs to increase its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030's, for productivity and economic growth according to McKinsey Global Institute. Net employment rate needs to grow by 1.5% per year from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030.

India's foreign exchange reserves stood at US$ 582.04 billion, as of March 12, 2021, according to data from RBI.

Recent Developments

With an improvement in the economic scenario, there have been investments across various sectors of the economy. In 2020, the total deal value in India stood at ~US$ 80 billion across 1,268 transactions. Of this, M&A activity contributed ~50% to the total transaction value. Private Equity - Venture Capital (PE-VC) sector recorded investments worth US$ 47.6 billion across 921 deals in 2020. Some of the important recent developments in Indian economy are as follows:

- According to IHS Markit, Purchasing Managers' Index (PMI) for manufacturing stood at 50.8 in May 2021.
- Gross GST collections stood at Rs. 141,384 crore (US$ 19.41 billion) in April 2021.
- Cumulative FDI equity inflows in India stood at US$ 763.48 billion between April 2000 and March 2021. Foreign Direct Investment (FDI) inflows in India stood at US$ 6.24 billion in April 2021, registering an increase of 38% YoY.
- India's Index of Industrial Production (IIP) for April 2021 stood at 126.6, against 143.4 for March 2021.
- Consumer Food Price Index (CFPI) – combined inflation was 5.01% in May 2021, against 1.96% in April 2021.
- Consumer Price Index (CPI) – combined inflation was 6.30% in May 2021, against 4.23% in April 2021.
- India's overall exports July 2021* are estimated to be USD 54.95 Billion, exhibiting a positive growth of 36.19 per cent over the same period last year and a positive growth of 23.24 per cent over July 2019. Overall imports in July 2021* are estimated to be USD 57.29 Billion, exhibiting a positive growth of 50.15 per cent over the same period last year and a positive growth of 10.60 per cent over July 2019.

		July 2021 (USD Billion)	July 2020 (USD Billion)	July 2019 (USD Billion)	Growth vis-à-vis July 2020 (%)	Growth vis-à-vis July 2019 (%)
Merchandise	Exports	35.43	23.64	26.23	49.85	35.05
	Imports	46.40	28.47	40.43	62.99	14.77
	Trade Balance	-10.97	-4.83	-14.20	-127.37	22.71
Services*	Exports	19.52	16.71	18.36	16.86	6.35
	Imports	10.89	9.69	11.37	12.42	-4.21
	Net of Services	8.64	7.02	6.99	22.99	23.53
Overall Trade (Merchandise+ Services)*	Exports	54.95	40.35	44.59	36.19	23.24
	Imports	57.29	38.15	51.80	50.15	10.60
	Trade Balance	-2.34	2.20	-7.21	-206.43	67.57

** Note: The latest data for services sector released by RBI is for June 2021. The data for July 2021 is an estimation, which will be revised based on RBI's subsequent release.(ii) Data for 2019 and 2020 are revised on pro-rata basis using quarterly balance of payments data.*

(Source: https://commerce.gov.in/trade-statistics/latest-trade-figures/)

- In June 2021, foreign portfolio investors (FPIs) turned net buyers by investing Rs. 12,714 crore (US$ 1.71 billion) into the Indian markets. According to depositories data, between June 1, 2021 and June 25, 2021, FPIs invested Rs. 15,282 crore (US$ 2.06 billion) in equities.

Government Initiatives

The first Union Budget of the third decade of 21st century was presented by Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman in the Parliament on February 1, 2020. The budget aimed at energising the Indian economy through a combination of short-term, medium-term and long-term measures.

In the Union Budget 2021-22, capital expenditure for FY22 is likely to increase to increase by 34.5% at Rs. 5.5 lakh crore (US$ 75.81 billion) over FY21 (BE) to boost the economy.

Increased government expenditure is expected to attract private investments, with production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded and measured policy support is anticipated to boost the Indian economy.

In May 2021, the government approved the production linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crore (US$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US$ 6.07 billion).

The Union Cabinet approved the production linked incentive (PLI) scheme for white goods (air conditioners and LED lights) with a budgetary outlay of Rs. 6,238 crore (US$ 848.96 million) and the 'National Programme on High Efficiency Solar PV (Photo Voltic) Modules' with an outlay of Rs. 4,500 crore US$ 612.43 million).

In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.

To boost the overall audit quality, transparency and add value to businesses, in April 2021, the RBI issued a notice on new norms to appoint statutory and central auditors for commercial banks, large urban co-operatives and large non-banks and housing finance firms.

In May 2021, the Government of India has allocated Rs. 2,250 crore (US$ 306.80 million) for development of the horticulture sector in 2021-22.

In November 2020, the Government of India announced Rs. 2.65 lakh crore (US$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US$ 27 billion) over five years to create jobs and boost production in the country.

Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, launched Make in India initiative with an aim to boost country's manufacturing sector and increase purchasing power of an average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

Some of the recent initiatives and developments undertaken by the Government are listed below:

- In June 2021, RBI Governor, Mr. Shaktikanta Das announced the policy repo rate unchanged at 4%. He also announced various measures including Rs. 15,000 crore (US$ 2.05 billion) liquidity support to contact-intensive sectors such as tourism and hospitality.

- In June 2021, Finance Ministers of G-7 countries, including the US, the UK, Japan, Italy, Germany, France and Canada, attained a historic contract on taxing multinational firms as per which the minimum global tax rate would be at least 15%. The move is expected to benefit India to increase foreign direct investments in the country.

- In June 2021, the Indian government signed a US$ 32 million loan with World Bank for improving healthcare services in Mizoram.

- In May 2021, the Government of India (GoI) and European Investment Bank (EIB) signed the finance contract for second tranche of EUR 150 million (US$ 182.30 million) for Pune Metro Rail project.

- According to an official source, as of June 2021, 29 companies including global electronics manufacturing organisations, such as companies Foxconn, Sanmina SCI, Flex, Jabil Circuit, have registered under the Rs. 12,195 crore (US$ 1.64 billion) production linked incentive scheme for the telecom sector.

- In May 2021, Union Cabinet has approved the signing of memorandum of understanding (MoU) on migration and mobility partnership between the Government of India, the United Kingdom of Great Britain and Northern Ireland.

- In April 2021, Minister for Railways and Commerce & Industry and Consumer Affairs, Food & Public Distribution, Mr. Piyush Goyal, launched 'DGFT Trade Facilitation' app to provide instant access to exporters/importers anytime and anywhere.

- In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US$ 110 billion by 2030.

- India is expected to attract investment of around US$ 100 billion in developing the oil and gas infrastructure during 2019-23.

- The Government of India is going to increase public health spending to 2.5% of the GDP by 2025.

- For implementation of Agriculture Export Policy, Government approved an outlay Rs. 2.068 billion (US$ 29.59 million) for 2019, aimed at doubling farmers income by 2022.

Road Ahead

As indicated by provisional estimates released by the National Statistical Office (NSO), India posted a V-shaped recovery in the second half of FY21. As per these estimates, India registered an increase of 1.1% in the second half of FY21; this was driven by the gradual and phased unlocking of industrial activities, increased investments and growth in government expenditure.

As per the Reserve Bank of India's (RBI) estimates, India's real GDP growth is projected at 9.5% in FY22; this includes 18.5% increase in the first quarter of FY22; 7.9% growth in the second quarter of FY22; 7.2% rise in the third quarter of FY22 and 6.6% growth in the fourth quarter of FY22.

India is focusing on renewable sources to generate energy. It is planning to achieve 40% of its energy from non-fossil sources by 2030, which is currently 30% and have plans to increase its renewable energy capacity from to 175 gigawatt (GW) by 2022. In line with this, in May 2021, India, along with the UK, jointly launched a 'Roadmap 2030' to collaborate and combat climate change by 2030.

India is expected to be the third largest consumer economy as its consumption may triple to US$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report. It is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by 2040 as per a report by PricewaterhouseCoopers.

Conversion rate used for June 2021 is Rs. 1 = US$ 0.013

(Source: https://www.ibef.org/economy/indian-economy-overview)

GLOBAL MARKET OVERVIEW

Metal Recycling Market

The metal recycling market is projected to grow from USD 52.1 billion in 2019 to USD 76.1 billion by 2025, at a CAGR of 7.8% from 2020 to 2025. The growth of this market is attributed to the increasing demand for steel and the urbanization & industrialization in developing countries. Also, growing concerns towards the depletion of natural resources at a fast rate have led governments of several countries to make favorable regulations regarding the metal recycling industry, which is further propelling the metal recycling market.

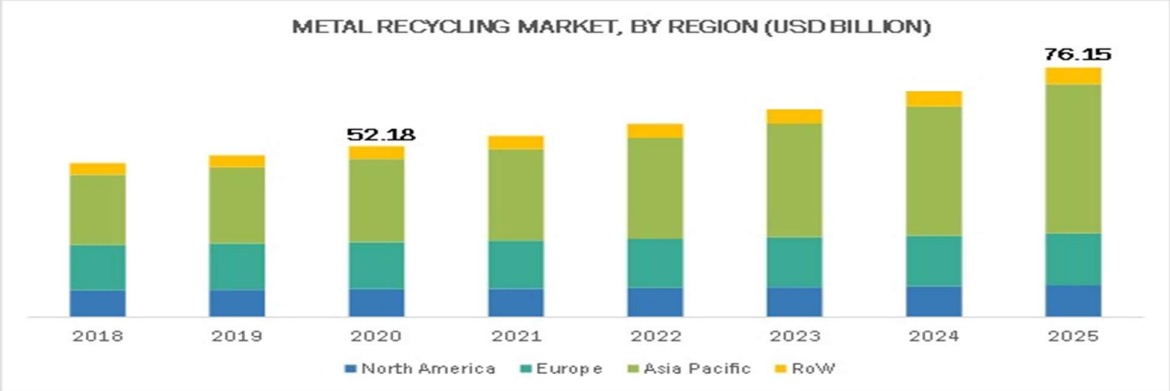
In terms of value and volume, the ferrous segment is projected to lead the metal recycling market from 2020 to 2025.

Based on type, the ferrous segment is projected to be a faster-growing market during the forecast period. Iron and steel scraps are some of the most widely recycled ferrous metals in the world. This scrap comes from end-of-life products and scrap generated through manufacturing processes. The use of scrap in steel production has formed an integral part of the steelmaking industry. According to the Bureau of International Recycling, 40% of the steel production is made from scraps.

In terms of value and volume, the building & construction segment of the metal recycling market is projected to grow at a highest CAGR during the forecast period.

The building & construction segment is the fastest-growing segment in the metal recycling market. The need to reduce the environmental impact of mining metals has encouraged the use of recycled metals in the building & construction sector. Most recycled metals used in this sector are obtained from demolition waste, which is

one of the largest sources of metal waste, especially in the US.



In terms of both value as well as volume, the Asia Pacific region is expected to account for the largest share in the global metal recycling market during the forecast period.

Asia Pacific is the fastest-growing market for metal recycling due to its increasing economic growth. It accounted for over a third of the world's GDP, according to a paper published by World Economics in February 2017. According to the Population Reference Bureau, the fastest-growing consumer markets of China, India, and other Asia Pacific countries had a combined population exceeding four billion people (as of 2018). This is projected to an be important driver for global consumption of consumer durables and the building & construction sector over the next two decades; this, in turn, is expected to lead to the growth of the metal recycling market. Other drivers that will have a positive impact on this market are increasing household incomes and the growing middle-class population.

Key Market Players

ArcelorMithal (Luxembourg) is a leading company in Europe and one of the world's leading steel manufacturers. ArcelorMithal is considered to be the largest steel producer in America, Africa, and Europe In 2018, ArcelorMithal recycled 31 million tons of scrap steel, which included primary steel arising from the company's own operations and scrap that was purchased for use in the company's furnaces. The use of scrap steel avoided 40 million tons of CO2 emissions. Their global R&D division is currently working with Worldsteel Association on a number of recycling projects. Also they have been collaborating with the automotive industry to analyze how much more value can be achieved by disassembling vehicles before they are shredded to recover scrap.

Top Manufacturers

- Commercial Metals Company
- Tata Steel Limited
- ArcelorMithal
- Sunrise Metal Recycling Ltd.
- SIMS Metal Management Limited
- Baosteel Group Corporation
- Da Fon Environmental Technology Co. Ltd
- Green Metal Asia
- Nucor Corporation
- Asia Recycling Resources Pte Ltd
- Redwave

Report Metric	Details
Market size available for years	2018–2025
Base year considered	2019
Forecast period	2020–2025
Forecast units	Value (USD Billion) and Volume (Million Tons)
Segments covered	Type, scrap type, end-use sector, and region
Geographies covered	North America, Asia Pacific, Europe, and Rest of the World
Companies covered	ArcelorMittal (Luxembourg), Nucor Corporation (US), Commercial Metals Company (US), Sims Metal Management Limited (US), and Aurubis AG (Germany) are the key players operating in the metal recycling market. Fifteen manufacturers are covered in the metal recycling market.

The categories of the metal recycling market based on scrap type, type, equipment, end-use sector, and region.

Metal recycling market, by scrap type: • Old Scrap • New Scrap
Metal recycling market, by type: • Ferrous • Non-Ferrous
Metal recycling market, by equipment: • Shredders • Shears • Granulating Machines • Briquetting Machines
Metal recycling, by end-use sector: • Building & Construction • Automotive • Equipment Manufacturing • Shipbuilding • Packaging • Consumer Appliances • Others (Home & Industrial Furniture, Aerospace, and Residential & Commercial Utensils & Containers)
Metal recycling market, by region: • North America • Europe • Asia Pacific • Rest of the World

Recent Developments

- In November 2019, ArcelorMithal invested in new sustainability program in Europe with the aim to secure Responsible Steel site certification for all its ArcelorMithal Europe - Flat Products sites.
- In May 2019, Nucor Corporation announced a capital investment that will add its vacuum degassing to its engineered bar capabilities at its bar mill in Darlington, South Carolina. Adding this capability will enable the mill to produce engineered bar products meeting some of the most stringent quality specifications in the industry. The vacuum degassing system is expected to begin operations in late 2020.
- In May 2019, Aurubis AG acquired Belgian-Spanish Metallo Group to continue actively pursuing its multi-metal and recycling strategy. The acquisition, with its attractive growth potential, strengthens company's multi-metal portfolio, especially in the key metals copper, nickel, tin, zinc, and lead.

Key Questions addressed by the report

- What are the global trends in the metal recycling market? Would the market witness an increase or decline in the demand in the coming years?
- What is the estimated demand for different types of metals in metal recycling?
- Where will the strategic developments take the industry in the mid to long-term?
- What are the upcoming industry applications and trends for metal recycling?
- Who are the major players in the metal recycling market globally?

(Source: https://www.marketsandmarkets.com/Market-Reports/metal-recycling-market-102425671.html)

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INDIAN MARKET OVERVIEW

National Non-ferrous Metal Scrap Recycling Framework, 2020

Metal ores and minerals are non-renewable natural resources, which have an ever growing demand at global level and across sectors, making it imperative to reuse and recycle these metals. The National Mineral Policy 2019 of Ministry of Mines envisages making efforts towards augmenting supply of metals by developing processes for recovery of metal through recycling. The stated policy is in line with SDG Goal No 12, which states that current material needs do not lead to over extraction of resources or to degradation of environment. This calls for policy initiative focusing on improved resource efficiency and reduced wastage. Resource efficiency in the minerals and metals sector is realized through the implementation of sustainable development principles throughout the life cycle of minerals and metals. Therefore, this *National Non-ferrous Metal Scrap Recycling Framework*, 2020 seeks to use life cycle management approach for better efficiency in mineral value chain process. It envisages bringing both product and processing stewardship to enhance Non-Ferrous Metal recycling.

Some facts about Non-Ferrous Metal Sector

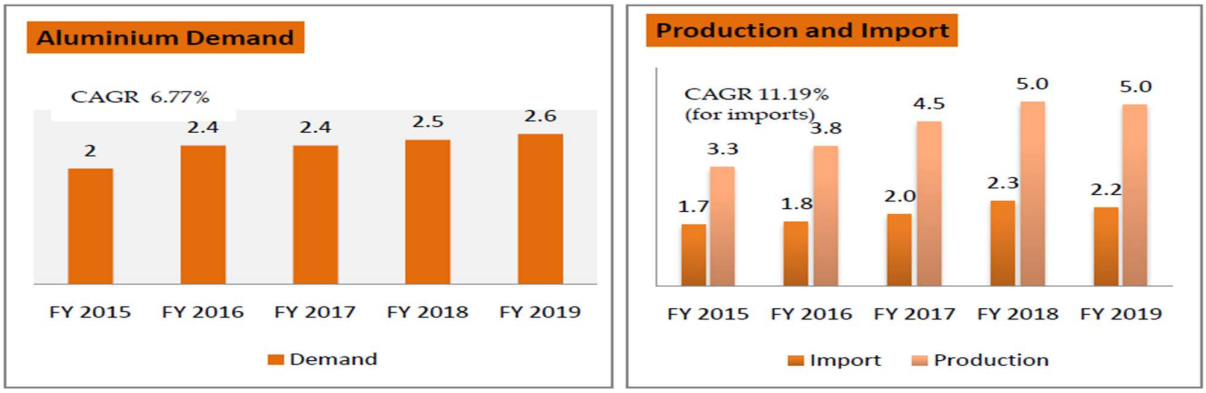
The Non-ferrous metals can be classified in broad categories as Base metals (e.g. aluminium, copper, zinc, lead, nickel, tin), Precious metals (e.g. silver, gold, palladium, other platinum group metals), Minor metals including refractory metals (e.g. tungsten, molybdenum, tantalum, niobium, chromium) and Specialty metals (e.g. cobalt, germanium, indium, tellurium, antimony, and gallium). Out of these:

Aluminium is the second most used metal in the world after iron. India is third largest consumer of aluminum in the world with a consumption of 3.7 MT in FY 2020(E).
Copper is the third most important base metal by value, accounting for roughly a $130 billion industry annually at global level.
Zinc is the fourth most widely used metal across the globe. According to International Lead and Zinc Study Group, around 13 million tonnes of Zinc is produced and consumed every year in the world.
Lead is one of the most recyclable metals in the world. Although hazardous to our health, humans have been extracting and using lead for over 6000 years.

India's Growing Demand for Metals- in past years

1. **Aluminium**

Figure: Demand – Supply (production and Imports) of aluminium (All figures in million tonnes)

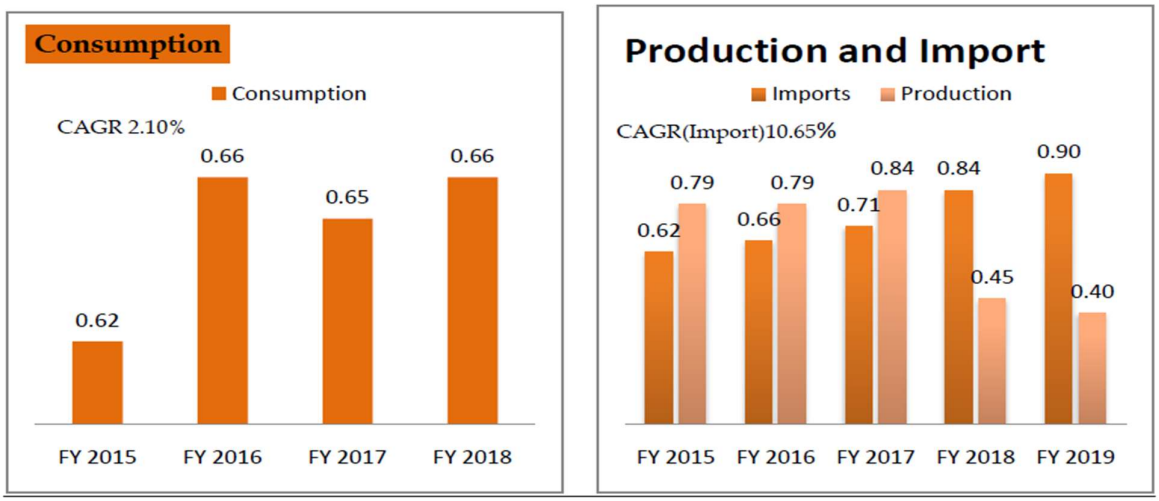


(source:- CRISIL Report, JNARDDC)

The demand for Aluminum has increased at CAGR of 6.77%. The production has also increased from 3.3 MnT in 2015 to 5 (approx.) in 2019with a CAGR of 11.19%. Considering the growing demand for aluminium in future, there will be heavy dependence on domestic production and imports to meet that demand. In light of the fact that aluminium is an energy intensive sector, the demand for fuel, i.e coal, being the main energy source for aluminum extraction and processing, will also increase. Such dependence on non-renewable resources is not in line with global sustainable development goals and will lead to high carbon footprints. Also, meeting the growing demand by imports would lead to a trade imbalance. Thus, Recycling becomes a good alternative as it requires 95% less energy to recycle aluminium than to produce primary aluminium.

2. **Copper**

Figure: Demand – Supply (production and Imports) of refined copper (All figures in million tonnes)



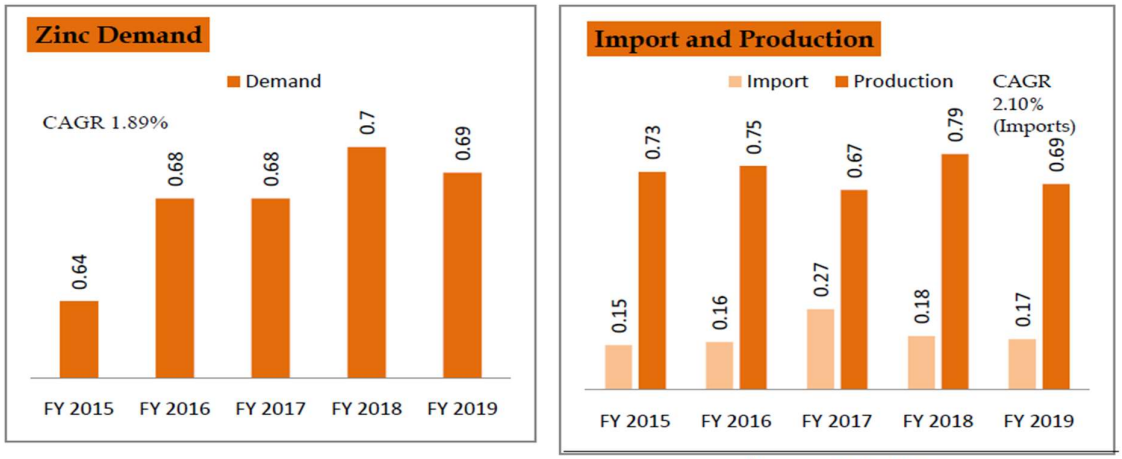
(Source: M/o Mines)

The total consumption of refined copper in the country in 2018 is around 6.7 lakh tonnes. Electrical/Electronic Industry is by far the largest consumer of copper, where it is used in the form of cables and winding wires. Copper demand in India is expected to grow at 6-7% due to increased thrust of Government of India towards "make in India" and "Smart City" programmes, development of industrial corridors, housing for all Indians by 2022, National Highway development project, Rail project and defense production policy to encourage indigenous manufacture. In addition to this, there is plan for green energy corridor for transmission of renewable energy.The market for Electric Vehicles (EV) is also expected to witness growth in coming years. Copper is essential to EV technology and its supporting infrastructure, and the increase in the electric vehicles in the market will have a substantial impact on copper demand. The projected demand for copper due to electric vehicles is expected to increase by 1.7 million tonnes by 2027.

The per capita copper consumption in India is expected to increase from the current level of 0.6 Kg to 1 kg by 2025. If India's per capita copper consumption moves towards the worlds per capita copper consumption of 2.7 kg, India's copper market has the potential for significant growth. The import of copper has increased at CAGR 10.65% in the last five years. As India is currently a net importer of copper, certain percentage of growing demand of copper can be met domestically through recycling.

3. Zinc

Figure: Demand – Supply (production and Imports) of zinc (All figures in million tonnes)



(Source:-HZL, M/o Commerce)

Zinc is the most widely used metal in the world after steel, aluminium and copper. It is mainly used for galvanizing steel, in alloys, batteries, rubber, paint and in many other sectors. Because of its resistance to non-acidicatmospheric corrosion, zinc is instrumental in extending the life of building, vehicles, ships, steel goods and structures of every kind. In case of Zinc, the demand has increased at CAGR 1.89% in last five years. The production however has declined and has a negative, -1.3% CAGR. Dependence on imports has grown over the years at the rate of CAGR 2.10%. To meet the demand domestically in view of low production trend and higher imports, recycling can be a good alternative.

Recycling Metal- an important consideration

Recycling of non ferrous metal gains merit on following grounds:-

a. **Social benefits-** India's mineral rich areas are under dense forests and inhabited by indigenous communities. Most of the impacts of material extraction, use and disposal occur domestically and negatively on a sizeable population. Extraction pressures have contributed significantly to conflicts due to displacement, loss of livelihood and have led to opposition by tribal and other local communities including fishermen in coastal areas. These social and political conflicts also pose significant threat to internal security. Recycling would put fewer burdens on the need of extraction thereby offsetting some of the risks arising out of social conflicts.

b. **Environmental benefits-** Mineral rich areas overlap with heavily forested areas in the country. Extraction activities often result in ecological degradation. Reduced pressures from mining will help to reduce this ecological degradation. Reduced waste generation will not only reduce pollution associated with disposal but also save related costs. Also, resource extraction and use is highly energy intensive leading to significant GHG emissions. In 2007, CO2 emissions were to the tune of 131 million tonnes from mineral industry, metal sector contributed about 122.7 million tonnes of CO2. Furthermore, smelters of copper, zinc, lead ore etc. are significant contributors of CO2 and SOx.

c. **Economic benefits**: In manufacturing sector alone, Indian companies could save up to Rs. 60,855 million by implementing resource efficiency measures, thereby improving competitiveness and profitability. Recycling based innovations can also give industries an edge in the export market. New industries can be created in the recycling sector with focus on innovative design and manufacturing from recycled material. As per an estimate from the Society of Indian Automobile Manufacturers (SIAM, 2015), with efficient recycling, India can hope to recover by the year 2020 over 0.18 million tonnes of aluminium scrap (source NITI Aayog, 2017 Strategy Paper on Resource efficiency). Also, reduced import dependence for critical minerals will help to improve country's trade balance and promote economic stability.

d. **Employment Generation Potential:** Recycling and adoption of related innovative methods may altogether give rise to the need of setting up of new industries that can contribute significantly to employment generation. Innovation in recycling process and manufacturing has the potential to create highly skilled jobs benefitting domestic industries and developing potential for export market. This may further prompt global companies to locate efficient design and/or manufacturing units here leading to increased skilled / unskilled labour demand. Working on improved recycling rates, it is estimated that 3 million direct jobs may be created in recycling facilities and conservatively, between 10 to 15 million indirect jobs in upstream related activities.

Challenges

One of the key challenges faced by the non-ferrous metals industry is its heavy dependence on import of metal scrap. A major share of metal scrap demand is served by imports owing to the underdeveloped metal scrap collection, segregation and processing infrastructure in the domestic market. NITI Aayog in its in-house study on socio economic impact of the material recycling industry in India has found out that the material recycling rates in India are well below global standards and is mostly conducted in the informal sector. Thus, strengthening material recycling, including metal recycling, under the formal sector can provide a good opportunity to cut down scrap imports.

The Global Bench mark Recycling Rate and Current National Recycling Rate of these metals are indicated below:

Material	**Global Bench mark Recycling Rate**	**Current National Recycling Rate**
Aluminium	98.5%	30%
Lead	>90%	85%
Copper	82%	20%
Zinc	>30%	10%

Currently, material recycling in India faces multifarious challenges, some of which are: -

i. Lack of an organized / systematic scrap recovery mechanism

ii. Lack of sustained implementation of existing regulations on waste collection and recycling.

iii. Lack of standardization of recycled products adversely affecting market adoption.

iv. Import barriers adversely affecting input cost of operations.

v. Lack of public awareness on the necessity of recycling.

vi. Lack of specific skill sets on responsible methods and technologies.

vii. Highly skewed business share between the formal and informal recyclers.

Government Initiatives for Recycling

Ministry of Environment, Forest and Climate Change (MoEF&CC) is also in the process of formulating National Resource Efficiency Policy (NREP) which aims to mainstream resource efficiency across all sectors, wherein Aluminium sector has been considered as a priority sector.

Ministry of Steel has brought out Steel Scrap Recycling Policy which envisages a framework to facilitate and promote establishment of metal scrap recycling centers in India. Similarly, NITI Aayog is proposing a comprehensive “National Material Recycling Policy” to drive concerned and coordinated national and state level programs, plans and actions towards ramping up material recycling in India in a formal and organized manner.

OUR BUSINESS

Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. Before deciding to invest in the Equity Shares, Shareholders should read this entire Letter of Offer. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with investment in the Equity Shares, you should read "Risk Factors" on page 17 *for a discussion of the risks and uncertainties related to those statements, as well as "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages* 145, 171 *respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Unless otherwise stated, the financial information used in this section is derived from our Restated Financial Statements.*

Our Company was incorporated as a private limited company namely "Nupur Recyclers Private Limited" under the Companies Act, vide certificate of incorporation dated January 22, 2019 issued by Registrar of Companies, NCT of Delhi and Haryana bearing registration no 344788. Further, Our Company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on September 20, 2021 & name of our Company changed from Nupur Recyclers Private Limited to Nupur Recyclers Limited & Registrar of Companies, NCT of Delhi and Haryana has issued certificate of incorporation consequent upon conversion dated October 06, 2021 having CIN U37100DL2019PLC3447880.

Nupur Recyclers is growing in the field of import of non-ferrous metal scrap such as shredded Zinc Scrap, Zinc die cast scrap, Zurik SS scrap and Aluminium zorba grades. It is also involved in trading of these metal. It processes materials from recyclables' such as metal or scrap to make the earth healthy. It develops efficient recycled products and work with the customers to give them quality products. It processes a different range of materials with the pieces of equipment and work with the customers to give them quality products.

With our promoter's experience of over three decades in the sphere of trading of Scrap of non ferrous metal, Copper, Zinc, Zuric, Aluminium, lead, magnesium Brass, zinc ingot and various other metals. We understand current market trends and demand that has enabled us to cater various industries such as manufacturing units, industries, automobile & engineering industry. Dedicated employees forming the part of our Company, we have grown from strength to strength under the dynamic leadership of our promoters and directors. The combined experience has propelled our Company to source and cater to the specific needs of various customers.

We work as a crucial business interface, networking between manufacturers / processors / yards and consumers / traders across the country. We pursue business based on quality contacts, information and service. We operate as an important intermediary in the Metals scrap Supply Chain whereby we import scrap metals such as zinc, zurik (shredded nonferrous metals predominantly comprising stainless steel, plus insulated copper wire (ICW), aluminium, copper, lead, magnesium and other metals) from various suppliers and supply the same to customers in the Metal Business. Our Company's business model is based on B2B model wherein the Company sells the scrap to the business enterprises who further transform the scrap into finished product as per their requirements. We also process and segregate the scrap metals and sell them as per the customers' requirements as per their quality by assigning specific grades.

The Company has also added two new verticals of Installation of Charging stations in Delhi NCR Region in collaboration with EVi Tech. Additionally Extraction of Lithium Ion, Cobalt and Black Mass from the used Mobile Phone batteries and processing to enable it for Refurbishment.

Our Product Portfolio offers a diversified product range which includes variety of grades, thickness, widths and standards of all types of Non ferrous Metals according to customer specifications. We have been conscious in addressing environmental and safety concerns and our stocking facilities.

PLACE OF BUSINESS OF THE COMPANY

The Company is in the business of trading of all types of ferrous and Non – ferrous Metals. We operate our trading activities from our registered office and warehouses. Details of which are as following:

S.No.	Particulars	Address
1.	Registered Office	Plot No. 5, G/F, KH No. 12/8 & 12/9KH-12, Arjun Gali, New Mandoli Industrial Area Near Shri Ram Bal Bharti Public School Delhi- 110093

OUR PRODUCTS

Our product range covers base / primary metals, secondary metals & alloys, minor metals, non- ferrous-alloys, non-ferrous scraps, shredded nonferrous metals, recyclable scraps, aluminium scrap, finished & semi-finished metals and steel products.

Zinc

The metal is used to prolong the durability of steel, which is one of the most used materials on the planet. It is 100% recyclable.
Nupur Recycler offer a variety of Zinc made to suit client's specific needs

Zurik

Zurik is a combination of shredded nonferrous metals predominantly comprising stainless steel, plus insulated copper wire (ICW), aluminium, copper, lead, magnesium and other metals, accumulated from auto and appliance shredders

Aluminium

Recycling aluminium scrap have been shown to provide major economic benefits. As a result, it is appropriate for the aluminium industry to identify, develop, and implement all technologies that will optimize the benefits of recycling. Nupur Recycler provide a wide range of aluminium scraps manufactured to various standards.

Copper

Copper has a variety of attributes that make it useful in so many applications today. The metal has found to be a highly efficient conductor of heat and electricity, in addition to it being flexible, durable, strong and resistant to corrosion. Recycling of copper and copper alloys is relatively cheap, with small power consumption, and with minimal losses.

Stainless Steel

Stainless Steel is used for applications requiring the unique properties of steel along with resistance to corrosion. We, at our places provide scrap stainless steel of various qualities as per customer needs.

Ingots

Ingots are very large casting products, greater in size and shape. These do not have standard dimensions. These are kind of large bricks.
We offer various metals ingots such as Aluminium ingots, Zinc ingots, Copper ingots.
Every ingot have different grading. We offer different qualities of ingots.

HOW WE PROCESS

The company is engaged in the business of scrap metals in two different ways.

1.

Nupur Recyclers is a growing company in the field of import of non-ferrous metal scrap. It is engaged in the business of pure trading of non-ferrous metal scrap, without any further processing. The non-ferrous metal scrap includes stainless steel, aluminium, brass, copper, zinc etc. With a well-defined global footprint, we have access and exposure to a plethora of markets, commodities and geographies. Our easy access to scrap materials and intermediates used in various manufacturing processes makes us one of the most preferred suppliers.
We are driven by the philosophy of CREATING VALUES for its stakeholders at both the ends of the supply chain by partnering with them, with a continuous focus on building mutually beneficial long-term supplier and client relationships.

2.

Nupur Recyclers are not only engaged in pure trading, but also supplies as per customer's needs. We, at our places segregate the variety of non-ferrous metals according to their type and grading for specific customer's needs. We are customer oriented and eco-friendly business house, creating a sustainable scarp recycling eco-system.

3. ***Process of manufacturing and trading of Ingots***:

PLANT & MACHINERY

Our primary business is trading of scrap. Further from July 01, 2021 the Company has started manufacturing of ingots therefore the Company purchased 2 (two) furnace as on the date of filing of prospectus.

Further, for trading of scrap we do not require any plant & machinery.

RAW MATERIAL

Our Company primarily engaged into the business of trading of scrap. Further from July 01, 2021, the Company has also started manufacturing of ingots. The raw material required for the process of manufacturing of ingots is imported by the Company from different countries & no raw material is required in trading business. Further as a trader the Company does procure stock-in-trade from various suppliers, for further details of our products please refer "Our Product" on page no. 90 of this Prospectus.

HUMAN RESOURCE

Our team, committed to offer and supply quality Copper Scrap, Aluminum Scrap, is managed by highly experienced professionals who possess sound experience of industry and undertake all assignments to carry out on time. Our employees are not members of any unions and we have not entered into any collective bargaining agreements with them. We have not experienced any work stoppages or action by or with our employees and we consider our relationship with our employees to be good.

DEPARTMENT WISE BREAK-UP

S. No.	Particulars	No. of Employees	Total
1.	**Production** - Head - Assistant	 1 1	**2**
2.	**Sales & Marketing**	1	**1**
3.	**Finance** - Company Secretary - CFO	 1 1	**2**

4.	**Accounts**	1	**1**
5.	**Administration** - **Chairman & Managing Director**	1	**1**
	TOTAL		**7**

FINANCIAL ACHIEVEMENTS OF THE COMPANY

Particulars	30th June, 2021	31st March, 2021	31st March, 2020
Share Capital	1.00	1.00	1.00
Reserves & Surplus	1669.31	1004.92	4.40
Net Worth	1670.31	1005.92	5.40
Total Income	3934.88	10497.22	1321.46
PAT	**664.39**	**1000.52**	**3.28**

CAPACITY UTILISATION

The Company is engaged in the business of trading, import of ferrous and non-ferrous metal scrap. The Company has started manufacturing of ingots from July 01, 2021. Presently, there are two furnaces, the capacity utilisation of one more furnace while working from 13 to 14 hours is 3.5 tonnes per day.

PRODUCT WISE AND GEOGRAPHICAL WISE REVENUE BREAKUP

The product wise and geographical wise revenue breakup of the Company as follows:

(Amount in Lakhs)

2021-22 (3 Months ended upto June 2021)		
State	*Product*	*Amount*
Delhi	Shredded Stainless Steel Scrap-Zurik	2,499.15
Delhi	Zinc Scrap	753.01
Haryana	Zinc Scrap	477.44
Uttar Pradesh	Zinc Ingots	29.78
Delhi	Stainless Steel Scrap	28.66
Gujarat	Zinc Scrap	28.45
Delhi	Brass Scrap	23.03
Rajasthan	Zinc Ingots	18.50
Delhi	Aluminium Scrap	10.18
Haryana	Aluminium Scrap	4.51
Delhi	Non Metal Scrap	0.25
Delhi	Iron Scrap	0.09

(Amount in Lakhs)

Financial Year 2020-21		
State	***Product***	***Amount***
Delhi	Shredded Stainless Steel Scrap-Zurik	6,084.01
Delhi	Zinc Scrap	1,133.63
Delhi	Stainless Steel Scrap	1,088.15
Haryana	Zinc Scrap	1,012.49
Uttar Pradesh	Zinc Scrap	264.31
Uttar Pradesh	Shredded Stainless Steel Scrap-Zurik	257.25
Gujarat	Zinc Scrap	144.72
Delhi	Aluminium Scrap	140.66
Gujarat	Zinc Ingots	88.99
Uttar Pradesh	Stainless Steel Scrap	80.57

Uttar Pradesh	Brass Scrap	30.63
Delhi	Brass Scrap	26.70
Delhi	Copper Scrap	22.60
Gujarat	Brass Scrap	19.21
Rajasthan	Zinc Ingots	15.01
Delhi	Iron Scrap	10.81
Punjab	Brass Scrap	4.30
Uttar Pradesh	Aluminium Scrap	4.02
Delhi	Zinc Ingots	2.79
Delhi	Non Metal Scrap	2.20

(Amount in Lakhs)

Financial Year 2019-20		
State	***Product***	***Amount***
Delhi	Stainless Steel Scrap	702.36
Haryana	Stainless Steel Scrap	197.99
Haryana	Zinc Scrap	66.43
Uttar Pradesh	Stainless Steel Scrap	57.52
Punjab	Brass Scrap	44.34
Delhi	Aluminium Scrap	40.98
Uttar Pradesh	Brass Scrap	35.12
Pune	Stainless Steel Scrap	27.78
Uttar Pradesh	Zinc Scrap	25.87
Delhi	Zinc Scrap	24.34
Delhi	Copper Scrap	23.73
Delhi	Iron Scrap	16.48
Delhi	Brass Scrap	14.65
Haryana	Aluminium Scrap	13.24
Gujarat	Zinc Scrap	9.39
Uttar Pradesh	Aluminium Scrap	8.56
Delhi	Non Metal Scrap	0.28

List of Top Ten Customers

S.No.	Name	Address
1	Nupur Metals	C-5, Mandoli Industrial Area, Village Saboli, Delhi-110093
2	Industrial Scrap Company	Kh.No. 100/21 & 22/1, Swarn Park, Mundka, Industrial Area (Near Anmol Dharam Kanta), Delhi-110041
3	Navya Trading	KH.No. 100/23, Plot No.1, G.F. Swarn Park, Mundka Industrial Area, Delhi-110041
4	Shivi Metal	MJ-10A, J R Complex, Gate No. 1, Village Mandoli East, Delhi-110093
5	Sooraj Mull Baijnath Ind. Pvt. Ltd.	E-4, Industrial Area, Sonepat-131001, Haryana
6	Anshika Industries	Kh No 105/23/1, Ground Floor, Swarn Park, Udyog Nagar, Industrial Area, Mundka, Delhi-110041
7	Bansal Traders	H. NO. 693A, Vill & PO Mundka, Mundka West Delhi-110041
8	Imperial International	Khasra No. 76/24 (1-00), Village : Mundka

9	Five Senses Metal	Kh No 12/3, Plot No 17, Arjun Gali, Near Dhan Laxmi Dharamkata, New Mandoli Industrial Area, Delhi-110093
10	Ace International	C-191, Mayapuri, Industrial Area Phase-II, New Delhi-110064

TOP 10 Suppliers & Customers for Last 3 (Three) Years

For FY 2021-22 (Period upto 30.06.2021)

Supplier				
S.No.	Name	Address	Amount (In lakhs)	% of Purchase
1	Indra Recycling GMBH	III. Industriestrasse 2 68766, Hockenheim, Germany	1722.07	51.85%
2	Montecristo SRL	Via Del Brennerro, 43, I-38122, Trento, Italy	413.72	12.46%
3	Heitec Rohstofee GMBH	Untere Hilsstrasse 23b, 31073, Grunenplan, Germany	321.14	9.67%
4	Alutrade Limited	Langley Forge House, Tat Bank Road, Oldbury West Midlands B69 4nh, United Kingdom	155.55	4.68%
5	Epiphaniou Recycling SAL	P.O. Box 29078, 1621 Nicosia, Cyprus	85.36	2.57%
6	Ye Chiu Metal Smelting SDN BHD	Plo 37,472 & 474, Jalan Keluli, Kawasan Perindustrian Pasir Gudang, 81700 Johar Malaysia	79.29	2.39%
7	Ligure Metalli SRL	Via Delle Fabbriche 2b 16158 Genova, Italy	78.55	2.37%
8	Eurogulf Minerals & Metals	Wasfi Al-Tal St Abboud Trading, Centre P.O.Box-2659 Amman 11953, Jordan	57.16	1.72%
9	Ritchey Metals Co Inc	30 Georgetown Road, Canonsburg, Pa 15317, United States	52.72	1.59%
10	Sooraj Mull Baijnath Ind. Pvt. Ltd.	E-4, Industrial Area, Sonepat-131001, Haryana	48.03	1.45%

Customer				
S.No.	Name	Address	Amount (In lakhs)	% of Revenue
1	Nupur Metals	C-5, Mandoli Industrial Area, Village Saboli, Delhi-110093	607.07	15.67%
2	Industrial Scrap Company	Kh.No. 100/21 & 22/1, Swarn Park, Mundka, Industrial Area(Near Anmol Dharam Kanta), Delhi-110041	348.43	9.00%
3	Navya Trading	KH.No. 100/23, Plot No.1, G.F. Swarn Park, Mundka Industrial Area, Delhi-110041	329.79	8.52%
4	Shivi Metal	MJ-10A, J R Complex, Gate No. 1, Village Mandoli East, Delhi-110093	266.75	6.89%
5	Sooraj Mull Baijnath Ind. Pvt. Ltd.	E-4, Industrial Area, Sonepat-131001, Haryana	229.55	5.93%

6	Anshika Industries	Kh No 105/23/1, Ground Floor, Swarn Park, Udyog Nagar, Industrial Area, Mundka, Delhi-110041	223.93	5.78%
7	Bansal Traders	H. NO. 693A, Vill & PO Mundka, Mundka West Delhi-110041	201.71	5.21%
8	Imperial International	Khasra No. 76/24 (1-00), Village : Mundka	194.65	5.03%
9	Five Senses Metal	Kh No 12/3, Plot No 17, Arjun Gali, Near Dhan Laxmi Dharamkata, New Mandoli Industrial Area, Delhi-110093	161.12	4.16%
10	Ace International	C-191, Mayapuri, Industrial Area Phase-II, New Delhi-110064	152.11	3.93%

For FY 2020-21

Suppliers				
S.No.	Name	Address	Amount (In lakhs)	% of Purchase
1	Indra Recycling GMBH	III. Industriestrasse 2 68766, Hockenheim, Germany	5872.53	64.99%
2	Heitec Rohstofee GMBH	Untere Hilsstrasse 23b, 31073, Grunenplan, Germany	414.03	4.58%
3	Montecristo SRL	Via Del Brennerro, 43, I-38122, Trento, Italy	399.26	4.42%
4	Ligure Metalli SRL	Via Delle Fabbriche 2b 16158 Genova, Italy	313.97	3.47%
5	Imperial Trading LLC	1031 East 103rd Street Chicago, Illinois 60628, United States	269.41	2.98%
6	TSR Metals GMBH & Co.	Hovestr, 30 20539 Hamburg, Germany	221.34	2.45%
7	Alucop Alloys FZC	Plot No. 2c-07,06A, Phase-I, Hamriyah Free Zone, Sharjah, United Arab Emirates	197.37	2.18%
8	Epiphaniou Recyling SAL	P.O. Box 29078, 1621 Nicosia, Cyprus	124.90	1.38%
9	Eurogulf Minerals & Metals	Wasfi Al-Tal St Abboud Trading, Centre P.O.Box-2659 Amman 11953, Jordan	115.59	1.28%
10	Ritchey Metals Co. Inc	30 Georgetown Road, Canonsburg, Pa 15317, United States	105.30	1.17%

Customer				
S.No.	Name	Address	Amount (In lakhs)	% of Revenue
1	Industrial Scrap Company	Kh.No. 100/21 & 22/1, Swarn Park, Mundka, Industrial Area(Near Anmol Dharam Kanta), Delhi-110041	1607.98	15.47%
2	Garg Seamless India Pvt. Ltd.	Plot & Khasra No. 99/16/2, 99/25/1/1, Mundka Industrial Area, New Delhi-110041	920.27	8.85%

3	Shivi Metal	MJ-10A, J R Complex, Gate No. 1, Village Mandoli East, Delhi-110093	907.97	8.74%
4	Nupur Metals	C-5, Mandoli Industrial Area, Village Saboli, Delhi-110093	812.20	7.81%
5	Ace International	C-191, Mayapuri, Industrial Area Phase-II, New Delhi-110064	591.20	5.69%
6	Jai Maa Enterprises	Plot No. 61, Kh. No. 77/16, Swarn Park, Mundka , Delhi-110041	482.50	4.64%
7	Bansal Steel	Kh.No. 105/1, G/F Cement Wali Gali, Swarn Park, Mundka, Delhi-110041	387.58	3.73%
8	S G Impex	44/24, Ground Floor, Shahbad Daulatpur, Dharam Kanta, Shahbad, Delhi-110042	348.94	3.36%
9	Navya Trading	KH.No. 100/23, Plot No.1, G.F. Swarn Park, Mundka Industrial Area, Delhi-110041	339.48	3.27%
10	Atlas Metals & Ferro Alloys	Plot No. 35, South, 5625/26, G.F., Basti Harphool Singh, Sadar Bazar, Delhi, Delivery at : 23/25 & 38/5/1, Shahbad, Daulatpur, Shiv Vihar, Delhi-110042	288.18	2.77%

For FY 2019-20

Suppliers				
S.No.	Name	Address	Amount (In lakhs)	% of Purchase
1	Indra Recycling GMBH	III. Industriestrasse 2 68766, Hockenheim, Germany	615.99	49.11%
2	Nupur Metal	C-5, Mandoli Industrial Area, Village Saboli, Delhi-110093	389.31	31.04%
3	Imperial Trading LLC	1031 East 103rd Street Chicago, Illinois 60628, United States	117.28	9.35%
4	Five Sense Metal	Kh No 12/3, Plot No 17, Arjun Gali, Near Dhan Laxmi Dharamkata, New Mandoli Industrial Area, Delhi-110093	60.36	4.81%
5	Ritchey Metals Co. In	30 Georgetown Road, Canonsburg, Pa 15317, United States	22.82	1.82%

Customer				
S.No.	Name	Address	Amount (In lakhs)	% of Revenue
1	Shivi Metal	MJ-10A, J R Complex, Gate No. 1, Village Mandoli East, Delhi-110093	189.63	14.50%
2	Stuti Udyogs Pvt. Ltd.	19, HSIIDC, Sector-57, Phase-4, Kundli, Haryana	152.78	11.68%
3	Industrial Scrap Company	Kh.No. 100/21 & 22/1, Swarn Park, Mundka, Industrial Area(Near Anmol Dharam Kanta, Delhi-110041	132.53	10.13%

4	Garg Seamless India Pvt. Ltd.	Plot & Khasra No. 99/16/2, 99/25/1/1, Mundka Industrial Area, New Delhi-110041	128.83	9.85%
5	Toni Industries Pvt. Ltd.	Plot No. 11, Sector-8, Phase-III, IMT Bawal, Distt. Rewari, Haryana-123501	62.68	4.79%
6	Vinaya International	C-31, Industrial Area, Site-A, Mathura, Uttar Pradesh-281001	57.22	4.38%
7	R.R. International	Gate No. 2 Triveni Complex, Goverdhan Road, Mathura, Uttar Pradesh	49.58	3.79%
8	Shri Durga Traders	C-82, Khasra No. - 99/4, Swarn Park, Mundka, Delhi-110041	48.46	3.71%
9	A R Alloys Pvt Ltd.	C-45, Wazirpur Industrial Area, New Delhi- 110052	30.48	2.33%
10	Satish Metal Company	S-224, Industrial Area, Jalandhar City	44.34	3.39%

For FY 2018-19

Suppliers				
S.No.	Name	Address	Amount (In lakhs)	% of Purchase
1	Five Sense Metal	Kh No 12/3, Plot No 17, Arjun Gali, Near Dhan Laxmi Dharamkata, New Mandoli Industrial Area, Delhi-110093	187.54	100%

Customer				
S.No.	Name	Address	Amount (In lakhs)	% of Revenue
1	Aryansh Alloys	Khasra No. 30/16, Friends Colony, Shahbad Daulatpur, Delhi-110042	51.42	56.70%
2	Shri Durga Traders	C-82, Khasra No. - 99/4, Swarn Park, Mundka, Delhi-110041	23.84	26.29%
3	D V Metals	44/7/2, Bawana Road, Shahbad, Daulatpur, New Delhi-110042	6.77	7.46%
4	Shining Metals	Plot No. 2, SR No. 431, AT-Amreli, Tal-Paddhari, Rajkot, Gujarat-360110	5.64	6.21%
5	S M Metals	A-355, Gali No. 22, Ph.-7, Shiv Vihar, Karawal Nagar, Delhi-110094	1.53	1.69%

COMPETITION

The Industry in which we operate is unorganized and fragmented with many small and medium-sized companies. Copper industry being a global industry, we face competition from various domestic and international players. We compete with other traders on the basis of service quality, price and reliability. We believe that the scale and scope of our operations allow us to meet our customers' requirements better than the smaller traders. Due to industry's fragmented nature, there is no authentic data available to our Company on total industry size and markets share of our Company vis-a-vis the competitors.

OUR BUSINESS STRATEGY

We intend to continue to provide high quality products to our clients and grow our business by leveraging our strengths and implementing the following strategies:

Enhance customer base by entering new geographies

We intend to cater to the increasing demand of our existing customers and also to increase our existing customer base by enhancing the distribution reach of our products. Enhancing our presence in additional regions will enable us to reach out to a larger market. Further, our Company believes in maintaining long term relationships with our customers. We aim to achieve this by maintaining the high quality, timely delivery, competitive pricing and reliability of our products.

Leveraging our Market skills and Relationships

This is a continuous process in our organization. We aim to enhance the growth by leveraging our relationships and further enhancing customer satisfaction. We plan to increase our customers by increasing the product & geographical base, maintaining our client relationship and renewing our relationship with existing buyers.

Focus on quality

Our Company intends to focus on adhering to the quality of our offerings. This is necessary so as to make sure that we maintain the high-quality standards for our offerings and get repeat orders from our customers. This will also aid us in enhancing our brand value and further increase the business.

SWOT ANALYSIS	
STRENGTHS	**WEAKNESS**
• Positive Cash Flow of Company • Excellent network management & logistics • Experienced and professional Team • Good Track record	• Lesser presence in South India & North East India region • Market going through downcycle due to pandemic • Limited financial resources
OPPORTUNITIES	**THREATS**
• Expected positive change in market sentiment • Government Initiatives • Rise in Demand in future due to Make in India concept.	• Covid-19 pandemic can disturb imports. • High level competition in fragmented market. • Changes in government policy

MARKETING

We have some reputed companies in this industry as our customers. Our success lies in the strength of our relationship with our customers who have been associated with our Company for a long period. Our team through their vast experience and good rapport with clients owing to timely and quality delivery of service plays an instrumental role in creating and expanding a work platform for our Company. To retain our customers, our team regularly interacts with them and focuses on gaining an insight into the additional needs of such customers. We have spread our presence to domestic markets with large sales potential, low infrastructure costs and the availability of professional expertise. We have experienced & skill management team to motivate the sub-ordinates & staff to step towards their achievements & organizational goals. With their efficient management skills & co-ordination with sub-ordinate, they are always working as a catalyst to encourage the entire team for the development & nourishment of the organization.

INSURANCE

Our Company has not taken any insurance policy against any damage or loss.

LAND & PROPERTIES

Our Company has not owned any property or land, further Company has executed a lease deed for registered office of the Company situated at Plot No. 5, G/F, KH No. 12/8 & 12/9KH-12, Arjun Gali, New Mandoli Industrial Area Near Shri Ram Bal Bharti Public School Delhi- 110093.

INTELLECTUAL PROPERTY

Trademark/Wordmark	*Date of application*	*Application number*	*Class*	*Current Status*
NUPUR RECYCLERS	*15.09.2021*	*5132940*	*6*	*Objected*

COLLABORATIONS

We have not entered into following collaboration agreement:

Sr. No.	*Name of Company*	*Registered Office*	*Brief terms & conditions of agreement*
01.	Attero Recycling Private Limited.	2, Green Park Saharanpur Road Dehradun, Uttarakhand – 248001, India	1.Nupur Recyclers Limited (NRL) will supply the raw material as monthly to Attero Recycling Private Limited (ARPL). 2.ARPL may buy the raw material as per agreed pricing terms and will make payment to NRL within 30 days from date of receiving the invoice. 3.NRL may purchase finished raw material like Lithium, Cobalt and others from ARPL as per agreed pricing terms and will make the payment to ARPL within 30 days from date of receiving the invoice. 4.NRL and ARPL shall have a right to inspect the products either in the premises of the ARPL or any associated company referred by ARPL prior to delivery of the products.
02.	EVI Technologies Private Limited	13A/16, Second Floor, Karol Bagh, New Delhi-110005, India	EVI Technologies Private Limited (EVIT) will supply the EV chargers & battery exchange outlet(s) to NRL. EVIT will provide Central Management System(CMS) and associated services to manage EV charger. EVIT will arrange the licenses, if any on behalf of NRL within 20 days from the date of execution of the definitive agreement.

KEY REGULATIONS AND POLICIES

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

The statements below are based on current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained by us, see the chapter titled "Government and Other Approvals" beginning on page 185 of this Prospectus.

RELATED TO OUR BUSINESSLABOUR LAWS

India has extensive labour related legislations. Certain other laws and regulations that may be applicable to our Company in India include the following which is an indicative list of labour laws applicable to the business and operations of Indian companies engaged in manufacturing activities:

- Contract Labour (Regulation and Abolition) Act, 1970;
- Employees‘ Compensation Act, 1923;
- Workmen's Compensation Act, 1923;
- Employees (Provident Fund and Miscellaneous Provisions) Act, 1952;
- Employees‘ State Insurance Act, 1948;
- Industrial Disputes Act, 1947;
- Industrial Employment (Standing orders) Act 1946;
- Child Labour (Prohibition and Regulation) Act, 1986
- Maternity Benefit Act, 1961;
- Minimum Wages Act, 1948;
- Payment of Bonus Act, 1965;
- Payment of Gratuity Act, 1972;
- Apprentices Act, 1961;
- Weekly Holidays Act, 1942
- Payment of Wages Act, 1936;
- Equal Remuneration Act, 1976;
- Public Liability Insurance Act, 1991;
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013; and
- Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979

THE INDUSTRIES (DEVELOPMENTAND REGULATION) ACT, 1951

The Industries (Development and Regulation) Act, 1951(–Industries Regulation Act‖) is an act which governs the development and regulation of industries in India. The main objectives of the Industries Regulation Act is to empower the Government:- (i) to take necessary steps for the development of industries; (ii) to regulate the pattern and direction of industrial development; (iii) to control the activities, performance and results of industrial undertakings in the public interest. The Industries Regulation Act applies to the 'Scheduled Industries' listed in the First Schedule of the Act. However, small scale industrial undertakings and ancillary units are exempted from the provisions of the Industries Regulation Act.

The Industries Regulation Act is administered by the Ministry of Industries & Commerce through its Department of Industrial Policy & Promotion (–DIPP‖). The DIPP is responsible for formulation and implementation of promotional and developmental measures for growth of the industrial sector. It monitors the industrial growth and production, in general, and selected industrial sectors. Certain categories of industries require industrial licensing under the Industries Regulation Act. Such industries have to file an Industrial Entrepreneur Memoranda (–IEM‖) with the Secretariat of Industrial Assistance (SIA), Department of Industrial Policy and Promotion to obtain an acknowledgement.

SEXUAL HARASSMENT AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013, (the –SHWPPR Act‖) aims to provide women protection against sexual harassment at the workplace and prevention and redressal of complaints of sexual harassment. The SHWPPR Act defines _sexual harassment‘ to include any unwelcome sexually determined behaviour (whether directly or by implication). Workplace under the SHWPPR Act has been defined widely to include government bodies, private and public sector organisations, non-governmental organisations, organisations carrying on commercial, vocational, educational, entertainment, industrial, financial activities, hospitals and nursing homes, educational institutes, sports institutions and stadiums used for training individuals. The SHWPPR Act requires an employer to set up an 'internal complaints committee' at each office or branch, of an organization employing at least 10 employees. The government in turn is required to set up a _local complaint committee‘ at the district level to investigate complaints regarding sexual harassment from establishments where our internal complaints committee has notbeen constituted.

THE APPRENTICES ACT, 1961

The Apprentices Act, 1961, as amended (the –Apprentices Act‖) regulates and controls the programme of training of apprentices and matters connected therewith. The term 'apprentice' means a person who is undergoing apprenticeship training in pursuance of a contract of apprenticeship. 'Apprenticeship training' means a course of training in any industry or establishment undergone in pursuance of a contract of apprenticeship and under prescribed terms and conditions which may be different for different categories of apprentices. Every person engaging as an apprentice is required to enter into a contract of apprenticeship with the employer which is reviewed and registered by the apprenticeshipadvisor.

THE EMPLOYEES PROVIDENT FUNDS AND MISCELLANEOUS PROVISIONS ACT, 1952 (“EMPLOYEES PROVIDENT FUND AND MISCELLANEOUS PROVISIONS ACT”)

The Employees‘ Provident Funds and Miscellaneous Provisions Act, 1952 is a social welfare legislation to provide for the institution of Provident Fund, Pension Fund and Deposit Linked Insurance Fund for employeesworking in factories and other establishments. The Act aims at providing social security and timely monetary assistance to industrial employees and their families when they are in distress.

The Act is administered by the Government of India through the Employees' Provident Fund Organisation (EPFO). The following three schemes have been framed under the Act by the Central Government:

(a) The Employees‘ Provident Fund Schemes,1952;
(b) The Employees‘ Pension Scheme, 1995;and
(c) The Employees‘ Deposit-Linked Insurance Scheme;1976.

The Central Government has been constituted Employees' Provident Funds Appellate Tribunal to exercise the powers and discharge the functions conferred on such by Employees‘ Provident Funds and Miscellaneous Provisions Act,1952.

THE EMPLOYEES COMPENSATION ACT, 1923

The Employees Compensation Act, 1923 (–EC Act‖), provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the EC Act, the amount of compensation to be paid depends on the nature and severity of the injury. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees‘ Compensation a report regarding any fatal or serious bodily injury suffered by an employee within seven days of receiving a notice.

THE EQUAL REMUNERATION ACT, 1976

The Equal Remuneration Act, 1976, as amended (–ER Act‖) provides for the payment of equal remuneration to men and women workers for same or similar nature of work and prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. Under the ER Act, no discrimination is permissible in recruitment and service conditions, except where employment of women is prohibited or restricted by law. It also provides that every employer should maintain such registers and other documents in relation to the workers employed by him/ her in the prescribed manner.

THE MATERNITY BENEFIT ACT, 1961

The Maternity Benefit Act, 1961, as amended (–**Maternity Benefit Act**‖) regulates the employment of pregnant women and ensures that they get paid leave for a specified period during and after their pregnancy. The Maternity Benefit Act is applicable to establishments in which 10 or more employees are employed, or were employed on any day of the preceding 12 months. Under the Maternity Benefit Act, a mandatory period of leave and benefits should be granted to female employees who have worked in the establishment for a minimum period of 80 days in the preceding 12 months from the date of her expected delivery. Such benefits essentially include payment of average daily wage for the period of actual absence of the female employee. The maximum period for which any woman shall be entitled to maternity benefit shall be 12 weeks, of which not more than six weeks shall precede the date of her expected delivery. Entitlement of six weeks of paid leave is also applicable in case of miscarriage or medical termination of pregnancy.

THE PAYMENT OF BONUS ACT, 1965

The Payment of Bonus Act, 1965 as amended (the –Payment of Bonus Act‖) was enacted to provide for the payment of bonus to persons employed in establishments where 20 or more persons are employed on any day during an accounting year. The Payment of Bonus Act ensures that a minimum annual bonus is payable to every employee regardless of whether the employer any allocable surplus in the accounting year in which the bonus is payable. Under the Payment of Bonus Act, every employer is bound to pay to every employee, in respect of the accounting year, a minimum bonus which is 8.33% of the salary or wage earned by the employee during the accounting year or Rs.100, whichever is higher. Contravention of the provisions of the Payment of Bonus Act by a company is punishable with imprisonment for a term of up to six months or a fine of up to Rs. 1,000 or both, against persons in charge of, and responsible to the company for the conduct of the business of the company at the time of contravention, as well as the company.

THE PAYMENT OF GRATUITY ACT, 1972

The Payment of Gratuity Act, 1972 as amended (the ―Payment of Gratuity Act‖) provides for payment of gratuity to an employee at the time of termination of services. Payment of Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in establishments in which ten or more persons are employed or were employed on any day of the preceding 12 months; and as the Central Government may, by notification, specify. Gratuity under the Payment of Gratuity Act, is payable to an employee after he has rendered his services for a period not less than five years: (a) on his / her superannuation; (b) on his / her retirement or resignation; or (c) on his / her death or disablement due to accident or disease (in this case the minimum requirement of five years does not apply). Under the Payment of Gratuity Act, the maximum gratuity payable may not exceed Rs.1,000,000.

THE PAYMENT OF WAGES ACT, 1936

The Payment of Wages Act, 1936 (―PWA‖) is applicable to the payment of wages to persons in factories and other establishments. PWA ensures that wages that are payable to the employee are disbursed by the employer within the prescribed time limit and no deductions other than those prescribed by the law are made by the employer.

TAXATION LAWS INCOME-TAX ACT, 1961

The government of India imposes an income tax on taxable income of all persons including individuals, Hindu Undivided Families (HUFs), companies, firms, association of persons, body of individuals, local authority and any other artificial judicial person. Levy of tax is separate on each of the persons. The levy is governed by the Indian Income Tax Act, 1961. The Indian Income Tax Department is governed by CBDT and is part of the Department of Revenue under the Ministry of Finance, Govt. of India. Income tax is a key source of fundsthat the government uses to fund its activities and serve the public. The quantum of tax determined as per the statutory provisions is payable as: a) Advance Tax; b) Self-Assessment Tax; c) Tax Deducted at Source (TDS); d) Tax Collected at Source (TCS); e) Tax on Regular Assessment.

INTELLECTUAL PROPERTY LAWSTRADEMARKS ACT, 1999 (TM Act)

A trademark is used in relation to goods so as to indicate a connection in the course of trade between the goods and a person having the right as proprietor or user to use the mark. The Trademarks Act, 1999, (Trademarks Act) governs the registration, acquisition, transfer and infringement of trademarks and remedies available to a registered proprietor or user of a trademark. Registration is valid for a period of 10 years but canbe renewed in accordance with the specified procedure. As per the Trademarks (Amendment) Bill, 2009, Registrar of Trade Marks is empowered to deal with international applications originating from India as wellas those received from the International Bureau and maintain a record of international registrations. It also removes the discretion of the Registrar to extend the time.

COPYRIGHTS ACT, 1957

The Copyrights Act governs copyright protection in India. Under the Copyright Act, copyright may subsist in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings. Following the issuance of the International Copyright Order, 1999, subject to certain exceptions, the provisions of the Copyright Act apply to nationals of all member states of the World Trade Organization.

While copyright registration is not a prerequisite for acquiring or enforcing a copyright, registration creates a presumption favoring ownership of the copyright by the registered owner. Copyright registration may expedite infringement proceedings and reduce delay caused due to evidentiary considerations. Once registered, the copyright protection of a work lasts for 60 years.

The remedies available in the event of infringement of a copyright under the Copyright Act include civil proceedings for damages, account of profits, injunction and the delivery of the infringing copies to the copyright owner. The Copyright Act also provides for criminal remedies, including imprisonment of the accused, imposition of fines and seizure of infringing copies.

PATENTS ACT, 1970 (Patent Act)

The purpose of the Patent Act in India is to protect inventions. Patents provide the exclusive rights for the owner of a patent to make, use, exercise, distribute and sell a patented invention. The patent registration confers on the patentee the exclusive right to use, manufacture and sell his invention for the term of the patent.An application for a patent can be made by (a) person claiming to be the true and first inventor of the invention; (b) person being the assignee of the person claiming to be the true and first invention in respect of the right to make such an application; and (c) legal representative of any deceased person who immediately before his death was entitled to make such an application. Penalty for the contravention of the provisions of the Patents Act include imposition of fines or imprisonment or both.

THE INFORMATION TECHNOLOGY ("IT") ACT, 2000

This Act aims to provide the legal infrastructure for e-commerce in India. And the cyber laws have a major impact for e-businesses and the new economy in India. So, it is important to understand what are the various perspectives of the IT Act, 2000 and what it offers. The Information Technology Act, 2000 also aims to provide for the legal framework so that legal sanctity is accorded to all electronic records and other activities carried out by electronic means. The Act states that unless otherwise agreed, an acceptance of contract may beexpressed by electronic means of communication and the same shall have legal validity and enforceability.

PROPERTY RELATED LAWS TRANSFER OF PROPERTY ACT, 1882

The transfer of property, including immovable property, between living persons, as opposed to the transfer of property by operation of law, is governed by the Transfer of Property Act, 1882. This Act establishes the general principles relating to the transfer of property, including among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. The Act recognizes, among others, the following forms in which an interest in an immovable property may be transferred:

- Sale: the transfer of ownership in property for a price paid or promised to be paid.
- Mortgage: the transfer of an interest in property for the purpose of securing the payment of a loan, existing or future debt, or performance of an engagement which gives rise to a pecuniary liability. The Act recognizes several forms of mortgages over a property.
- Charges: transactions including the creation of security over property for payment of money to another which are not classifiable as a mortgage. Charges can be created either by operation of law, e.g. decree of the court attaching to specified immovable property, or by an act of the parties.
- Leases: the transfer of a right to enjoy property for consideration paid or rendered periodically or on specified occasions.

REGISTRATION ACT, 1908 (THE "REGISTRATION ACT")

The Registration Act has been enacted with the objective of providing public notice of the execution of documents affecting, inter alia, the transfer of interest in immovable property. The purpose of the Registration Act is the conservation of evidence, assurances, title and publication of documents and prevention of fraud. It details the formalities for registering an instrument. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes, among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, in any immovable property of the value of one hundred rupees or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. A document will not affect the property comprised in it, nor be treated as evidence of any transaction affectingsuch property (except as evidence of a contract in a suit for specific performance or as evidence of part performance under the TP Act or as collateral), unless it has been registered. Evidence of registration is normally available through an inspection of the relevant land records, which usually contains details of the registered property. Further, registration of a document does not guarantee title of land.

THE INDIAN STAMP ACT, 1899

Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immoveable property. The Indian Stamp Act, 1899 (the ―Stamp Act‖) provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule I of the Stamp Act. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the state. Instruments chargeable to duty under the Stamp Act but which have not been duly stamped, are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments by certain specified authorities and bodies and imposition of penalties, for instruments which are not sufficiently stamped or not stamped at all Instruments which have not been properly stamped instruments can be validated by paying a penalty of up to 10 times of the total duty payable on such instruments.

INDIAN EASEMENTS ACT, 1882 (THE "EASEMENT ACT")

An easement is a right which the owner or occupier of land possesses for the beneficial enjoyment of that land and which permits him to do or to prevent something from being done, in or upon, other land not his own. Under the Easements Act, a license is defined as a right to use property without any interest in favour of the licensee. The period and incident may be revoked and grounds for the same may be provided in the license agreement entered in between the licensee and the licensor.

THE RIGHT TO FAIR COMPENSATION AND TRANSPARENCY IN LAND ACQUISITION, REHABILITATION AND RESETTLEMENT ACT, 2013 ("2013 LAND ACQUISITION ACT")

The 2013 Land Acquisition Act has replaced the Land Acquisition Act, 1894 and aims at establishing a participative, informed and transparent process for land acquisition for industrialization, development of essential infrastructural facilities and urbanization. While aiming to cause least disturbance to landowners and other affected families, it contains provisions aimed at ensuring just and fair compensation to the affected families whose land has been acquired or is proposed to be acquired. It provides for rehabilitation and resettlement of such affected persons. Under the 2013 Land Acquisition Act, the Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement (Maharashtra) Rules, 2014 have been notified which frame rules in relation to inter alia the consent process, the compensation mechanism and rehabilitation and resettlement.

THE REAL ESTATE (REGULATION AND DEVELOPMENT) ACT, 2016

This Act was notified by the Parliament on 25th March, 2016 and extends to the whole of India except the State of Jammu and Kashmir. It establishes the Real Estate Regulatory Authority for regulations and promotions of the real estate sector and to ensure sale of plot, apartment or building, as the case may be, or sale of real estate project, in an efficient and transparent manner and to protect the interest of consumers in thereal estate sector and to establish an adjudicating mechanism for speedy dispute redressal and also to establish the Appellate Tribunal to hear appeals from the decisions, directions or orders of the Real Estate Regulatory Authority and the adjudicating officer and for matters connected therewith or incidental thereto. The salient features of the Act are as following:

- Under the Act, instead of a regular forum of consumers, the purchasers of real estate units from a developer would have a specialized forum called the "Real Estate Regulatory Authority" which will be setup within one year from the date of coming into force of the Act. In the interim, the appropriate Government (i.e., the Central or State Government) shall designate any other regulatory authority or any officer preferably the Secretary of the department dealing with Housing, as the Regulatory Authority.
- The promoter has to register their project (residential as well as commercial) with the Regulatory Authority before booking, selling or offering apartments for sale in such projects. In case a project is to bepromoted in phases, then each phase shall be considered as a standalone project, and the promoter shall obtain registration for each phase.
- Under the Act, developers can sell units only on carpet area, which means the net usable floor area of an apartment. This excludes the area covered by the external walls, areas under services shafts, exclusive balcony or verandah area and exclusive open terrace area, but includes the area covered by the internal partition walls of the apartment.
- The Act mandates that a promoter shall deposit 70% of the amount realised from the allottees, from time to time, in a separate account to be maintained in a scheduled bank. This is intended to cover the cost of construction and the land cost and the amount deposited shall be used only for the concerned project.
- Stringent penal provisions have been prescribed under the Act against the promoter in case of any contravention or non-compliance of the provisions of the Act or the orders, decisions or directions of the Regulatory Authority or the Appellate Tribunal which are the following: a) If promoter does not register its project with the Regulatory Authority – the penalty may be up to 10% of the estimated cost of the project as determined by the Regulatory Authority; b) If promoter does not comply with the aforesaid order of the Regulatory Authority - imprisonment of up to three years and a further penalty of up to 10%of the estimated cost, or both; and c) In case the promoter provides any false information while making an application to the Regulatory Authority or contravenes any other provision of the Act – the penalty maybe up to 5% of the estimated cost of the project or construction.

STATE LAW

URBAN DEVELOPMENT LAWS

State legislations provide for the planned development of urban areas and the establishment of regional and local development authorities charged with the responsibility of planning and development of urban areas within their jurisdiction. Real estate projects have to be planned and developed in conformity with the norms established in these laws and regulations made thereunder and require sanctions from the government departments and developmental authorities at various stages. For instance, in certain states such as Haryana, for developing a residential colony, a license is required from the relevant local authority. Where projects are undertaken on lands which form part of the approved layout plans and/or fall within municipal limits of a town, generally the building plans of the projects have to be approved by the concerned municipal or developmental authority. Building plans

are required to be approved for each building within the project area. Clearances with respect to other aspects of development such as fire, civil aviation and pollution control are required from appropriate authorities depending on the nature, size and height of the projects. The approvals granted by the authorities generally prescribe a time limit for completion of the projects. These time limits are renewable upon payment of a prescribed fee. The regulations provide for obtaining a completion/occupancy certificate upon completion of the project.

AGRICULTURAL DEVELOPMENT LAWS

The acquisition of land is regulated by state land reform laws which prescribe limits up to which an entity may acquire agricultural land. Any transfer of land which results in the aggregate land holdings of the acquirer in the state exceeding this ceiling is void, and the surplus land is deemed, from the date of the transfer, to have been vested in the state government free of all encumbrances. When local authorities declare certain agricultural areas as earmarked for townships, lands are acquired by different entities. After obtaining a conversion certificate from the appropriate authority with respect to a change in the use of the land from agricultural to non-agricultural for development into townships, commercial complexes etc., such ceilings are not applicable. While granting licenses for development of townships, the authorities generally levy development/ external development charges for provision of peripheral services. Such licenses require approvals of layout plans for development and building plans for construction activities. The licenses are transferable on permission of the appropriate authority. Similar to urban development laws, approvals of the layout plans and building plans, if applicable, need to be obtained.

ENVIRONMENTAL REGULATIONS

THE ENVIRONMENT PROTECTION ACT, 1986 ("ENVIRONMENT PROTECTION ACT")

The purpose of the Environment Protection Act is to act as an "umbrella" legislation designed to provide a frame work for Central government co-ordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorizes the central government to protectand improve environmental quality, control and reduce pollution from all sources, and prohibit or restrict the setting and /or operation of any industrial facility on environmental grounds. The Act prohibits persons carrying on business, operation or process from discharging or emitting any environmental pollutant in excess of such standards as may be prescribed. Where the discharge of any environmental pollutant in excess of the prescribed standards occurs or is apprehended to occur due to any accident or other unforeseen act, the person responsible for such discharge and the person in charge of the place at which such discharge occurs or is apprehended to occur is bound to prevent or mitigate the environmental pollution caused as a result of such discharge and should intimate the fact of such occurrence or apprehension of such occurrence; and (b) be bound, if called upon, to render all assistance, to such authorities or agencies as may be prescribed.

AIR (PREVENTION AND CONTROL OF POLLUTION) ACT, 1981

Air (Prevention and Control of Pollution) Act 1981(―the Act‖) was enacted with an objective to protect the environment from smoke and other toxic effluents released in the atmosphere by industries. With a view to curb air pollution, the Act has declared several areas as air pollution control area and also prohibits the use of certain types of fuels and appliances. Prior written consent is required of the board constituted under the Act,if a person intends to commence an industrial plant in a pollution control area.

WATER (PREVENTION AND CONTROL OF POLLUTION) ACT, 1974

The Water (Prevention and Control of Pollution) Act 1974 (―the Act‖) was enacted with an objective to protect the rivers and streams from being polluted by domestic and industrial effluents. The Act prohibits the discharge

of toxic and poisonous matter in the river and streams without treating the pollutants as per the standard laid down by the Pollution control boards constituted under the Act. A person intending to commence any new industry, operation or process likely to discharge pollutants must obtain prior consent of the board constituted under the Act.

NATIONAL ENVIRONMENTAL POLICY, 2006

The Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace, but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to our national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by judicial interpretation of Article 21. The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource. Following are the objectives of National Environmental Policy:

- Conservation of Critical Environmental Resources
- Intra-generational Equity: Livelihood Security for the Poor
- Inter-generational Equity
- Integration of Environmental Concerns in Economic and Social Development
- Efficiency in Environmental Resource Use
- Environmental Governance
- Enhancement of resources for Environmental Conservation

IN GENERAL

THE COMPANIES ACT, 1956 AND THE COMPANIES ACT, 2013

The consolidation and amendment in law relating to the Companies Act, 1956 made way to enactment of the Companies Act, 2013. The Companies Act, 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified. The act deals with incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The provisions of this act shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. A company can be formed by seven or more persons in case of public company and by two or more persons in case of private company. A company can even be formed by one person i.e. One Person Company. The provisions relating to formation and allied procedures are mentioned in theact.

FOREIGN EXCHANGE MANAGEMENT ACT, 1999

The Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India. As laid

down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the ‗automatic route' within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (―FEMA Regulations‖) to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 for regulation on exports of goods andservices.

THE COMPETITION ACT, 2002

The Competition Act, 2002 (the ―Competition Act‖) prohibits anti competitive agreements, abuse of dominant positions by enterprises and regulates ―combinations‖ in India. The Competition Act also established the Competition Commission of India (the ―CCI‖) as the authority mandated to implement the Competition Act. The provisions of the Competition Act relating to combinations were notified recently on March 4, 2011 and came into effect on June 1, 2011. Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. A combination is defined under Section 5 of the Competition Act as an acquisition, merger or amalgamation of enterprise(s) that meets certainasset or turnover thresholds.

There are also different thresholds for those categorized as Individuals and Group. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is Likely to have an appreciable adverse effect on competition in India. Effective June 1, 2011, all combinations have to be notified to the CCI within 30 days of the execution of any agreement or other document for any acquisition of assets, shares, voting rights or control of an enterprise under Section 5(a) and (b) of the Competition Act (including any binding document conveying an agreement or decision to acquire control, shares, voting rights or assets of an enterprise); or the board of directors of a company (or an equivalent authority in case of other entities) approving a proposal for a merger or amalgamation under Section 5(c) of the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

CONSUMER PROTECTION ACT, 1986 (COPRA)

The Consumer Protection Act, 1986 (―COPRA‖) aims at providing better protection to the interests of consumers and for that purpose makes provisions for the establishment of authorities for the settlement of consumer disputes. The COPRA provides a mechanism for the consumer to file a complaint against a trader or service provider in cases of unfair trade practices, restrictive trade practices, defects in goods, deficiency in services, price charged being unlawful and goods being hazardous to life and safety when used. The COPRA provides for a three tier consumer grievance redressal mechanism at the national, state and district levels. Non compliance of the orders of these authorities attracts criminal penalties.

THE INDIAN CONTRACT ACT, 1872 ("CONTRACT ACT")

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

INDUSTRIAL DISPUTES ACT, 1947 ("ID ACT") AND INDUSTRIAL DISPUTE (CENTRAL) RULES, 1957

The ID Act and the Rules made thereunder provide for the investigation and settlement of industrial disputes. The ID Act was enacted to make provision for investigation and settlement of industrial disputes and for otherpurposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earning salary beyond prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases.

Employees may also be subject to the terms of their employment contracts with their employer, which contracts are regulated by the provisions of the Indian Contract Act, 1872. The ID Act also sets out certain requirements in relation to the termination of the services of the workman. The ID Act includes detailed procedure prescribed for resolution of disputes with labour, removal and certain financial obligations up on retrenchment. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lockouts, closures, lay-offs and retrenchment.

GOODS AND SERVICES TAX

The Constitution (One Hundred and First Amendment) Act, 2016 which received presidential assent on September 8, 2016 paved the way for introduction of goods and services tax (‖**GST**‖) by making provisions with respect to goods and services tax. Accordingly, the following GST acts have been enacted:

- Central Goods and Services Tax Act, 2017
- Integrated Goods and Services Tax Act, 2017
- Union Territory Goods and Services Tax Act, 2017, and
- Goods and Services Tax (Compensation to States) Act, 2017.

TAXES ON PROFESSIONS, TRADES, CALLINGS AND EMPLOYMENTS

Every person engaged in any profession, trade, callings and employment is liable to pay tax at the rate prescribed by the respective state government. It is considered necessary to levy tax on profession, trade callings and employment in order to augment state revenues. Every state is empowered by the Constitution of India to make laws relating to levy of taxes on professions, trades, callings and employments that shall serveas the governing provisions in that state.

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OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

HISTORY OF OUR COMPANY

Our Company was incorporated as a private limited company namely "Nupur Recyclers Private Limited" under the Companies Act, vide certificate of incorporation dated January 22, 2019 issued by Registrar of Companies, NCT of Delhi and Haryana bearing registration no 344788. Further, Our Company was converted into a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on September 20, 2021.

The Company is engaged in the business of trading and Import of ferrous and non-ferrous metal scrap such as shredded Zinc Scrap, Zinc die cast scrap, Shredded Stainless Steel Scrap and Zinc Scrap. The Company is also engaged in the business of trading and recycling of Zinc Ingots and Zinc Alloy. The Company recyclables' metal or scrap to make the earth healthy. The Company develop efficient recycled products and work with our customers to give them quality products.

Further, the Company has started manufacturing of ingots from July 01, 2021.

CHANGES IN OUR REGISTERED OFFICE

1) Registered Office of the Company is presently situated at Plot No. 5, G/F, KH No. 12/8 & 12/9 KH-12, Arjun Gali New Mandoli Industrial AreaNear Shri Ram Bal Bharti Public School Delhi-110093.

The Details of the change of Registered Office of the Company are as follows:

Sr. No.	Date of Change	Shifted From	Shifted to
1	12/04/2019	Office No. 101, First Floor, Ganga Apartments, 1/50 Lalita Park, Laxmi Nagar, New Delhi	Khasra No. 4/24, HCMR Farm, Village Mandoli, Delhi- 110093
2	19/06/2021	Khasra No. 4/24, HCMR Farm, Village Mandoli, Delhi- 110093	Plot No. 5, G/F, KH No. 12/8 & 12/9KH-12, Arjun Gali New Mandoli Industrial Area, Near Shri Ram Bal Bharti Public School, Delhi-110093

MAIN OBJECTS OF OUR COMPANY

The object clauses of the Memorandum of Association of our Company enable us to undertake our present activities. The main objects of our Company are:

1. To carry on the business of manufacturers, traders and re-cyclers of ferrous and nonferrous metals, scraps, alloy steels, ferro-alloys, pig iron, wrought iron, steel converts, rolled steel makers, miners, smelters, engineers, iron and steel foundries in all or any of their respective branches, Metallurgical prospectors, explorers, contractors, agents, and to establish workshops for the manufacture of any equipment required for any of the industries which the company can undertake and to deal in such equipment.

2. To carry on the business of manufacturers, re-cyclers and dealers in various kinds of ferrous and non-ferrous alloy steels, stainless steels, scraps, re-rollers hardware casting and their various products in various forms.

3. To manufacture, import, export, buy, sell, re-cycle, distribute or otherwise deal in all types of ferrous and non-ferrous ores, metals, metal alloys, amalgams in any form or shapes.

4. To carry on the business of manufacturers, processors, re-cyclers, fabricators, drawers, rollers and re-rollers of ferrous and non-ferrous metals, steels bimetal products, copper and copper alloys, alloy steel, sponge iron, prestressed pillers, billets including manufacturing, processing and fabricating of pipes, utensils, wires, nails, wire ropes, wine products, screws, expanded metal hinges, plates, hoops, angles and to manufacture any other engineering products including hospital appliances and surgical instruments and to act as exporters and importers and dealers in all such and allied merchandise.

AMENDMENTS TO THE MOA OF OUR COMPANY SINCE INCORPORATION:

Since incorporation, there has been following amendment made to the MoA of our Company:

Date of Amendment	Particulars of Amendment
August 17, 2020	To alter and adoption of clause III(B) of the Memorandum of Association of the Company.
August 27, 2021	Increase in authorised share capital from 1,00,000 to 26,00,00,000
October 06, 2021	Conversion of the Company from Private to Public

KEY EVENTS AND MILESTONES:

The following table sets forth the key events and milestones in the history of our Company, since incorporation:

YEAR	PARTICULARS
2019	Incorporation of our Company.
2021	Company converted into Public Limited Company

DETAILS OF BUSINESS OF OUR COMPANY

For details on the description of Our Company‘s activity, business model, marketing strategy, strength, completion of business, please see _Our Business‘ Management Discussion and Analysis of Financial Conditions‘ and Basis For Issue Price‘ on page 89, 171 and 66 of this Prospectus respectively.

HOLDING COMPANY OF OUR COMPANY

Our Company does not have any Holding Company as on the date of filing of this Prospectus.

SUBSIDIARY COMPANY OF OUR COMPANY

Our Company has no Subsidiary Company as on the date of filing of this Prospectus.

OTHER DECLARATIONS AND DISCLOSURES

Our Company is not a listed entity and its securities have not been refused listing at any time by any recognized stock exchange in India or abroad. Further, Our Company has not made any Public Issue or Rights Issue (as defined in the SEBI ICDR Regulations) in the past. No action has been taken against Our Company by any Stock Exchange or by SEBI. Our Company is not a sick company within the meaning of the term as defined in the Sick Industrial Companies (Special Provisions) Act, 1985. Our Company is not under winding up nor has it received a notice for striking off its name from the relevant Registrar of Companies.

FUND RAISING THROUGH EQUITY OR DEBT

For details in relation to our fund-raising activities through equity and debt, please refer to the chapters titled *Capital Structure "*beginning on page number 48 respectively, of this Prospectus.

REVALUATION OF ASSETS

Our Company has not re-valued its assets since its incorporation.

CHANGES IN THE ACTIVITIES OF OUR COMPANY HAVING A MATERIAL EFFECT

Other than as stated in this Prospectus, there has been no change in the activities being carried out by our Company during the preceding five years from the date of this Prospectus which may have a material effect on the profits / loss of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

INJUNCTIONS OR RESTRAINING ORDERS

Our Company is not operating under any injunction or restraining order.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS

There have been no Defaults or Rescheduling of borrowings with financial institutions/banks.

STRIKES AND LOCK-OUTS

Our Company has, since incorporation, not been involved in any labour disputes or disturbances including strikes and lock- outs. As on the date of this Prospectus, our employees are not unionized.

TIME AND COST OVERRUNS IN SETTING UP PROJECTS

As on the date of this Prospectus, there have been no time and cost over runs in any of the projects undertaken by our Company.

SHAREHOLDERS'AGREEMENT

Our Company does not have any subsisting shareholders' agreement as on the date of this Prospectus.

OTHER AGREEMENTS

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

STRATEGIC PARTNERS

Our Company does not have any strategic partner(s) as on the date of this Prospectus.

FINANCIAL PARTNERS

As on the date of this Prospectus, our Company does not have any financial partners.

ACQUISITION OF BUSINESS/UNDERTAKINGS

There is no Merger, Amalgamation, Acquisition of Business or Undertaking etc. with respect to our Company and we have not acquired a business undertaking in last 10 years.

DIVESTMENT OF BUSINESS/UNDERTAKING BY COMPANY IN THE SINCE INCEPTION YEARS

There has been no divestment by the Company of any business or undertaking since inception.

NUMBER OF SHAREHOLDER OF OUR COMPANY

Our Company has 7 (Seven) shareholders as on date of this Prospectus. For further details on the Shareholding Pattern of our Company, please refer to the Chapter titled–Capital Structure beginning on page 48 of this Prospectus.

DETAILS OF PAST PERFORMANCE

For details of Change of management, please see chapter titled–Our Business and – Our History and certain corporate matters‖ on page 113 respectively of this Prospectus.

DETAILS OF FINANCIAL PERFORMANCE

For details in relation to our financial performance in the previous five financial years, including details of non-recurring items of income, refer to section titled –Financial Statements beginning on page 145 of this Prospectus.

COLLABORATION AGREEMENT

Except as provided on below, our Company is not any party to any collaboration agreement.

Sr. No.	***Name of Company***	***Registered Office***	***Brief terms & conditions of agreement***
01.	Attero Recycling Private Limited.	2, Green Park Saharanpur Road Dehradun, Uttarakhand – 248001, India	Nupur Recyclers Limited (NRL) will supply the raw material as monthly to Attero Recycling Private Limited (ARPL). ARPL may buy the raw material as per agreed pricing terms and will make payment to NRL within 30 days from date of receiving the invoice. NRL may purchase finished raw material like Lithium, Cobalt and others from ARPL as per agreed pricing terms and will make the payment to ARPL within 30 days from date of receiving the invoice. NRL and ARPL shall have a right to inspect the products either in the premises of the ARPL or any associated company referred by ARPL prior to delivery of the products.
02.	EVI Technologies Private Limited	13A/16, Second Floor, Karol Bagh, New Delhi-110005, India	EVI Technologies Private Limited (EVIT) will supply the EV chargers & battery exchange outlet(s) to NRL. EVIT will provide Central Management System(CMS) and associated services to manage EV charger. EVIT will arrange the licenses, if any on behalf of NRL within 20 days from the date of execution of the definitive agreement.

OUR MANAGEMENT

BOARD OF DIRECTORS

As per the Articles of Association of our Company, we are required to have not less than 3 (Three) Directors and not more than 15 (Fifteen) Directors on its Board, subject to provisions of Section 149 of Companies Act, 2013. As on date of this Prospectus, our Board consist of 5 (Five) Directors, out of which 2 (Two) are Executive Directors, 1 (One) Non-Executive Director and 2 (Two) are Non-Executive Independent Directors and 1 (One) of the Non-Executive Directors is a Woman Director. Mr. Rajesh Gupta is the Managing Director of Our Company.

S.N.	Name	DIN	Category	Designation
1.	Mr. Rajesh Gupta	01941985	Executive	Managing Director
2.	Mr. Devender Kumar Poter	08679602	Executive	Director
3.	Ms. Nupur Gupta	09305281	Non-Executive	Director
4.	Mr. Bharat Bhushan Mithal	01451033	Non-Executive	Independent Director
5.	Ms. Gurjeet Kaur	09301428	Non-Executive	Independent Director

The following table sets forth certain details regarding the members of our Company's Board as on the date of this Prospectus:

S.N.	Name, DIN, Date of Birth, Qualification, Designation, Occupation, Address, Nationality and Term	Age	Other Directorship
1	**Rajesh Gupta** ***Designation***: Managing Director ***Address:*** *B-191, Yojna Vihar, East Delhi- 110092* ***Date of Birth***: October 03, 1970 ***Qualification:*** *Graduate (B.Com Hon)* ***Occupation***: Business ***Nationality: Indian*** ***Term:*** For a period of 5 years from August 28, 2021 **Date of First Appointment:** January 22, 2019 ***Date of Appointment as MD:*** August 28, 2021 ***DIN:*** 01941985	50	a) Usha Financial Services Private Limited b) Uninav Developers Private Limited c) Continent Buildwel Private Limited d) Pragati Landcon Private Limited e) Vertex Buildwell Private Limited f) S.D.M. Metalloys limited g) BR Hands Investments Private Limited h) Frank Metals Recyclers Private Limited
2	**Devender Kumar Poter** ***Designation :*** Director & CFO ***Address:*** Harsora, Alwar Rajasthan-301412	37	*Nil*

	Date of Birth: June 07, 1984 ***Qualification:*** Graduate* ***Occupation:*** Business ***Nationality*** : Indian ***Term :*** Since January 25, 2020 ***Date of First Appointment*:** January 25, 2020 ***Date of Appointment as CFO*:** September 06, 2021 ***DIN:*** 08679602 *Since the hightest educational certificate is not traceable, therefore Mr. Anoop Garg has provided an affidavit on his hightest educational qualification.		
3	**Nupur Gupta** ***Designation:*** Director ***Address:*** B-191, Yojna Vihar, East Delhi- 110092 ***Date of Birth:*** August 17, 1998 ***Qualification:*** Graduate ***Occupation:*** Business ***Nationality:*** Indian ***Term :*** Since September 06, 2021 ***Appointed on*:** September 06, 2021 ***DIN:*** 09305281	24	**NIL**

4	**Gurjeet Kaur** ***Designation:*** Independent Director ***Address:*** WZ-106/72, Rajouri Garden EXT, Tagore Garden S.O, West Delhi-110027 ***Date of Birth:*** November 30, 1983 ***Qualification:*** ACS ***Occupation:*** Business ***Nationality:*** Indian ***Term:*** For a period of 1 year from September 06, 2021 ***DIN:*** 09301428	37	**NIL**
5	**Bharat Bhushan Mithal** **Designation :** Independent Director ***Address:*** D-157, Sector 40, Gautam Buddha Nagar, Uttar Pradesh -201303 ***Date of Birth***: January 17, 1958 ***Qualification:*** FCA, ACS ***Occupation:*** Business ***Nationality:*** Indian ***Term :*** For a period of 1 year from September 06, 2021 ***DIN***: 01451033	62	a) Destiny Buildtech Private Limited b) Arjun Foods and Beverages Private Limited c) Nambirajan Finance Private Limited

BRIEF PROFILE OF THE DIRECTORS OF OUR COMPANY

Mr. Rajesh Gupta, aged 50 years, is Managing Director of the Company. He was appointed as Managing Director of the Company for a term of 5 years w.e.f. August 28, 2021. He has an experience of more than 30 years inthe business Business of trading of Non Ferrous Metal Scrap and Finance Business. He is possessing excellent communication skills and able to establish sustainable and profitable relationships with all customers, suppliers and stakeholders across. His long professional career gives guidance to his employees in achieving targets in a dynamic and complex business environment.

Mr. Devender Kumar Poter aged 37 years is the Director (Executive) & CFO of the Company. He has over 10 years of experience in managing finance and Administration of the Company. He is associated with our company as director since January 25, 2020.

Ms. Nupur Gupta aged 24 years is the Non-Executive Director of the Company. She is a young graduate in Business Administration. Her skills and knowledge in the business management are vast and dynamic. She has around 2 years' experience in business management. She is associated with the company since September 06, 2021.

Mrs. Gurjeet Kaur, aged 37 years is the Non-Executive Independent Director of the Company. She has been appointed for a period of 1 (One) year as an Independent Director w.e.f. September 06, 2021. She has around 2 years experience in Corporate & Secretarial Law. She is an Associate member of Institute of Company Secretaries of India.

Mr. Bharat Bhushan Mithal, aged 62 years, is the Non-Executive Independent Director of the Company. He has been appointed for a period of 1 (One) year as an Independent Director w.e.f. September 06, 2021. He is a very well versed, professed and proficient person, having an experience of more than 50 years. He is a Fellow member of Institute of Chartered Accountants of India, and an Associate member of Institute of Company Secretaries of India.

Note:

None of the above-mentioned Directors are on the RBI List of wilful defaulters as on the date of this Prospectus.

1) *None of the Promoters, persons forming part of our Promoter Group, our Directors or persons in control of our Company or our Company are debarred by SEBI from accessing the capital market.*

2) *None of the Promoters, Directors or persons in control of our Company, have been or are involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.*

FAMILY RELATIONSHIP BETWEEN DIRECTORS

Except as stated below, none of the Directors of the Company are related to each other as per Section 2(77) ofthe Companies Act, 2013:

Sr. No.	Name of the Director	Relationship with other Director
1	Mr. Rajesh Gupta	Father of Nupur Gupta
2.	Ms. Nupur Gupta	Daughter of Rajesh Gupta

Details of current and past directorship(s) in listed companies whose shares have been / were suspended from being traded on the stock exchanges and reasons for suspension

None of our Directors is / was a Director in any listed company during the last five years before the date of filing of this Prospectus, whose shares have been / were suspended from being traded on the any stock exchange.

Details of current and past directorship(s) in listed companies which have been/ were delisted from the stock exchange(s) and reasons for delisting

None of our Directors are currently or have been on the board of directors of a public listed company whose shares have been or were delisted from any stock exchange.

Details of arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which of the Directors were selected as a director or member of senior management.

There are no arrangements or understandings with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Managerial Personnel were selected as a Director or member of the senior management.

TERMS AND CONDITIONS OF EMPLOYMENT OF THE DIRECTORS

i. Executive Directors

Name	Mr. Rajesh Gupta
Designation	Managing Director
Period	Five Years from August 28, 2021
Date of approval of shareholder	August 28, 2021
Remuneration	Rs. 2,00,000 P.M.
Perquisite	Re-imbursement of travelling, lodging, boarding expenses, all cost and other charges incurred by him in the discharge and execution of his duties as Chairman and Managing Director.

Name	Mr. Devender Kumar Poter
Designation	Executive Director
Period	Until Resigns or Removed
Date of approval of shareholder	January 25, 2020
Remuneration	Rs. 50,000 P.M.
Perquisite	Re-imbursement of travelling, lodging, boarding expenses, all cost and other charges incurred by her in the discharge and execution of her duties as Executive Director.

ii. Non-Executive Directors

Non-Executive Non-Independent Directors and Independent Directors are not entitled to any remuneration except sitting fees for attending meetings of the Board, or of any committee of the Board. They are entitled to a sitting fee for attending the meeting of the Board and the Committee thereof respectively.

Note: No portion of the compensation as mentioned above was paid pursuant to a bonus or profit-sharing plan.

SHAREHOLDING OF DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any shares in our Company to qualify him for the office of the Director of our Company. The following table details the shareholding in our Company of our Directors in their personal capacity, as on the date of this Prospectus:

#	Name of the Directors	No. of Equity Shares held	% of pre-issue paid-up Equity Share capital in our Company
1.	Rajesh Gupta	75,50,000	50.00%
2.	Devender Kumar Poter	7,000	0.05%

INTEREST OF DIRECTORS

All of our Directors may be deemed to be interested to the extent of fees payable to them (if any) for attending meetings of the Board or a committee thereof as well as to the extent of remuneration payable to them for their services as Directors of our Company and reimbursement of expenses as well as to the extent of commission and other remuneration, if any, payable to them under our Articles of Association. Some of the Directors may be deemed to be interested to the extent of consideration received/paid or any loans or advances provided to any body corporate including companies and firms, and trusts, in which they are interested as directors, members, partners or trustees.

All our Directors may also be deemed to be interested to the extent of Equity Shares, if any, already held by them or their relatives in our Company, or that may be subscribed for and allotted to our non-promoter Directors, out of

the present Issue and also to the extent of any dividend payable to them and other distribution in respect of the said Equity Shares.

The Directors may also be regarded as interested in the Equity Shares, if any, held or that may be subscribed by and allocated to the companies, firms and trusts, if any, in which they are interested as directors, members, partners, and/or trustees.

Our Directors may also be regarded interested to the extent of dividend payable to them and other distribution in respect of the Equity Shares, if any, held by them or by the companies/firms/ventures promoted by them or that may be subscribed by or allotted to them and the companies, firms, in which they are interested as Directors, members, partners and promoters, pursuant to this Issue. All our Directors may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by the Company with either the Directors himself, other company in which they hold directorship or any partnership firm in which they are partners, as declared in their respective declarations.

Interest in promotion of Our Company

Except Promoters, none of our Directors have any interest in the promotion of our Company.

Interest in the property of Our Company

Our Directors have no interest in any property acquired by our Company neither in the preceding two years from the date of this Prospectus nor in the property proposed to be acquired by our Company as on the date of filing of this Drat Prospectus. Our Directors also do not have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc. with respect to our Company.

Interest in the business of Our Company

Save and except as stated otherwise in Related Party Transaction in the chapter titled Financial Information beginning on page number 145 of this Prospectus, our Directors do not have any other interests in our Company as on the date of this Prospectus. Our Directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

Details of Service Contracts

None of our directors have entered into any service contracts with our company except for acting in their individual capacity as director and no benefits are granted upon their termination from employment other thanthe statutory benefits provided by our company.

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

Bonus or Profit-Sharing Plan for the Directors

There is no bonus or profit-sharing plan for the Directors of our Company.

Contingent and Deferred Compensation Payable to Directors

No Director has received or is entitled to any contingent or deferred compensation.

Other Indirect Interest

Except as stated in chapter titled –*Financial Information* beginning on page 145 of this Prospectus, none of our sundry

debtors or beneficiaries of loans and advances are related to our Directors.

Borrowing Power of the Board

The Board of Directors are vested with the power to borrow, pursuant to Section 179(3)(d) of Companies Act 2013. However, pursuant to Section 180(1)(c) Companies Act, 2013 and the rules made thereunder that any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeds the aggregate of the paid-up capital of the Company and free reserve, the approval of shareholders' by was of Special Resolution will be required.

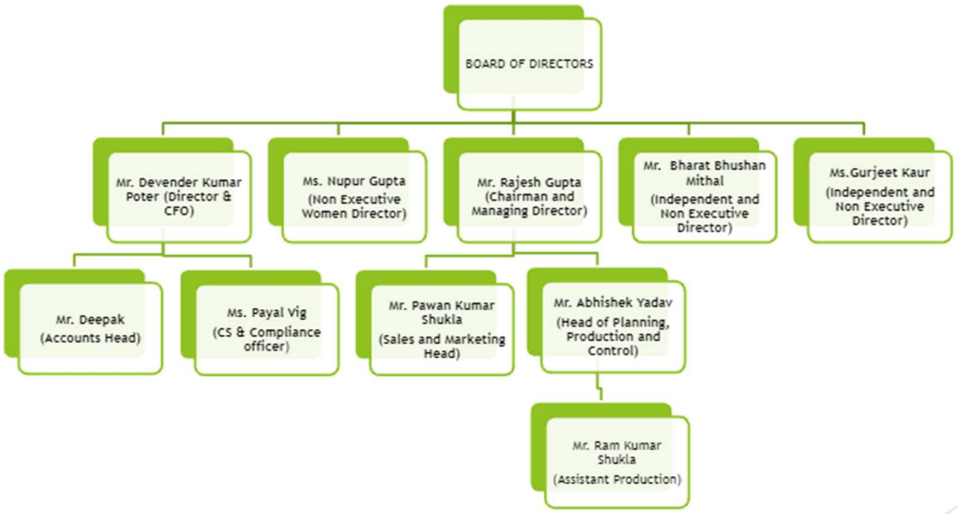
Changes in The Board for the Last Three Years

Save and except as mentioned below, there had been no change in the Directorship during the last three (3) years:

Name of Director	Date of Event	Reason for Change
Rajesh Gupta	January 22, 2019	First Director
Anoop Garg	January 22, 2019	First Director
Anoop Garg	January 25, 2020	Resignation u/s 168
Devender Kumar Poter	January 25, 2020	Appointment as Director
Bharat Bhushan Mithal	September 06, 2021	Appointment as Independent Director
Gurjeet Kaur	September 06, 2021	Appointment as Independent Director

Management Organisation Structure

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



CORPORATE GOVERNANCE

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges. As on date of this Prospectus, as our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, the requirement specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V is not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. Our Company has complied with the corporate

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

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our Company has constituted the following Committees of the Board:

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

AUDIT COMMITTEE

The Audit Committee was constituted *vide* Board resolution dated October 06, 2021 pursuant to Section 177 of the Companies Act, 2013. As on the date of this Prospectus, the Audit Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Bharat Bhushan Mithal	Chairperson	Independent Director
Mrs. Gurjeet Kaur	Member	Independent Director
Mr. Devender Poter	Member	Executive Director

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

The scope of Audit Committee shall include but shall not be restricted to the following:

1. Oversight the Company‘s financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of paymenttostatutoryauditorsforanyotherservicesrenderedbythestatutoryauditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
   a. Matters required being included in the Directors Responsibility Statement to be included in the Board‘s report in terms of clause (c) of sub-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.
   g. Qualifications in the draft audit report..
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the auditor‘s independence and performance and effectiveness of audit process.
8. Approval of any transactions of the Company with Related Parties, including any subsequentmodification thereof.

9. Scrutiny of inter-corporate loans and investments.
10. Valuation of undertakings or assets of the Company, wherever it is necessary.
11. Evaluation of internal financial controls and risk management systems.
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
13. 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.
14. Discussion with internal auditors on any significant findings and follow up thereon.
15. 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.
16. 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.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
18. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
20. Carrying out any other function as it mentioned in the terms of reference of the Audit Committee.

The Audit Committee enjoys following powers:

a) To investigate any activity within its terms of reference
b) To seek information from any employee
c) To obtain outside legal or other professional advice
d) To secure attendance of outsiders with relevant expertise if it considers necessary
e) The audit committee any invite such of the executives as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on the occasions, it may also meet without the presence of any executives of the Issuer. The finance director, head of internal audit committee.

The Audit Committee shall mandatorily review the following information:

1. Management Discussion and Analysis of financial condition and results of operations.
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
3. Management letters/letters of internal control weaknesses issued by the statutory auditors.
4. Internal audit reports relating to internal control weaknesses.
5. The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to theaudit. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The Audit Committee shall meet at-least four times in a year and more than one hundred and twenty days shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be minimum of two independent members present.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee was constituted at a meeting of the Board of Directors held on October 06, 2021. As on the date of this Prospectus the Nomination and Remuneration Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Mrs. Gurjeet Kaur	Chairman	Independent Director
Mr. Bharat Bhushan Mithal	Member	Independent Director
Ms. Nupur Gupta	Member	Non-Executive Director

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

The role of the Nomination and Remuneration Committee includes, but not restricted to, the following:

1. Formulation of the criteria for determining qualification, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees.
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
3. Devising a policy on diversity of Board of Directors.
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria, laid down, and recommend to the Board of Directorstheir appointment and removal.
5. 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.
6. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

The Meetings of the Committee shall be held at such regular intervals as may be required. The quorum will be either two members or one third of the members of the Nomination and Remuneration Committee whichever is greater, including at-least one independent director.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee has been formed by the Board of Directors, at the meeting held on October 06, 2021. As on the date of this Prospectus the Stakeholders' Relationship Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Mrs. Gurjeet Kaur	Chairman	Independent Director
Mr. Rajesh Gupta	Member	Managing Director
Ms. Nupur Gupta	Member	Non-Executive Director

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

This Committee supervises all grievances of Shareholders and Investors and its terms of reference include the following:

1. Allotment and listing of our shares in future
2. Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;

3. Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares and debentures;
4. Reference to statutory and regulatory authorities regarding investor grievances;
5. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
6. And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

The Stakeholders Relationship is required to meet at-least once in a year.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

Compliance with SME Listing Regulations

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on Emerge Platform of NSE.

KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel of our Company:

Name	:	Mr. Rajesh Gupta
Designation	:	Managing Director
Date of Appointment	:	August 28, 2021
Term of Office	:	5 Years
Expiration of Term		August 27, 2026
Qualification	:	Graduate
Previous Employment	:	Not Applicable
Overall Experience	:	He is Promoter and Managing Director of our Company. He has more than 30 years in the business field and is running our company since incorporation. He is a proven influencer & negotiator and has pragmatic approach of getting the required results. He has a power track record through his leadership vision and understanding of legal, regulatory, information security and compliance requirements of the industries.
Remuneration paid in F.Y. 2019-20)	:	Mr. Rajesh Gupta appointed as Managing Director on August 28, 2021. He received a remuneration of Rs. 6,00,000 in the capacity of Director in FY 2020-21.

Name	:	Mr. Devender Kumar Poter
Designation	:	Chief Financial Officer
Date of Appointment	:	September 06, 2021
Qualification	:	Graduate
Previous Employment	:	N.A
Overall Experience	:	He is the Executive Director of the company and Chief Financial Officer. He has vast experience of more than 10 years. He is responsible for the work relates to Accounting, Finance, Taxation and Banking field of our Company.
Remuneration paid in F.Y. 2019-20)	:	Mr. Devender Kumar Poter is appointed as Chief Financial Officer on September 06, 2021. He received a remuneration of Rs. [●] in F.Y 2020-21 in the capacity of Director.

Name	:	Ms. Payal Vig
Designation	:	Company Secretary & Compliance Officer
Date of Appointment	:	September 14, 2021
Qualification	:	Company Secretary
Previous Employment	:	Usha Financial Services Private Limited
Overall Experience	:	She is Company Secretary and Compliance Officer of our company, who is appointed on September 14, 2021, having more than 4 years of experience in secretarial compliances.
Remuneration paid in F.Y. 2019-20)	:	Ms. Payal Vig appointed as Company Secretary on September 14, 2021 therefore no remuneration has been received by him in FY 2020-201

Notes:

- *All of our Key Managerial Personnel mentioned above are on the payrolls of our Company as permanent employees.*
- *There is no agreement or understanding with major shareholders, customers, suppliers or others pursuant to which any of the above-mentioned personnel was selected as a director or member of senior management.*
- *None of our Key Managerial Personnel has entered into any service contracts with our company and no benefits are granted upon their termination from employment other that statutory benefits provided by our Company. However, our Company has appointed certain Key Managerial Personnel for which our company has not executed any formal service contracts; although they are abide by their terms of appointments.*

Family Relationship Between Key Managerial Personnel

Except the following, none of the KMP of the Company are related to each other as per section 2(77) of the Companies Act, 2013.

Sr. No.	Name of the KMP	Relationship with other KMP
	Nil	

Bonus and/ or Profit-Sharing Plan for the Key Managerial Personnel

Our Company does not have any bonus and / or profit-sharing plan for the key managerial personnel.

Contingent and Deferred Compensation Payable to Key Managerial Personnel

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

Shareholding of the Key Managerial Personnel

Except Mr. Rajesh Gupta who is holding 75,50,000 Equity Shares and Mr. Devender Poter who is holding 7,000 Equity Shares of the Company none of our Key Managerial Personnel is holding any Equity Shares in our Company as on the date of this Prospectus.

Interest of Key Managerial Personnel

None of our key managerial personnel have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to our Company as per the terms of their appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Changes in Our Company's Key Managerial Personnel During the Last three Years

Following have been the changes in the Key Managerial Personnel during the last three years:

#	Name of Director	Date of Joining	Reason for Change
1	Rajesh Gupta	August 28, 2021	Change in Designation as Managing Director
2	Devender Kumar Poter	September 06, 2021	Appointment as Chief Financial Officer
3	Payal Vig	September 14, 2021	Appointment as Company Secretary

Note: Other than the above changes, there have been no changes to the key managerial personnel of our Company that are not in the normal course of employment.

Scheme of Employee Stock Options or Employee Stock Purchase

Our Company does not have any Employee Stock Option Scheme or other similar scheme giving options in our Equity Shares to our employees.

Loans to Key Managerial Personnel

There are no loans outstanding against the key managerial personnel as on the date of this Prospectus.

Payment of Benefits To Officers of Our Company (Non-Salary Related)

Except for the payment of salaries and perquisites and reimbursement of expenses incurred in the ordinary course of business, and the transactions as enumerated in the chapter titled *"Financial Information"* and the chapter titled *"Our Business"* beginning on pages 145 and 89 of this Prospectus, we have not paid/given any benefit to the officers of our Company, within the two preceding years nor do we intend to make such payment/ give such benefit to any officer as on the date of this Prospectus.

RETIREMENT BENEFITS

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company.

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OUR PROMOTERS AND PROMOTER GROUP

OUR INDIVIDUAL PROMOTER

1. Mr. Rajesh Gupta
2. Mr. Anoop Garg

DETAILS OF OUR INDIVIDUAL PROMOTER

1. Mr. Rajesh Gupta

Mr. Rajesh Gupta, aged 50 years, is the Promoter & Managing Director of our Company. He is a Commerce Graduate from Delhi University having a rich experience of more than 30 years in the business field and is running our company since incorporation. He is a proven influencer & negotiator and has pragmatic approach of getting the required results. He has a power track record through his leadership vision and understanding of legal, regulatory, information security and compliance requirements of the industries. His long professional career gives guidance to his employees in achieving targets in a dynamic and complex business environment, building and maintaining strong and effective relationship with customers and suppliers and handling operational issues. The Gross Compensation paid to him during Fiscal Year 2020-21 as remuneration was Rs. 6,00,000/- p.a.

Particulars	Details
Permanent Account Number	AAGPG4011R
Passport No.	M8297623
Aadhar No.	558044327751
Bank Account Details	Name of the Bank-Union Bank of India Account No: 109210025010129

2. Mr. Anoop Garg

Mr. Anoop Garg, aged 47 years, is the Promoter of Our Company. He is a Commerce Graduate from Delhi University possessing excellent communication skills and is able to establish sustainable and profitable relationships with customers, suppliers, staff, government agencies and other stakeholders. He has a strong belief to run business with all legal and commercial compliances and has pioneered the needs in various fields of the industry with his ingenious knowledge and extraordinary proficiency. He has been institutional in the growth story of the company, his experience in various domains has crossed the span of 25 years. No Compensation was paid to him during Fiscal Year 2020-21 as remuneration.

Particulars	Details
Permanent Account Number	AAPPG0817L
Passport No.	M8241411
Aadhar No.	918023273964
Bank Account Details	Name of the Bank- Union Bank of India Account No: 109210011000544

OUR PROMOTER GROUP

Our Promoter Group in terms of Regulation 2(1)(zb) of SEBI (ICDR) Regulations includes the following persons:

a) Individual Promoter

The natural persons who are part of our Promoter Group (due to the relationship with our Promoter), other than the Promoter named above are as follows:

Sr. No.	Relationship	Mr. Rajesh Gupta	Mr. Anoop Garg
1.	Father	Shri Sumer Chand Garg	Shri Sumer Chand Garg
2.	Mother	Smt. Kanta Rani	Smt. Kanta Rani
3.	Spouse	Mrs. Shikha Gupta	Mrs. Priya Garg
4.	Brother	Mr. Anoop Garg	Mr. Rajesh Gupta
5.	Sister	Mrs. Sandhya Gupta	Mrs. Sandhya Gupta
6.	Children	Ms. Nupur Gupta	Mr. Vidit Garg Ms. Arushi Garg
7.	Spouse Father	Sh. Ram Kumar Goyal	Sh. Gopal Behari Gupta
8.	Spouse Mother	Smt. Shashi Goyal	Late Smt. Sunita Gupta
9.	Spouse Brother	Mr. Mohit	Mr. Sachin Gupta
10.	Spouse Sister	NO	Ms. Neha Gupta

b) Companies and proprietorship firms forming part of our Promoter Group are as follows:

Relationship with Promoter	Individual Promoter	
	Mr. Rajesh Gupta	Mr. Anoop Garg
Any company in which 10% or more of the share capital is held by the promoter or an immediate relative of the promoter or a firm or HUF in which the promoter or any one or more of his immediate relative is a member	a) Usha Financial Services Private Limited	a) Usha Financial Services Private Limited
	b) Continent Buildwel Private Limited	b) Continent Buildwel Private Limited
	c) Pragati Landcon Private Limited	c) Pragati Landcon Private Limited
	d) Vertex Buildwell Private Limited	d) Vertex Buildwell Private Limited
	e) S.D.M. Metalloys Limited	e) S.D.M. Metalloys Limited
	f) BR Hands Investments Private Limited	f) BR Hands Investments Private Limited
	g) Frank Metals Recyclers Private Limited	g) Frank Metals Recyclers Private Limited
	h) RGM Recyclers Private Limited	h) RGM Recyclers Private Limited
	i) Uninav Developers Private Limited	i) Uninav Developers Private Limited
Any company in which a company (mentioned above) holds 10% of the total holding	NIL	NIL
Any HUF or firm in which the aggregate share of the promoter and his immediate relatives is equal to or more than 10% of the total holding	Rajesh Gupta HUF	Anoop Garg HUF
	Anoop Garg HUF	Rajesh Gupta HUF
	Sumer Chand Garg HUF	Sumer Chand Garg HUF

OTHER UNDERTAKINGS AND CONFIRMATIONS

Our Company undertakes that the details of Permanent Account Number, Bank Account Number, Aadhar and Passport Number of the Promoters will be submitted to the NSE Emerge Platform, where the securities of our Company are proposed to be listed at the time of submission of Prospectus.

Our Promoters have confirmed that they have not been identified as willful defaulters.

No violations of securities laws have been committed by our Promoters in the past or are currently pending against them. None of our Promoters are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

COMMON PURSUITS OF OUR PROMOTERS

None of the Promoter Group Entity is having business objects similar to our business as mentioned in the Chapter "Our Group Entities" beginning on page 133 of the Prospectus except the below mentioned Promoter Group Entities:
1. Rajesh Gupta HUF
2. S.D.M. Metalloys Limited
3. Frank Metals Recyclers Private Limited
4. RGM Recyclers Private Limited

INTEREST OF THE PROMOTERS

Interest in the promotion of Our Company

Our Promoters are Mr. Rajesh Gupta and Mr. Anoop Garg. Our Promoters may be deemed to be interested in the promotion of the Issuer to the extent of the Equity Shares held by them as well as their relatives and also to the extent of any dividend payable to them and other distributions in respect of the aforesaid Equity Shares. Further, Our Promoters may also be interested to the extent of Equity Shares held by or that may be subscribed by and allotted to companies and firms in which either of them are interested as a director, member or partner.

Interest in the property of Our Company

Our Promoters do not have any interest in any property acquired by Our Company in last two years or proposed to be acquired by our Company.

Interest as Member of our Company

As on the date of this Prospectus, our Promoters and Promoter Group together hold 1,50,86,000 Equity Shares of our Company and are therefore interested to the extent of their shareholding and the dividend declared, if any, by our Company. Except to the extent of shareholding of the Promoters in our Company our Promoters does not hold any other interest in our Company.

Payment Amounts or Benefit to Our Promoters during the Last Two Years

No payment has been made or benefit given to our Promoters in the two years preceding the date of this Prospectus except as mentioned / referred to in this chapter and in the section titled 'Our Management', 'Financial Statements' and 'Capital Structure' on page 117, 145 and 48 respectively of this Prospectus. Further as on the date of this Prospectus, there is no bonus or profit sharing plan for our Promoters.

CONFIRMATIONS

For details on litigations and disputes pending against the Promoters and defaults made by them including violations of securities laws, please refer to the section titled "Outstanding Litigation and Material Developments" on page 180 of this Prospectus. Our Promoters have not been declared a willful defaulter by the RBI or any other governmental authority.

RELATED PARTY TRANSACTIONS

Except as disclosed in the "Related Party Transactions" beginning on page 143 of this Prospectus, our Company has not entered into any related party transactions with our Promoters.

Our Group Entities

Below mentioned are the details of Companies / Entities promoted by the Promoters of our Company. No equity shares of our group entities are listed on any of the stock exchange and they have not made any public or rights issue of securities in the preceding three years.

A. Our Promoter Group Companies include:

1. Usha Financial Services Private Limited

Corporate Information

Usha Financial Services Private Limited was originally incorporated on May 16, 1995 under Companies Act, 1956.The registered office of the company is situated at 330, Mezzanine Floor Functional Industrial Estate Patparganj, Delhi- 110092 . The Corporate Identification Number is U74899DL1995PTC068604. The Company has received the Certificate of Registration dated 04/01/2003 from the Reserve Bank of India ("RBI") to carry on the business of Non-Banking Financial Institution without accepting deposits. ("NBFC-ND").

The Company is engaged in extending credit to individuals and small enterprises, typically self- employed business. The Company follows the cash flow based credit assessment with suitable adaptations for each type of business , where the loans are given for business expansion, working capital or for purchase of assets.

Board of Directors

The Directors of Usha Financial Services Private Limited as on the date of this Prospectus are as follows:

Name	Designation
Mr. Anoop Garg	*Director*
Mr. Rajesh Gupta	*Director*
Mr. Gauri Shankar	*Director*
Mr. Bhupinder Nayyar	*Director*
Ms. Geeta Goswami	*Director*

Shareholding Pattern

The Shareholding Pattern of Usha Financial Services Private Limited as on the date of this Prospectus is as follows:

Name of shareholder	No. of shares
Rajesh Gupta	2311651
Anoop Garg	1797949
Shikha Gupta	513700
Priya Garg	513700
Uninav Developers Pvt. Ltd.	1268333
Initia Holdings Ltd.	12094
Longview Research and Advisory Services Pvt. Ltd.	10436
Riwaaz Investments Pvt.Ltd	12333
Eeshan Corporation Ltd.	18975
Abhishek Mishra HUF	11385
Abhishek Mishra	7590
Vipin Agarwal	8539
Sumer Chand Garg HUF	30000
Sandhya Gupta	35000
TOTAL	***6551685***

Financial Performance

The Financial Performance of Usha Financial Services Private Limited as on the date of this Prospectus is as follows:

(Amount in Lakhs)

Particulars	*March 31, 2020*
Equity capital	595.17
Reserves and surplus (excluding revaluation)	3,250.95
Total Income	*5,153.56*
Profit/(Loss) after tax	*1,121.46*
Earnings per share (Rs.) (Basic)	*17.00*
Earnings per share (Rs.) (Diluted)	*17.00*
Net Worth	*3,846.11*
Net asset value per share (Rs.)	*58.70*

2. Uninav Developers Private Limited

Corporate Information

Uninav Developers Private Limited was incorporated on April 13, 2011 under Companies Act, 1956. The registered office of the company is situated at 330, First Floor Functional Industrial Estate Patparganj East Delhi-110092. The Corporate Identification Number is U70102DL2011PTC217470.

The Company is engaged in Real estate activities with own or leased property. This class includes buying, selling, renting and operating of self-owned or leased real estate such as apartment building and dwellings, non-residential buildings, developing and subdividing real estate into lots etc. Also included are development and sale of land and cemetery lots, operating of apartment hotels and residential mobile home sites.

Board of Directors

The Directors of Uninav Developers Private Limited as on the date of this Prospectus are as follows:

Name	*Designation*
Mr. Anoop Garg	*Director*
Mr. Rajesh Gupta	*Director*

Shareholding Pattern

The Shareholding Pattern of Uninav Developers Private Limited as on the date of this Prospectus is as follows:

Name	*Number of Shares*
Rajesh Gupta	*2925000*
Anoop Garg	*1575000*
TOTAL	***4500000***

Financial Performance

The Financial Performance of Uninav Developers Private Limited as on the date of this Prospectus is as follows:

(Amount in Lakhs

Particulars	*March 31, 2020*
Equity capital	450.00
Reserves and surplus (excluding revaluation)	1997.13
Total Income	6702.52
Profit/(Loss) after tax	
Earnings per share (Rs.) (Basic)	31.07

Earnings per share (Rs.) (Diluted)	31.07
Net Worth	2447.13
Net asset value per share (Rs.)	54.38

3. Continent Buildwel Private Limited

Corporate Information

Continent Buildwel Private Limited was incorporated on June 07, 2012 under Companies Act, 1956. The registered office of the company is situated at F-14, Saldulajab, New Delhi-110068. The Corporate Identification Number is U70101DL2012PTC237112.

The Company is engaged in Real estate activities with own or leased property. This class includes buying, selling, renting and operating of self-owned or leased real estate such as apartment building and dwellings, non-residential buildings, developing and subdividing real estate into lots etc. Also included are development and sale of land and cemetery lots, operating of apartment hotels and residential mobile home sites.

Board of Directors

The Directors of Continent Buildwel Private Limited as on the date of this Prospectus are as follows:

Name	*Designation*
Mr. Pawan Kumar Gupta	*Director*
Mr. Anoop Garg	*Director*
Mr. Rajesh Gupta	*Director*
Mr. Puneet Garg	*Director*

Shareholding Pattern

The Shareholding Pattern of Continent Buildwel Private Limited as on the date of this Prospectus is as follows:

Name	*Number of Shares*
Pawan Kumar Gupta	*2000*
Anoop Garg	*4000*
Rajesh Gupta	*2000*
Puneet Garg	*2000*
TOTAL	***10000***

Financial Performance

The Financial Performance of Continent Buildwel Private Limited as on the date of this Prospectus is as follows:

(Amount in Lakhs)

Particulars	*March 31, 2020*
Equity capital	*1.00*
Reserves and surplus (excluding revaluation)	*(3.06)*
Total Income	*0.24*
Profit/(Loss) after tax	*0.04*
Earnings per share (Rs.) (Basic)	*0.50*
Earnings per share (Rs.) (Diluted)	*0.50*
Net Worth	*(2.06)*
Net asset value per share (Rs.)	*(20.68)*

4. *Pragati Landcon Private Limited*

Corporate Information

Pragati Landcon Private Limited was incorporated on October 01, 2012 under Companies Act, 1956. The registered office of the company is situated at S-9, KH. NO. 49 and 622/57, S Block West Jyoti Nagar, New Delhi -110093. The Corporate Identification Number is U70109DL2012PTC243050.

The Company is engaged in Real estate activities with own or leased property. This class includes buying, selling, renting and operating of self-owned or leased real estate such as apartment building and dwellings, non-residential buildings, developing and subdividing real estate into lots etc. Also included are development and sale of land and cemetery lots, operating of apartment hotels and residential mobile home sites.

Board of Directors

The Directors of Pragati Landcon Private Limited as on the date of this Prospectus are as follows:

Name	Designation
Mr. Pawan Kumar Gupta	Director
Mr. Anoop Garg	Director
Mr. Rajesh Gupta	Director
Mr. Puneet Garg	Director

Shareholding Pattern

The Shareholding Pattern of Pragati Landcon Private Limited as on the date of this Prospectus is as follows:

Name	Number of Shares
Pawan Kumar Gupta	2000
Anoop Garg	3000
Rajesh Gupta	3000
Puneet Garg	2000
TOTAL	**10000**

Financial Performance

The Financial Performance of Pragati Landcon Private Limited as on the date of this Prospectus is as follows:

(Amount in Lakhs)

Particulars	March 31, 2020
Equity capital	1.00
Reserves and surplus (excluding revaluation)	(4.28)
Total Income	0.27
Profit/(Loss) after tax	0.08
Earnings per share (Rs.) (Basic)	0.84
Earnings per share (Rs.) (Diluted)	0.84
Net Worth	(3.28)
Net asset value per share (Rs.)	(32.83)

5. *S.D.M. Metalloys Limited*

Corporate Information

S.D.M. Metalloys Limited was incorporated on May 17, 2005 under Companies Act, 1956. The registered office of the company is situated at B-191, Yojna Vihar New Delhi -110093. The Corporate Identification Number is U27201DL2005PLC134143.

The Company is engaged in Manufacture of basic precious and non-ferrous metals.

Board of Directors

The Directors of S.D.M. Metalloys Limited as on the date of this Prospectus are as follows:

Name	*Designation*
Mr. Anoop Garg	*Director*
Mr. Rajesh Gupta	*Director*
Mr. Manish Gupta	*Director*

Shareholding Pattern

The Shareholding Pattern of S.D.M. Metalloys Limited as on the date of this Prospectus is as follows:

Name	*Number of Shares*
Rajesh Gupta	300000
Anoop Garg	300000
S.C. Gupta (HUF)	50000
Rajesh Gupta (HUF)	44000
Vertex Buildwell Private Limited	390000
Anju Jain	12000
Krishan Kumar Gupta	4000
Sanjay Jain	40000
Monika Sahni	12000
Seema Sahni	48000
Total	**1200000**

Financial Performance

The Financial Performance of S.D.M. Metalloys Limited as on the date of this Prospectus is as follows:

(Amount in Lakhs)

Particulars	*March 31, 2020*
Equity capital	*120.00*
Reserves and surplus (excluding revaluation)	*(15.64)*
Total Income	*0*
Profit/(Loss) after tax	*(1.37)*
Earnings per share (Rs.) (Basic)	*(0.11)*
Earnings per share (Rs.) (Diluted)	*(0.11)*
Net Worth	*104.35*
Net asset value per share (Rs.)	*8.70*

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6. Vertex Buildwell Private Limited

Corporate Information

Vertex Buildwell Private Limited was incorporated on February, 12, 2007 under Companies Act, 1956. The registered office of the company is situated at B-191, G/F, Yojna Vihar Delhi-110092. The Corporate Identification Number is U45200DL2007PTC159163 .

The Company is engaged in Building of complete constructions or parts thereof; civil engineering.

Board of Directors

The Directors of Vertex Buildwell Private Limited as on the date of this Prospectus are as follows:

Name	*Designation*
Mr. Anoop Garg	*Director*
Mr. Rajesh Gupta	*Director*

Shareholding Pattern

The Shareholding Pattern of Vertex Buildwell Private Limited as on the date of this Prospectus is as follows:

Name	*Number of Shares*
Rajesh Gupta HUF	139000
Anoop Garg HUF	125000
Anoop Garg	8500
Gopal Bihari Gupta HUF	60000
Kanta Rani	57000
Mahesh Kumar Gupta (HUF)	112000
Priya Garg	56500
Sandhya Gupta	105800
Shikha Gupta	62000
Sumer Chand Garg	64200
Abhishek Nagpal	5000
Deepa Ojha	3000
KRAC Securities Pvt. Ltd.	2500
GT Comex Pvt. Ltd.	18750
Secur Automation (I) Pvt. Ltd.	2500
South Asia Impex Pvt. Ltd.	25000
Frontier Portfollo Management Pvt. Ltd.	10750
Complete Equity Pvt. Ltd.	11750
Flavour Technology Pvt. Ltd.	2500
ANP Credit Rating Pvt. Ltd.	5500
Pooja Equity Advisor Pvt. Ltd.	6250
Preeti Gupta	50000
Total	933500

Financial Performance

The Financial Performance of Vertex Buildwell Private Limited as on the date of this Prospectus is as follows:

(Amount in Lakhs)

Particulars	*March 31, 2020*
Equity capital	*93.35*
Reserves and surplus (excluding revaluation)	*400.82*
Total Income	*2.96*
Profit/(Loss) after tax	*2.47*
Earnings per share (Rs.) (Basic)	*0.27*
Earnings per share (Rs.) (Diluted)	*0.27*
Net Worth	*494.17*
Net asset value per share (Rs.)	*52.94*

7. BR Hands Investments Private Limited

Corporate Information

BR Hands Investments Private Limited was incorporated on November 11, 2019 under Companies Act, 2013. The registered office of the company is situated at 1D- 1/17 Lalita Park Laxmi Nagar, Delhi-110092. The Corporate Identification Number is U65990DL2019PTC357332.

The Company is engaged in Other financial intermediation. This group includes financial intermediation other than that conducted by monetary institutions.

Board of Directors

The Directors of BR Hands Investments Private Limited as on the date of this Prospectus are as follows:

Name	*Designation*
Mr. Rajesh Gupta	*Director*
Ms. Geeta Goswami	*Director*

Shareholding Pattern

The Shareholding Pattern of BR Hands Investments Private Limited as on the date of this Prospectus is as follows:

Name	*Number of Shares*
Rajesh Gupta	*9500*
Puneet Garg	*500*
TOTAL	***10000***

Financial Performance

The Financial Performance of BR Hands Investments Private Limited as on the date of this Prospectus is as follows:

(Amount in Lakhs)

Particulars	*March 31, 2020*
Equity capital	*1.00*
Reserves and surplus (excluding revaluation)	*(0.77)*
Total Income	*0.00*
Profit/(Loss) after tax	*(0.77)*

Earnings per share (Rs.) (Basic)	*(7.76)*
Earnings per share (Rs.) (Diluted)	*(7.76)*
Net Worth	*0.23*
Net asset value per share (Rs.)	*2.3*

8. Frank Metals Recyclers Private Limited

Corporate Information

Frank Metals Recyclers Private Limited was incorporated on June 24, 2021 under Companies Act, 2013. The registered office of the company is situated at B-191, Yojna Vihar, Delhi- 110092. The Corporate Identification Number is U37100DL2021PTC382633.

The Company is engaged in Recycling of metal waste and scrap [from rejected aluminum, utensil, containers and other used metallic items etc. Collection of metal waste and scrap for and other used metallic items etc. Collection of metal waste and scrap for recycling is included in 51498.

Board of Directors

The Directors of Frank Metals Recyclers Private Limited as on the date of this Prospectus are as follows:

Name	*Designation*
Mr. Rajesh Gupta	*Director*
Mr. Gaurav Gupta	*Director*

Shareholding Pattern

The Shareholding Pattern of Frank Metals Recyclers Private Limited as on the date of this Prospectus is as follows:

Name	*Number of Shares*
Rajesh Gupta	*9000*
Nupur Gupta	*1000*
TOTAL	***10000***

Financial Performance

As the company is newly incorporated on June 24, 2021, the data for Financial Performance is not available as on the date of this Prospectus.

9. RGM Recyclers Private Limited

Corporate Information

RGM Recyclers Private Limited was incorporated on April 19, 2021 under Companies Act, 2013. The registered office of the company is situated at 741, Sector 14, Faridabad, Haryana- 121006. The Corporate Identification Number is U37100HR2021PTC094588.

The Company is engaged in Recycling of metal waste and scrap [from rejected aluminum, utensil, containers and other used metallic items etc. Collection of metal waste and scrap for and other used metallic items etc. Collection of metal waste and scrap for recycling is included in 51498.

Board of Directors

The Directors of RGM Recyclers Private Limited as on the date of this Prospectus are as follows:

Name	Designation
Mr. Rajesh Gupta	Director
Mr. Viraj Gupta	Director

Shareholding Pattern

The Shareholding Pattern of RGM Recyclers Private Limited as on the date of this Prospectus is as follows:

Name	Number of Shares
Rajesh Mahajan	4000
Rajesh Gupta	3000
Nupur Gupta	2000
BR Hands Investments Private Limited	1000
TOTAL	**10000**

Financial Performance

As the company is newly incorporated on April 19, 2021, the data for Financial Performance is not available as on the date of this Prospectus.

Other Group Entities

The details of our Group entities are provided below:

10. Rajesh Gupta HUF

1. Rajesh Gupta HUF

Particulars	RAJESH GUPTA HUF
Karta	Mr. Rajesh Gupta
Brief history and nature of business	The HUF is engaged in Trading in Metals and Scrap
Operational Since	Operational since April 01, 2001
Work Address	C-5, Village Saboli, Mandoli Industrial Area, Delhi-110095

Rajesh Gupta HUF situated at C-5, Village Saboli, Mandoli Industrial Area, Delhi-110095. The PAN of M/s Rajesh Gupta HUF is AAJHR0550F

S. No	Particulars	Status
1.	Rajesh Gupta	Karta

Financial Performance of last three years is mentioned below:

(Amount in lakhs)

Particulars	For the year Ended March 31, 2020
Income from Salary	-
Income from house property	-
Income from business and profession	2392.70
Income from capital gains	-
Income from other sources	-
Total	2392.70
Tax paid /Tax refund	3.91

CONFIRMATION

Our Promoters and persons forming part of Promoter Group have confirmed that they have not been declared as willful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them. Additionally, none of the Promoters and persons forming part of Promoter Group has been restrained from

accessing the capital markets for any reasons by SEBI or any other authorities. None of the group entities have negative net worth as on the date of this Prospectus.

Further, our company or our group entity or any entity promoted by the promoters, has not been in default in payment of listing fees to any stock exchange in the last three years or has not been delisted or suspended in the past and not been proceeded against by SEBI or other regulatory authority in connection with investor related issues or otherwise.

INTEREST OF OUR GROUP ENTITIES

None of our Group Entities are interested in the promotion of our Company. Except as disclosed in the section titled "Financial Statements" beginning on page 145 of the Prospectus and to the extent of their shareholding in our Company, our Group Entities do not have any other interest in our Company.

SICK COMPANIES / WINDING UP

No Promoter Group Entities listed above have been declared as a sick company under the Sick Industrial Companies (Special Provisions) Act, 1985.There are no winding up proceedings against any of the Promoter Group Entities.

LITIGATION

For details on litigations and disputes pending against the Promoters and Promoter Group entities and defaults made by them, please refer to the chapter titled, 'Outstanding Litigations and Material Developments' beginning on page 180 of this Prospectus.

DISASSOCIATION BY THE PROMOTERS IN THE LAST THREE YEARS

None of our Promoters have disassociated themselves from any of the companies / partnership firms during preceding three years.

SALES / PURCHASES BETWEEN OUR COMPANY AND GROUP ENTITIES

There is no sale purchase between our Company and Group Entities except as mentioned in Note 31 Related Party Disclosures under the chapter titled "Financial Statement" beginning on page 165 of this Prospectus.

COMMON PURSUITS

There are no common pursuits among our Company and Group Entities or any objects similar to that of our Company's business except the below mentioned entities:

1. Rajesh Gupta HUF
2. S.D.M. Metalloys Limited
3. Frank Metals Recyclers Private Limited
4. RGM Recyclers Private Limited

Currently we do not have any non-compete agreement/arrangement with any of our Group Entities. Such a conflict of interest may have adverse effect on our business and growth. We shall adopt the necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise.

RELATED PARTY TRANSACTION

For details on related party transaction of our Company, please refer to Note 31 of Restated Financial statement beginning on page 165 of this Prospectus.

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DIVIDEND POLICY

Under the Companies Act, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders, who have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors, under the Companies Act, dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

On September 27, 2021 the company has approved a formal dividend policy in which the Company shall pay dividend at the rate of around 10% annually from subject to the availability of profit after providing for the expenses, depreciation and other necessary deductions & after complying with other applicable statutory provisions of Companies Act, 2013.

Further, the copy of approved dividend policy is uploaded by the Company on its website www.nupurrecyclers.com.

Dividends are payable within 30 days of approval by the Equity Shareholders at the Annual General Meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the ―record date‖ are entitled to be paid the dividend declared by our Company.

Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

We have not declared dividend in any Financial Year.

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SECTION VI – FINANCIAL INFORMATION

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

To,
The Board of Directors,
Nupur Recyclers Limited
Address: Plot No. 5, G/F, Kh No. 12/8 & 12/9 Kh-12, Arjun Gali
New Mandoli Industrial Area Near Shri Ram Bal Bharti Public School
New Delhi-110093, India

Dear Sir,

1. We have examined the attached Restated Financial Information of **Nupur Recyclers Limited** comprising the Restated Statement of Asset and Liabilities for the period ended on 30th June, 2021 & as at 31st March, 2021, 31st March, 2020 and 31st March 2019, the Restated Statement of Profit & Loss and Restated Statement of Cash Flow for the period ended on June 30, 2021 & year ended on 31st March, 2021, 31st March 2020 and period ended on 31st March 2019, the summary statement of significant accounting policies, and other explanatory information (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the company for the purpose of inclusion in the Prospectus ("DP/Prospectus") prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements of:

a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Prospectus to be filed with the stock exchanges where the equity shares of the Company are proposed to be listed, in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the Company on the basis of preparation stated in note 2.1 to the Restated Financial Information.
The Board of Directors of the Company are responsibility for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

3. We have examined such Restated Financial Information taking into consideration:

a. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter in connection with the proposed IPO of equity shares of the Company;

b. The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and

d. The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

4. These Restated Financial Information have been compiled by the management from:
a. Audited financial statements of the Company as at and for the three months ended 30th June, 2021, 31st March, 2021, 31st March 2020 and period ended on 31st March 2019 prepared in accordance with the Accounting Standards (referred to as "AS") as prescribed under Section 133 of the Act, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors.

5. For the purpose of our examination, we have relied on:
a. Auditors' Report issued by the Previous Auditors dated 03rd September 2021, 02nd September 2021, 31st August, 2020 and 31st August 2019 on the financial statements of the Company as at and for the three months ended 30th June, 2021 and year ended 31st March, 2021, 31st March 2020 and 31st March 2019.

b. Financial Statements three months ended 30th June, 2021 and year ended 31st March, 2021, 31st March 2020 and 31st March, 2019 have been audited by the Company Auditor P. Sahni & Associates, Chartered Accountants and accordingly reliance has been placed on the financial information examined by them for the said period/years. The Financial information included for these period/years is based solely on the report submitted by them.

6. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the audit report submitted by the Previous Auditors for the respective periods/years, we report that the Restated Financial Information:
a. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended 31st March, 2021, 31st March 2020 and period ended on 31st March 2019 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the three months ended 30th June 2021.

b. does not contain any qualifications requiring adjustments.

c. have been prepared in accordance with the Act, the ICDR Regulations and the Guidance Note.

7. The Restated Financial Information does not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements.

8. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by the Company Auditor's, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

9. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

10. Our report is intended solely for use of the Board of Directors for inclusion in the Prospectus to be filed with Stock exchanges 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 KRA & Co.
Chartered Accountants
(Firm Registration No.020266N)

Saurabh Garg
Partner
Membership No.: 510541
UDIN: 21510541AAAAYM9173
Place: New Delhi
Date: October 06, 2021

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NUPUR RECYCLERS

RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Amt in Lakh)

Particulars		Note No.	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
I.	**EQUITY AND LIABILITIES**					
(1)	**Shareholders' Funds**					
	(a) Share Capital	3	1.00	1.00	1.00	1.00
	(b) Reserves and Surplus	4	1,669.31	1,004.92	4.40	1.12
(2)	**Non-Current Liabilities**					
	(a) Long-Term Borrowings	5	96.10	164.55	-	-
	(b) Deferred tax liabilities (Net)	6	-	-	-	0.01
(3)	**Current Liabilities**					
	(a) Short Term Borrowings	7	716.31	456.26	249.54	272.20
	(b) Trade Payables	8				
	(i) Total Outstanding dues of Micro and Small Enterprises and		1.11	0.39	-	0.89
	(ii) Total Outstanding dues other than Micro and Small Enterprises		58.93	13.32	-	7.61
	(c) Other Current Liabilities	9	237.59	570.47	680.69	1.39
	(d) Short-Term Provisions	10	527.17	309.00	1.03	0.44
	Total		**3,307.52**	**2,519.91**	**936.66**	**284.66**
II.	**ASSETS**					
(1)	**Non-current assets**					
	(a) Property, Plant and Equipment and Intangible assets					
	(i) Property, Plant and Equipment	11	9.13	7.09	1.20	1.07
	(b) Non-Current Investments	12	1,018.54	1,018.54	-	-
	(c) Deferred Tax Assets (net)	6	0.23	0.17	0.10	-
	(d) Other Non-Current Assets		-	-	-	-
(2)	**Current assets**					
	(a) Current Investments	13	45.29	159.83	-	-
	(b) Inventories	14	614.49	286.80	167.52	111.22
	(c) Trade Receivables	15	805.02	527.90	305.50	71.87
	(d) Cash and Cash Equivalents	16	11.79	15.73	7.69	11.16
	(e) Short-Term Loans and Advances	17	797.19	499.54	395.93	69.40
	(f) Other Current Assets	18	5.84	4.30	58.72	19.94
	Total		**3,307.52**	**2,519.91**	**936.66**	**284.66**

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RESTATED STATEMENT OF PROFIT AND LOSS

(Amt in Lakh)

Particulars	Note No.	For the 3 month period ended June 30, 2021	For the year ended 31 March, 2021	For the year ended 31 March, 2020	For the year ended 31 March, 2019
I. Revenue from operations	19	3,873.03	10,393.49	1,307.64	90.69
II. Other Income	20	61.85	103.74	13.82	-
III. Total Income (I +II)		**3,934.88**	**10,497.22**	**1,321.46**	**90.69**
IV. Expenses:					
(a) Purchases of stock-in-trade	21	3,321.10	9,035.76	1,254.35	187.54
(b) Changes in stock-in-trade	22	(327.69)	(119.28)	(56.30)	(111.22)
(c) Employee benefits expenses	23	7.12	24.34	44.44	0.74
(d) Finance costs	24	28.35	125.16	29.70	-
(e) Depreciation and amortisation expenses	25	0.63	1.69	0.63	0.02
(f) Other expenses	26	21.98	86.77	44.14	12.04
Total Expenses		**3,051.50**	**9,154.44**	**1,316.96**	**89.12**
V. Profit before Exceptional and Extraordinary Items and Tax (III - IV)		**883.38**	**1,342.79**	**4.50**	**1.57**
VI. Exceptional Items			-	-	-
VII. Profit before extraordinary items and tax		**883.38**	**1,342.79**	**4.50**	**1.57**
VIII. Extraordinary Items			-	-	-
IX. Profit before tax (VII-VIII)		**883.38**	**1,342.79**	**4.50**	**1.57**
X. Tax expense:					
(i) Current tax		219.04	342.34	1.33	0.44
(ii) Deferred tax		(0.06)	(0.07)	(0.11)	0.01
XI. Profit/ (Loss) from the period from continuing operations (IX - X)		**664.39**	**1,000.52**	**3.28**	**1.12**
XII. Profit/ (Loss) from discontinuing operations		-	-	-	-
XIII. Tax expense of discounting operations		-	-	-	-
XIV. Profit/(Loss) from Discontinuing operations		**-**	**-**	**-**	**-**
XV. Profit/ (Loss) for the period (XI + XIV)		**664.39**	**1,000.52**	**3.28**	**1.12**
XVI. Earnings per equity shares (of Rs. 10/- each)					
(i) Basic		4.40	6.63	0.02	0.01
(ii) Diluted		4.40	6.63	0.02	0.01

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NUPUR RECYCLERS

RESTATED CASH FLOW STATEMENT

(Amt in Lakh)

Particulars	For the 3 month period ended June 30, 2021	For the year ended 31 March, 2021	For the year ended 31 March, 2020
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit Before Tax	**883.38**	**1,342.79**	**4.50**
Adjustments for:			
Interest Income	(3.75)	(10.92)	-
Depreciation & Amortization	0.63	1.69	0.63
Profit on Sale of Shares	(25.71)	(0.56)	-
Losses on fair valuation of Investment	4.88	15.03	-
Finance cost	28.35	125.16	29.70
Operating Profit before Working Capital Changes	**887.78**	**1,473.19**	**34.82**
Adjustments for:			
Increase / (Decrease) in Trade Payable	46.33	13.71	(8.50)
Increase / (Decrease) in Other Current Liabilities	(324.39)	(118.72)	679.31
Increase / (Decrease) in Short term Provisions	-	-	-
(Increase) / Decrease in Inventories	(327.69)	(119.28)	(56.30)
(Increase) / Decrease in Trade Receivables	(277.13)	(222.40)	(233.63)
(Increase) / Decrease in Short Term Loans & Advances	(293.89)	(103.61)	(326.54)
(Increase) / Decrease in Other Non-Current Assets	-	-	-
(Increase) / Decrease in Other Assets	(1.54)	54.41	(38.78)
Cash generated from operations	**(290.52)**	**977.30**	**50.38**
Income taxes refunded/ (paid)	(0.87)	(34.37)	(0.74)
Net cash flow from operations (A)	**(291.39)**	**942.93**	**49.64**
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Fixed Assets	(2.67)	(7.58)	(0.75)
Interest Income	-	10.92	-
Net proceeds / (investment) in equity shares	135.37	(1,192.84)	-
Movement in earmarked deposits	(2.65)	-	-
Net cash flow from/ (used in) investing activities (B)	**130.06**	**(1,189.50)**	**(0.75)**
CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds/ (Repayment) of Long-Term Borrowings (Net)	(68.44)	164.55	-
Proceeds/ (Repayment) of Short-Term Borrowings (Net)	260.04	206.72	(22.66)
Finance cost	(36.85)	(116.67)	(29.70)
Net cash flow from/ (used in) financing activities (C)	**154.75**	**254.60**	**(52.36)**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**(6.58)**	**8.03**	**(3.48)**
Cash and cash equivalents at the beginning of the period/ year	15.73	7.69	11.16
Cash and cash equivalents at the closing of the period/ year	**9.14**	**15.74**	**7.68**
a) Cash and Cash Equivalents included in Cash Flow Statement comprise of following (Refer Note 16):			
Particulars	**For the 3 month period ended June 30, 2021**	**For the year ended 31 March, 2021**	**For the year ended 31 March, 2020**
Cash in hand	3.60	8.14	5.93
Balances with banks			
Current Account With Banks	5.54	7.59	1.76
	9.14	**15.73**	**7.69**

ANNEXURE-IV

SIGNIFICANT ACCOUNTING POLICIES AND EXPLANATORY NOTES TO THE RESTATED FINANCIAL STATEMENTS
(All amount in Indian Rupees in Lakhs, unless otherwise stated)

1. Corporate Information

'Nupur Recyclers Limited (‘the Company’), was incorporated on January 22, 2019. The Company’s main business is of import of ferrous and non-ferrous metals from across the globe and selling the same on PAN India basis.

2. Basis of Preparation of financial statements (Significant Accounting Policies & other explanatory Notes)

2.1 BASIS OF PREPARATION:-

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under section 133 of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention.

These Statements have been prepared by the Management as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (""ICDR Regulations""), as amended from time to time, issued by the Securities and Exchange Board of India ('SEBI') on 11 September 2018, in pursuance of the Securities and Exchange Board of India Act, 1992 for the purpose of inclusion in the Draft Prospectus (‘DP’) in connection with its proposed initial public offering of equity shares of face value of Rs. 10 each of the Company comprising a fresh issue of equity shares, prepared by the Company in terms of the requirements of:

(a)Section 26 of Part I of Chapter III of the Companies Act, 2013 (the ""Act"");
(b)The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time; and
(c)The Guidance Note on Reports in Parent Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI) (the “Guidance Note”).

2.2 Current versus non-current classification:-

The Company presents assets and liabilities in the balance sheet based on current/non- current classification. An asset is treated as current when it is:
- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current. A liability is current when:
- It is expected to be settled in normal operating cycle
- It is held primarily for purpose of trading
- It is due to be settled within twelve months after the reporting period, or

-There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period All other liabilities are classified as non current.

Deferred tax assets and deferred tax liabilities are classified as non- current assets and liabilities.
The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents.

2.3 Use of estimates

The preparation of the financial statements requires the Management to make estimates and assumptions considered in the reported amountsof assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believesthat the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

2.4 Inventories

The inventory are valued at lower of cost or net realizable value. The inventory costs are based on first in first out method.Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Finished goods include appropriate proportion of overheads.

2.5 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise of cash at bank and in hand and short term investments with an original maturity of three months or less. Earmarked balances with bank, margin money or security against borrowings, guarantees and other commitments, if any shall be treated separately from cash and cash equivalent

2.6 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.7 Property, plant and equipment

Property, Plant and equipment including capital work in progress are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. The cost comprises of purchase price, taxes, duties, freight and other incidental expenses directly attributable and related to acquisition and installation of the concerned assets and are further adjusted by the amount of input tax credit availed wherever applicable. Subsequent costs are included in asset's carrying amount or recognised as separate assets, as appropriate, only when it is probable that future economic benefit associated with the item will flow to the Company and the cost of item can be measured reliably.

2.8 Depreciation and amortisation

Depreciation on property, plant and equipment is provided on prorate basis on straight line method using the useful lives of the assets estimated by the management and in the manner prescribed in Schedule II of the Companies Act 2013. The estimated life of various assets is as follows:

Furniture & Fixture	10 years
Plant & Machinery	08 years
Office Equipment	05 years
Computer & Software	03 years

2.9 Intangible assets

Separately acquired intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangibles, excluding capitalized development cost, are not capitalized and the related expenditure is reflected in statement of Profit and Loss in the period in which the expenditure is incurred. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

2.10 Revenue recognition

Sale of goods

Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales exclude GST. The company follows the mercantile system of accounting and recognizes the income and expenditures on accrual basis except in case of significant uncertainties.

Domestic sales are recognized at the point of dispatches to customers. Export Sales are recognized at the time of issue of Bill of Lading.

2.11 Other income

Interest income is recognised on time proportion basis. Rental income is recognized on accrual basis

2.12 Foreign currency transactions and translations

Initial recognition

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

Measurement of foreign currency monetary items at the Balance Sheet date

Foreign currency monetary items (other than derivative contracts) of the Company outstanding at the Balance Sheet date are restated at the year-end rates.

Exchange differences arising out of these translations are charged to the Statement of Profit and Loss.

2.13 Investments

Long-term investments, are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

2.14 Borrowing costs

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction

/ development of the qualifying asset up to the date of capitalisation of such asset is added to the cost of the assets.

Borrowing cost attributable to the fixed assets during construction/ exploration, renovation and modernization are capitalized. Such borrowing costs are apportioned on the average balance of capital work in progress for the year. Other borrowing costs are recognized as an expense in the period in which they are incurred.

2.15 Segment reporting

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive.

2.16 Taxes on income

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with Income Tax Act, 1961. Deferred income tax reflects the impact of current year timing differences between taxable income that originates in one period and are capable of reversal in one or more subsequent periods

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

2.17 Impairment of assets

The carrying values of assets / cash generating units are reviewed at each Balance Sheet date for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss.

2.18 Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

A contingent liability is disclosed where, as a result of past events, there is a possible obligation or a present

obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

2.19 Leases

a) Finance lease

i) Assets taken on finance lease are capitalised at fair value or net present value of the minimum lease payments, whichever is less.

ii)Lease payments are apportioned between the finance charges and outstanding liability in respect of assets taken on lease.

b) Operating lease

i) Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term are classified as operating lease. Lease rent are recognized as an expense in the Statement of Profit and Loss on a straight line basis over the lease term.

2.20. Earning per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

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STATEMENT OF SHARE CAPITAL, RESERVES AND SURPLUS

Note-3
(Amt in Lakh)

Particulars	As at June 30, 2021	As at Mar 31, 2021	As at Mar 31, 2020	As at Mar 31, 2019
Share Capital				
Authorized Share Capital Equity shares of Rs.10 each: 10,000 (March 31, 2021: 10,000; March 31, 2020: 10,000; March 31, 2019: 10,000)	1.00	1.00	1.00	1.00
	1.00	**1.00**	**1.00**	**1.00**
Issued, subscribed & paid up Share Capital Equity shares of Rs.10 each: 10,000 (March 31, 2021: 10,000; March 31, 2020: 10,000; March 31, 2019: 10,000)	1.00	1.00	1.00	1.00
	1.00	**1.00**	**1.00**	**1.00**

(a) Reconciliation of shares outstanding at the beginning and at the end of the reporting period

Particulars	As at June 30, 2021		As at March 31, 2021		As at March 31, 2020		As at Mar 31, 2019	
	Number	Amount	Number	Amount	Number	Amount	Number	Amount
Shares of Rs. 10 each fully paid								
At the beginning of the year	10,000	100,000	10,000	100,000	10,000	100,000	-	-
Issued during the year	-	-	-	-	-	-	10,000	100,000
Outstanding at the end of the year	**10,000**	**100,000**	**10,000**	**100,000**	**10,000**	**100,000**	**10,000**	**100,000**

(b) Terms/ rights attached to Equity Shares
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. In the event of liquidation, the equity shareholders are eligible to recieve the remaining asset of the company after distribution of all preferential amount in proportion to their shares.

(c) Details of shareholders holding more than 5% of the equity shares in the company

Name of Share Holder	As at June 30, 2021		As at March 31, 2021		As at March 31, 2020		As at Mar 31, 2019	
	No. of Shares	% Holding	No. of Shares	% Holding	No. of Shares	% Holding	No. of Shares	% Holding
Rajesh Gupta	5,000	50.00%	5,000	50.00%	5,000	50.00%	5,000	50.00%
Anoop Garg	5,000	50.00%	5,000	50.00%	5,000	50.00%	5,000	50.00%
Total	**10,000**	**100.00%**	**10,000**	**100.00%**	**10,000**	**100.00%**	**10,000**	**100.00%**

(d) Details of Promoter shareholding

Name of Shareholder	As at June 30, 2021		As at 31 March, 2021		As at 31 March, 2020		As at 31 March, 2019	
	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding	No. of shares	% holding
Equity shares of Rs. 10 each fully paid-up								
Rajesh Gupta	5000	50.00%	5000	50.00%	5000	50.00%	5000	50.00%
Anoop Garg	5000	50.00%	5000	50.00%	5000	50.00%	5000	50.00%
% change during the year								
Rajesh Gupta		0.00%		0.00%		0.00%		0.00%
Anoop Garg		0.00%		0.00%		0.00%		0.00%

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STATEMENT OF RESERVE & SURPLUS

Note-4
(Amt in Lakh)

Particulars	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
(a) Security Premium	0.00	0.00	0.00	0.00
(b) Statement of Profit and Loss Balance as per last Balance Sheet	1004.92	4.40	1.12	-
Add: Profit / (Loss) for the year	664.39	1000.52	3.28	1.12
Total	**1669.31**	**1004.92**	**4.40**	**1.12**
Total	**1669.31**	**1004.92**	**4.40**	**1.12**

STATEMENT OF LONG TERM BORROWING

Note-5
(Amt in Lakh)

Particulars	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
Unsecured **Term Loan** Inter Corporate Deposit (Note 1)	96.10	164.55	-	-
Total	**96.10**	**164.55**	**-**	**-**

Note 1: Inter-company deposit is secured against specific receivables created out of the facility and other debts by way of hypothecation to the extent of 110% of the value of loan outstanding and carries interest rate 17.85%. The deposit is payable in 24 equal installments.

STATEMENT OF DEFFERED TAX LIABILITY (BALANCE SHEET)

Note – 6
(Amt in Lakh)

Particulars	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
Deferred tax liability Property Plant and Equipment	-	-	-	**0.01**
Tax effect of items constituting deferred tax Liability	-	-	-	**0.01**
Deferred tax asset Property Plant and Equipment	0.23	0.17	0.10	-
Tax effect of items constituting deferred tax assets	**0.23**	**0.17**	**0.10**	**-**
Net deferred tax liability / (asset)	**(0.23)**	**(0.17)**	**(0.10)**	**0.01**

Profit & Loss Statement

Particulars	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
Property Plant and Equipment	(0.06)	(0.07)	(0.11)	0.01
Deferred tax expense/ (credit) charged in profit and loss	**(0.06)**	**(0.07)**	**(0.11)**	**0.01**

STATEMENT OF SHORT TERM BORROWING

Note – 7
(Amt in Lakh)

Particulars	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
		`	`	
(i) **Unsecured** Repayable on demand (a) **From Other Parties** Inter Corporate Deposit (Refer Note 1)	-	-	136.95	20.00
(b) From Related Parties From Related Party (Refer Note 2)	459.72	210.89	112.59	252.00

(ii) Secured				
Current maturity of long term borrowings				
Inter Corporate Deposit	256.59	245.37	-	-
Total	**716.31**	**456.26**	**249.54**	**272.20**

Terms Loan:

Note 1: Loan taken from Surajmal Baijnath Industries Pvt. Ltd. (March 31, 2020: Rs 46 Lakh and March 31, 2019: 20 Lakh); Loan taken from Lenient Consultants Pvt. Ltd. (March 31, 2020: 74.74 lakhs); Loan taken from RCM Finance & Leasing Pvt. Ltd. (March 31, 2020: 16.21 Lakhs). All these loans are unsecured and carries interest rate of 9%.

Note 2: Loan taken from Usha Financial Services Pvt. Ltd (June 30, 2021: 340.34 Lakhs, March 31, 2021: 209.51 Lakhs, March 31, 2020: 111.16 and March 31, 2019: 10 Lakhs) carrying interest rate of 19%; Loan taken from BR Hands Investment Pvt. Ltd. (June 30, 2021: 118 Lakhs) carrying interest rate of 9%; Loan taken from Sumar Chand Garg (June 30, 2021: 1.38 Lakhs, March 31, 2021: 1.38 Lakhs and March 31, 2020: 1.41 Lakhs) carrying interest rate of 8%; . Loan taken from Nupur Metals (March 31, 2019: 239.20 lakhs) against material and loan taken from Nupur Gupta (March 31, 2019: 3.02 Lakhs) carrying interest rate of 8%.

STATEMENT OF TRADE PAYBLES

Note-8
(Amt in Lakh)

Particulars	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
(i) total outstanding dues of micro enterprises and small enterprises	1.11	0.39	-	0.89
(ii)total outstanding dues for creditors other than micro enterprises andsmall enterprises	58.93	13.32	-	7.61
Total	**60.04**	**13.71**	**-**	**8.50**

'** There are certain vendors who have confirmed that they are covered under the Micro, Small and Medium Enterprises Development Act, 2006. Disclosures relating to dues of Micro and Small enterprises under section 22 of 'The Micro, Small and Medium Enterprises Development Act, 2006, are given below:

a	Principal amount and Interest due thereon remaining unpaid to any supplier	1.11	0.39	-	0.89
b	the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	-	-	-	-
c	The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	-	-	-	-
d	The amount of interest accrued and remaining unpaid during the accounting year.	-	-	-	-
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 as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-	-	-

Trading Payable Ageing Schedule

Particulars	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
Due to MSME				
Less than one year	1.11	0.39	-	0.89
1-2 years	-		-	-
2-3 years	-		-	-
More than 3 years	-		-	-
Total	1.11	0.39	-	0.89
Other				

Less than one year	58.93	13.32	565.37	7.61
1-2 years	-	-	-	-
2-3 years	-	-	-	-
More than 3 years	-	-	-	-
Total	**328.14**		**565.37**	**774.45**

STATEMENT OF OTHER CURRENT LIABILITY

Note-9
(Amt in Lakh)

Particulars	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
Interest accrued but not due	-	8.49	-	-
Statutory dues	4.24	11.24	8.45	0.46
Salary payables	4.81	1.28	0.83	0.71
Advance from Customers	218.38	535.74	658.54	-
Expenses Payables	10.16	13.71	12.87	0.23
Total	**237.59**	**570.47**	**680.69**	**1.39**

STATEMENT OF SHORT TERM PROVISIONS

Note-10
(Amt in Lakh)

Particulars	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
(a) Provision for Income Tax (Net of advance tax)	527.17	309.00	1.03	0.44
Total	**527.17**	**309.00**	**1.03**	**0.44**

STATEMENT OF PROPERTY, PLANT & EQUIPMENT

Note-11
(Amt in Lakh)

Particular	Computers	Office Equipment's	Furniture & Fittings	Plant & Machinery	Total
Gross Block					
As at April 01, 2018*					
Addition	-	0.33	0.76	-	1.09
Deletion	-	-	-	-	-
As at March 31, 2019	**-**	**0.33**	**0.76**	**-**	**1.09**
Addition	-	0.75	-	-	0.75
Deletion	-	-	-	-	-
As at March 31, 2020	**-**	**0.75**	**0.76**	**-**	**1.85**
Addition	0.61	1.29	0.22	5.45	7.58
Deletion	-	-	-	-	-
As at March 31, 2021	**0.61**	**2.38**	**0.99**	**5.45**	**9.43**
Addition	-	-	-	2.67	2.67
Deletion	-	-	-	-	-
As at June 30, 2021	**0.61**	**2.38**	**0.99**	**8.12**	**12.09**
Depreciation					
As at April 01, 2018*					
Addition		0.01	0.01	-	0.02
Deletion	-	-	-	-	-
As at March 31, 2019	**-**	**0.01**	**0.01**	**-**	**0.02**
Addition	-	0.43	0.19	-	0.63
Deletion	-	-	-	-	-
As at March 31, 2020	**-**	**0.44**	**0.21**	**-**	**0.65**

Addition	0.20	0.62	0.16	0.71	1.69
Deletion	-	-	-	-	-
As at March 31, 2021	**0.20**	**1.06**	**0.37**	**0.71**	**2.33**

Addition	0.07	0.15	0.04	0.37	0.63
Deletion	-	-	-	-	-
As at June 30, 2021	**0.26**	**1.21**	**0.41**	**1.08**	**2.96**

As at March 31, 2019	**-**	**0.32**	**0.75**	**-**	**1.07**
As at March 31, 2020	**-**	**0.64**	**0.56**	**-**	**1.20**
As at March 31, 2021	**0.41**	**1.32**	**0.62**	**4.75**	**7.09**
As at June 30, 2021	**0.35**	**1.17**	**0.58**	**7.04**	**9.13**

STATEMENT OF NON-CURRENT INVESTMENTS

Note-12
(Amt in Lakh)

Particulars	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
Investment in Equity Shares (Quoted): **Other Companies** 14,67,417 (March 31, 2021: 14,67,417; March 31, 2020: Nil; March 31, 2019 - Nil) equity shares of Omaxe Ltd	1018.54	1018.54	-	-
Aggregate amount of Quoted Investments at cost	1018.54	1018.54	-	-
Aggregate amount of Quoted Investments at market value	1,176.13	996.38	-	-

STATEMENT OF CURRENT INVESTMENTS

Note-13
(Amt in Lakh)

Particulars	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
Quoted **Investment in Equity Shares of Rs. 10 each (Fully Paid Up)** 1,74,344 (March 31, 2021: 2,80,208; March 31, 2020: Nil; March 31, 2019 - Nil) equity shares of JHS Svendgaard Laboratories	44.20	68.47	-	-
Nil (March 31, 2021: 10,00,000; March 31, 2020: Nil; March 31, 2019 - Nil) equity shares of JP Power	-	35.10	-	-
Nil (March 31, 2021: 83,813; March 31, 2020: Nil; March 31, 2019 - Nil) equity shares of Satin Credit Care Network Ltd	-	65.31	-	-
Investment in Equity Shares of Rs. 10 each (Partially Paid Up Rs 7.50) 10,000 (March 31, 2021: 10,000; March 31, 2020: Nil; March 31, 2019 - Nil) equity shares of Satin Credit Care Network Ltd	5.98	5.98	-	-
Aggregate amount of Quoted Investments at cost	50.17	174.86	-	-
Aggregate amount of Quoted Investments at market value	45.29	159.83	-	-
Loss on fair valuation of investments	**4.88**	**15.03**	**680.69**	**1.39**

STATEMENT OF INVENTORIES

Note-14
(Amt in Lakh)

Particulars	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
Stock in Trade	614.49	286.80	167.52	111.22
Total	**614.49**	**286.80**	**167.52**	**111.22**

TRADE RECEIVABLES

Note-15
(Amt in Lakh)

Particulars	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
Secured, considered good	-	-	-	-
Unsecured, considered good	805.02	527.90	305.50	71.87
Doubtful				
Total	**805.02**	**527.90**	**305.50**	**71.87**

Trade Receivables Ageing Schedule

Particulars	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
Undisputed trade receivable - considered good				
Less than six months	805.02	527.90	305.50	71.87
6 months - 1 year	-	-	-	-
1-2 years	-	-	-	-
2-3 years	-	-	-	-
More than 3 years	-	-	-	-
Total	**805.02**	**527.90**	**305.50**	**71.87**
Particulars	**As at 30 June, 2021**	**As at 31 March, 2021**	**As at 31 March, 2020**	**As at 31 March, 2019**
Undisputed trade receivable – considered doubtful				
Less than six months	-	-	-	-
6 months - 1 year	-	-	-	-
1-2 years	-	-	-	-
2-3 years	-	-	-	-
More than 3 years	-	-	-	-
Total	-	-	-	-

STATEMENT OF CASH & CASH EQUIVALENTS

Note-16
(Amt in Lakh)

Particulars	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
Cash & Cash Equivalent				
Cash on Hand	3.60	8.14	5.93	1.35
Balances with Banks				
- in Current Accounts	5.54	7.59	1.76	9.81
Earmarked balances with banks				
Fixed Deposit Accounts	2.65	-	-	-
'(Deposits given as security against bank guarantee from bank to Indraprastha Gas Ltd				
Total	**11.79**	**15.73**	**7.69**	**11.16**

STATEMENT OF SHORT TERM LOAN & ADVANCES

Note-17
(Amt in Lakh)

Particulars	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
Other Loans & Advances				
Unsecured, Considered Good				
Advances to Suppliers	448.25	499.43	395.93	69.40
Advances to Employees	-	0.12	-	-
Loan given	345.19	-	-	-
Interest Accrued on loan	3.75	-	-	-
Total	**797.19**	**499.55**	**395.93**	**69.40**

NUPUR RECYCLERS

STATEMENT OF OTHER CURRENT ASSETS

Note-18
(Amt in Lakh)

Particulars	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
Balance with government authority	0.06	-	56.46	17.86
Prepaid Rent	-	-	0.71	0.68
Security Deposits	5.78	4.30	1.55	1.40
Total	**5.84**	**4.30**	**58.72**	**19.94**

STATEMENT OF REVENUE FROM OPERATIONS

Note-19
(Amt in Lakh)

Particulars	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
Sales of Products	3,873.03	10,393.49	1,307.64	90.69
Total	**3,873.03**	**10,393.49**	**1,307.64**	**90.69**

STATEMENT OF OTHER INCOME

Note-20
(Amt in Lakh)

Particulars	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
Interest Income	3.75	10.92	-	-
Profit on sale of investments	25.71	0.56	-	-
Net Gain on foreign currency transactions and translation	32.39	92.26	13.82	-
Total	**61.85**	**103.74**	**13.82**	**-**

STATEMENT OF PURCHASE OF STOCK-IN-TRADE

Note-21
(Amt in Lakh)

Particulars	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
Import Purchase (Ferrous and Non-Ferrous Metal)	3224.03	8863.60	789.58	-
Domestic Purchases	97.08	172.16	464.77	187.54
Total	**3,321.10**	**9,035.76**	**1,254.35**	**187.54**

STATEMENT OF CHANGE IN INVENTORIES

Note-22
(Amt in Lakh)

Particulars	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
Stock in Trade :				
Opening Stock	286.80	167.52	111.22	-
Less: Closing Stock	614.49	286.80	167.52	111.22
Total	**3,321.10**	**9,035.76**	**1,254.35**	**187.54**

STATEMENT OF EMPLOYEES BENEFIT EXPENSES

Note-23
(Amt in Lakh)

Particulars	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
Salaries	7.01	23.17	43.76	0.70
Staff Welfare Expenses	0.11	1.17	0.68	0.04
Total	**7.12**	**24.34**	**44.44**	**0.74**

STATEMENT OF FINANCE COST

Note-24
(Amt in Lakh)

Particulars	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
Interest Expense	28.35	120.16	29.70	-
Other Borrowing Costs	-	5.00	-	-
Total	**28.35**	**125.16**	**29.70**	**-**

STATEMENT OF DEPRECIATION & AMORTISATION COST

Note-25
(Amt in Lakh)

Particulars	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
Depreciation on Properties, Plant & Equipments	0.63	1.69	0.63	0.02
Total	**0.63**	**1.69**	**0.63**	**0.02**

STATEMENT OF OTHER EXPENSES

Note-26
(Amt in Lakh)

Particulars	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
Commission Expenses		3.77	-	5.70
Freight Outward	0.84	2.42	0.21	-
Loading & Unloading Expenses	2.05	6.46	3.51	1.19
Communication Expenses	0.02	0.18	0.09	0.03
Conveyance Expenses	0.06	0.35	-	0.01
Consumables	0.17	0.97	0.90	0.36
Power and fuel	0.29	2.43	2.90	0.08
Factory Expenses	2.34	13.19	10.37	3.17
Interest and Penalty	-	0.35	0.05	-
Rent Expense	4.79	24.54	22.41	0.72
Fees paid to MCA	0.03	-	-	0.16
Legal & Professional Fees	0.05	1.03	0.30	0.14
Miscellaneous Expenses	4.93	13.38	2.67	0.01
Losses on fair valuation of Investment	4.88	15.03	-	-
Office Expenses	1.17	0.42	0.53	-
Payment to Auditors (Refer Note No. 26(i))	0.23	0.33	0.20	0.15
Printing & Stationary	0.01	0.32	0.02	0.01
Repair & Maintenance- office	0.10	1.60	-	0.31
Total	**0.63**	**1.69**	**0.63**	**0.02**

***Payments to the auditors comprises:**

Particulars	As at 30 June, 2021	For the year ended 31 March, 2021	For the year ended 31 March, 2020	For the year ended 31 March, 2019
Audit Fees	0.20	0.20	0.20	0.15
Other Services	0.03	0.13	-	-
Total	**0.23**	**0.33**	**0.20**	**0.15**

EARNING PER SHARE

Note-27
(Amt in Lakh)

(A) Reconciliation Of Basic And Diluted Shares Used In Computing Earning Per Share

Particulars	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
Basic earnings per equity share - weighted average number of equity shares outstanding (Nos) - Opening	10,000	10,000	10,000	
Add: Impact of shares issued during the year				1890
Add: Bonus shares issued after 30.06.2021	15,090,000	15,090,000	15,090,000	15,090,000
Basic earnings per equity share - weighted average number of equity shares outstanding (Nos) - Closing	15,100,000	15,100,000	15,100,000	15,091,890
Add/(Less): Effect of dilutive shares (Nos)				
Diluted earnings per equity share - weighted average number of equity shares outstanding (Nos)	15,100,000	15,100,000	15,100,000	15,091,890

(B) Computation of basic and diluted earning per share

Particulars	As at 30 June, 2021	For the year ended 31 March, 2021	For the year ended 31 March, 2020	For the year ended 31 March, 2019
Basic earning per share				
Profit after tax	664.39	1,000.52	3.28	1.12
Weighted average number of shares (For Basic EPS)	15,100,000	15,100,000	15,100,000	15,091,890
Basic EPS	4.40	6.63	0.02	0.01
Diluted earning per share				
Profit after tax	664.39	1,000.52	3.28	1.12
Add/(less): Effect of dilution on profit				
Revised profit after tax	664.39	1,000.52	3.28	1.12
Weighted average number of shares (For Diluted EPS)	15,100,000	15,100,000	15,100,000	15,091,890
Diluted EPS	4.40	6.63	0.02	0.01

* EPS for FY 2018-19 is for the period 22,01.2019 to 31.03.2019 as the company has been incorporated on 22.01.2019. This EPS has not been annualized. Further the EPS for quarter ended June 30, 2021, is also not annualized.

NOTES ON ACCOUNTS

28. Contingent Liabilities and Commitments

a) The company has a commitment to pay the uncalled liability on one of its investment in 10,000 partly paid shares of Satin Creditcare Network Limited. The total amount of unpaid money is Rs. 1,50,000 as at 30.06.2021 (31.03.2021: Rs. 1,50,000; 31.03.2020: Nil; 31.03.2019: Nil).

b) The Company has received an demand notice for AY 2020-21 on 06.08.2021 from the Income Tax department under section 143(1) of the Income tax Act. The total amount of this demand notice is Rs. 2,73,140.

29. Disclosures for operating leases under Accounting Standard 19 – "Accounting for Leases".

The Company has entered into lease and license agreements for taking factory sheds on rental basis.
The specified disclosure in respect of these agreements is given below:

(Amt in Lakh)

Particulars	As at 30 June, 2021	For the year ended 31 March, 2021	For the year ended 31 March, 2020	For the year ended 31 March, 2019
Recognized in Statement of Profit and Loss				
(i) Lease payments to Sandhya Gupta	1.50	6.00	5.50	-
(ii) Lease payments Sudesh Kumari, Rajan Arora and Raju Dua	3.29	18.54	16.91	0.72

Note: (i) The Company has given refundable, interest free security deposits under the agreement.
(ii) The agreement with Sudesh Kumari, Rajan Arora and Raju Dua has been matured and is not renewed subsequently. The Premises is vacated in FY 21-22.
(iii) The agreement with Sandhya gupta contains a provision for its renewal.

30: Segment Reporting

The Company is engaged primarily in the business of import of ferrous and non ferrous metals and selling the same on PAN India basis. Accordingly, there are no separate reportable segments as per Accounting Standard 17 – "Segment Reporting".

31 Related party disclosures

A. List of related parties

Category	Name	Relationship with company
Key Management Personnel (KMP)	Rajesh Gupta	Director
	Devender Kumar Poter	Director
Relatives of KMP	Nupur Gupta	Director's Daughter
	Kanta Rani	Director's Mother
	Sandhya Gupta	Director's Sister
	Sumer Chand Garg	Director's Father
Entities in which KMP / Relatives of KMP can exercise significant influence	BR Hands Investment Private Limited	Common Director
	Sumer Chand Garg HUF	Director's Father's Concern
	Rajesh Gupta HUF	Director's Concern
	Anoop Garg HUF	Director's Brother's Concern
	Usha Financial Services Private Limited	Common Director

B) Transactions with related parties are as follows:

(Amt in Lakh)

Nature of Transaction	Key Management Personnel (KMP)	Relatives of KMP	Entities in which KMP / Relatives of KMP can exercise significant influence	Total
Interest on Loan Paid				
30 June, 2021	-	0.03	11.65	11.68
31 March, 2021	-	0.26	76.24	76.50
31 March, 2020	-	0.39	20.75	21.15
31 March, 2019	-	-	-	-
Loan Repayment				
30 June, 2021	-	-	203.95	203.95
31 March, 2021	-	73.31	1,883.08	1,956.39
31 March, 2020	-	3.00	825.59	828.59
31 March, 2019	-	-	-	-
Loan Taken				
30 June, 2021	-	-	441.50	441.50
31 March, 2021	-	56.26	1,926.50	1,982.76
31 March, 2020	-	1.35	906.00	907.35
31 March, 2019	-	3.00	10.00	13.00
Director Remuneration				
30 June, 2021	4.25	-	-	4.25
31 March, 2021	10.37	-	-	10.37
31 March, 2020	27.63	-	-	27.63
31 March, 2019	-	-	-	-
Rent Paid				
30 June, 2021	-	1.50	-	1.50
31 March, 2021	-	6.00	-	6.00
31 March, 2020	-	5.50	-	5.50
31 March, 2019	-	-	-	-

Purchase				
30 June, 2021	-	-	-	-
31 March, 2021	-	-	25.22	25.22
31 March, 2020	-	-	389.31	389.31
31 March, 2019	-	-	-	-
Sales				
30 June, 2021	-	-	607.07	607.07
31 March, 2021	-	-	812.20	812.20
31 March, 2020	-	-	20.76	20.76
31 March, 2019	-	-	-	-

(c) Balance Outstanding at the end of the year

(Amt in Lakh)

Nature of Transaction	Key Management Personnel (KMP)	Relatives of KMP	Entities in which KMP / Relatives of KMP can exercise significant influence	Total
Remuneration Payable				
30 June, 2021	5.26	-	-	5.26
31 March, 2021	5.28	-	-	5.28
31 March, 2020	9.59	-	-	9.59
31 March, 2019	-	-	-	-
Advance remuneration given				
30 June, 2021	1.44	-	-	1.44
31 March, 2021	-	-	-	-
31 March, 2020	1.65	-	-	1.65
31 March, 2019	-	-	-	-
Unsecured Loan				
30 June, 2021	-	1.38	458.34	459.72
31 March, 2021	-	1.38	209.51	210.89
31 March, 2020	-	1.35	108.50	109.85
31 March, 2019	-	-	-	-
Interest Payable				
30 June, 2021	-	0.27	4.68	4.95
31 March, 2021	-	0.24	4.30	4.55
31 March, 2020	-	0.08	2.66	2.74
31 March, 2019	-	-	-	-
Trade Receivable				
30 June, 2021	-	-	388.73	388.73
31 March, 2021	-	-	154.87	154.87
31 March, 2020	-	-	-	-
31 March, 2019	-	-	-	-
Trade Payable				
30 June, 2021	-	-	-	-
31 March, 2021	-	-	-	-
31 March, 2020	-	-	525.26	525.26
31 March, 2019	-	-	-	-

32. Foreign Currency Transaction

(Amt in Lakh)

Nature of Transaction	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
Value of Import on CIF basis	3132.89	8441.26	752.55	-

33 Disclosure on significant ratios

Particulars	As at 30 June, 2021	As at 31 March, 2021	As at 31 March, 2020	As at 31 March, 2019
Current Ratio	1.48	1.11	1.00	1.00
Debt-Equity Ratio,	0.49	0.62	46.21	128.13
Debt Service Coverage Ratio	32.18	11.74	1.17	NA
Return on Equity Ratio	0.40	0.99	0.61	0.53
Inventory turnover ratio	5.40	31.51	7.49	1.69
Trade Receivables turnover ratio	4.81	19.69	4.28	1.26
Trade payables turnover ratio	55.31	658.97	NA	22.05
Net capital turnover ratio	5.24	71.84	319.22	85.86
Net profit ratio	0.17	0.10	0.00	0.01
Return on Investment	0.02	(0.01)	NA	NA
Return on Capital employed	0.27	0.62	0.01	0.00

Methodology:

1. Current Ratio = Current Asset / Current Liability
2. Debt-Equity Ration = Total Debt / (Total Debt + Equity)
3. Debt Service Coverage Ratio = EBITDA / Finance Cost
4. Return on Equity Ratio = Profit After Tax / Total Equity
5. Inventory Turnover Ratio = Purchase / Inventory
6. Trade Receivable Turnover Ratio = Revenue from Operations / Trade Receivable
7. Trade Payable Turnover Ratio = Purchase / Trade Payable
8. Net Capital Turnover Ratio = Revenue from Operations / (Current Asset - Current Liability)
9. Net Profit Ratio = Profit After Tax / Revenue from Operations
10. Return on Capital Employed = Profit After tax / Total Equity

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NUPUR RECYCLERS

STATEMENT OF CAPITALISATION

(Amt in Lakh)

Particulars	Pre Issue 30.06.2021	Post Issue (Refer Note 4)
Debt		
Short Term Debt	716.31	
Long Term Debt	96.10	
Total Debt	**812.41**	
Shareholders' Fund (Equity)		
Share Capital	**1.00**	
Reserves & Surplus	1669.31	
Total Shareholders' Fund (Equity)	**1670.31**	
Long Term Debt/Equity	0.06	
Total Debt/Equity	0.49	

Notes:
1. Short term Debts represent which are expected to be paid/payable within 12 months
2. Long term Debts represent debts other than Short term Debts as defined above
3.The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 30.06.2021.
4. Since this is initial stages of issuing the DP and the issue price of share is not known the post issue position cannot be presented and revised capitalization statement will be inserted at the final Prospectus stage.

Part A: Statement of Restatement Adjustments to Audited Financial Statements Reconciliation between audited profit and restated profit

Particulars	For the 3 month period ended June 30, 2021	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
A. Profit after tax (as per audited financial statements)	664.36	1,000.49	3.24	1.25
B. Restatement Adjustments	0.03	0.03	0.03	(0.13)
C. Restated profit after tax (A+B)	**664.39**	**1,000.52**	**3.28**	**1.12**

Reconciliation between total audited equity and total restated equity

Particulars	For the 3-month period ended June 30, 2021	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
A. Total Equity as per audited financial statements	1,670.34	1,005.98	5.50	2.25
B. Restatement Adjustments				
(i) Audit Qualifications	-	-	-	-
(i) Other adjustments	(0.03)	(0.07)	(0.10)	(0.13)
C. Total Equity as Restated Statement of Assets and Liabilities(A+B)	1,670.31	1,005.92	5.40	2.12

Part B: Material Regrouping

Appropriate regroupings have been made in the Restated Statement of Assets and Liabilities, Restated Statement of Profit and Loss and Restated Statement of Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per AS financial information of the Company for the period ended March 31, 2021 prepared in accordance with Schedule III of Companies Act, 2013 and other applicable AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations 2018, as amended.

Part C: Non Adjusting items

The Company has received an demand notice for AY 2020-21 on 06.08.2021 from the Income Tax department under section 143(1) of the Income tax Act. The total amount of this demand notice is Rs. 2,73,140.

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OTHER FINANCIAL INFORMATION

For Details on other financial information please refer to page no. 145 - Statement of Mandatory Accounting Ratios on page 167 under the chapter titled Financial Statements as Restated‘ beginning on page 145 of this Prospectus.

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MANAGEMENT's DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion is intended to convey management's perspective on our financial condition and results of operations for the period ended on June 30, 2021, financial year ended March 31, 2021, financial year ended March 31, 2020 and financial year ended March 31, 2019. One should read the following discussion and analysis of our financial condition and results of operations in conjunction with our section titled "Financial Statements" and the chapter titled "Financial Information" on page 145 of the Prospectus. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled "Risk Factors" on page 17 of this Prospectus. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer the chapter titled "Forward-Looking Statements" on page 11 of this Prospectus. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Restated Financial Information. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year.

In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Nupur Recyclers, our Company. Unless otherwise indicated, financial information included herein are based on our Restated Financial Statements for the period ended on June 30, 2021, Financial Years ended on March 2021, 2020 and 2019 included in this Prospectus beginning on page 145 of this Prospectus.

BUSINESS OVERVIEW

Our Company was originally incorporated on January 22, 2019 as a private limited Company under the name and style of — Nupur Recyclers Private Limited under the provisions of Companies Act, 2013 with the Registrar of Companies, NCT of Delhi & Haryana vide CIN U37100DL2019PTC344788. Pursuant to shareholders' resolution passed at Extra Ordinary General Meeting held on September 20, 2021, our Company was converted into a Public Limited Company and the name of the Company was changed to Nupur Recyclers Limited vide a fresh Certificate of Incorporation dated October 06, 2021 issued by Registrar of Companies, NCT of Delhi & Haryana.

Nupur Recyclers is a growing company in the field of import of non-ferrous metal scrap such as shredded Zinc Scrap, Zinc die cast scrap, Zurik SS scrap and Aluminium zorba grades. It is also involved in trading of these scrap metal and manufacturing ingots. It processes materials from recyclables' such as metal or scrap to make the earth healthy. It develops efficient recycled products and work with the customers to give them quality products. It processes a different range of materials with the pieces of equipment and work with the customers to give them quality products.

With our promoter's experience of over 30 years in the sphere of trading of Scrap of non ferrous metal, Copper, Zinc, Zuric, Aluminium, lead, magnesium Brass, zinc ingot and various other metals. Dedicated employees forming the part of our Company, we have grown from strength to strength under the dynamic leadership of our promoters and directors. The combined experience has propelled our Company to source and cater to the specific needs of various customers.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR AND STUB PERIOD

As per mutual discussion between the Board of the Company and LM, in the opinion of the Board of the Company there have not arisen any circumstances since the date of the last financial statements as disclosed in the Prospectus and which materially and adversely affect or is likely to affect within the next twelve months except as follows:

- The Board of Directors of our Company has approved and passed resolution on October 06, 2021 to authorize the Board of Directors to raise the funds by way of Initial Public Offering.

- The Board of Directors of our company appointed Mr. Rajesh Gupta as Managing Director on August 02, 2021 and shareholders of Company subsequently confirmed his appointment in the Extra-Ordinary General Meeting held on August 27, 2021.

- The shareholders of our Company appointed Mr. Bharat Bhushan Mithal and Ms. Gurjeet Kaur as Independent Directors in the Extra Ordinary General Meeting held on September 04, 2021.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled –*Risk Factor* beginning on page 17 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Changes, if any, in the regulations / regulatory framework / economic policies in India and / or in foreign countries, which affect national & international finance.
- Company‘s results of operations and financial performance;
- Performance of Company‘s competitors;
- Significant developments in India‘s economic and fiscal policies;
- Failure to adapt to the changing needs of industry and in particular Dairy Sector may adversely affect our business and financial condition;
- Volatility in the Indian and global capital market;

DISCUSSION ON RESULT OF OPERATION *Our Significant Accounting Policies*

For Significant accounting policies please refer Significant Accounting Policies, under Chapter titled –Financial Statements beginning on page 145 of the Prospectus.

Overview of Revenue & Expenditure

Our revenue and expenses are reported in the following manner:

Revenues

♦ **Revenue of operations**

Our Company‘s revenue is primarily generated from the business of trading of scrap metals by import of ferrous and non ferrous metals across the globe and selling them on PAN India basis.

♦ **Other Income**

Our other income is 61.85 lakhs as on period ended June 30, 2021 which is primarily generated from Interest, sale of investment and net gain on foreign currency transactions.

(Rs. In Lakhs)

Particulars	30-June-21	31-Mar-21	31-Mar-20	31-Mar-19
Revenue from Operations	3,873.03	10,393.49	1,307.64	90.69
% of total revenue	98.43%	99.01%	98.95%	100.00%
Other income	61.85	103.74	13.82	-
% of total revenue	1.57%	0.99%	1.05%	0.00%
Total Revenue	**3,934.88**	**10,497.22**	**1,321.46**	**90.69**

Expenditure

Our total expenditure primarily consists of Purchases of stock, finance cost and other expenses.

- **Inventory**

Being a metal recycler trader, we need to keep high level of inventory.

- **Employment Benefit Expenses**

It includes Salaries and staff welfare expenses.

- **Other Expenses**

It mainly includes freight charges, loading & unloading expenses, factory expenses and rent paid.

- **Finance Costs**

Our finance costs mainly include interest charges and other borrowing costs.

- **Depreciation**

Depreciation has been provided as per the useful life prescribed under schedule II of the Companies Act,2013 on Written down Value (WDV) Method on pro rata basis.

RESULTS OF OUR OPERATION

(Amount in Lakh)

Particulars	30-June-21	31-Mar-21	31-Mar-20
Incomes:			
Revenue from Operations	3,873.03	10,393.49	1,307.64
% of total revenue	98.43%	99.01%	98.95%
% Increase/(Decrease)	-62.74%	694.83%	1341.90%
Other income	61.85	103.74	13.82
% of total revenue	1.57%	0.99%	1.05%
% Increase/(Decrease)	-40.38%	650.62%	
Total Revenue	**3,934.88**	**10,497.22**	**1,321.46**
Change in Revenue	(6,562.34)	9,175.77	1,230.77
% Increase/(Decrease)	-62.52%	694.37%	1357.14%
Expenses:			
Direct Expenses	3,003.92	8,966.67	1,238.43
% of total revenue	76.34%	85.42%	93.72%
% Increase/(Decrease)	-66.50%	624.03%	1412.89%
Employee Benefit Expenses	7.12	24.34	44.44
% of total revenue	0.18%	0.23%	3.36%

% Increase/(Decrease)	-70.73%	-45.23%	5926.88%
Other Expenses	21.98	86.77	44.14
% of total revenue	0.56%	0.83%	3.34%
% Increase/(Decrease)	-74.66%	96.57%	266.76%
Total Expense	**3,051.50**	**9,154.44**	**1,316.96**
% of total revenue	77.55%	87.21%	99.66%
% Increase/(Decrease)	-66.67%	595.12%	1377.82%
Profit before Interest, Depreciation and Tax	**883.38**	**1,342.79**	**4.50**
% of total revenue	22.45%	12.79%	0.34%
Depreciation and amortization expenses	0.63	1.69	0.63
% of total revenue	0.02%	0.02%	0.05%
% Increase/(Decrease)	-62.80%	169.34%	2563.30%
Profit before Interest and Tax	911.73	1,467.95	34.20
% of total revenue	23.17%	13.98%	2.59%
Financial Charges	28.35	125.16	29.70
% of total revenue	0.72%	1.19%	2.25%
% Increase/(Decrease)	-77.35%	321.41%	
Profit before Tax and Extraordinary Expenses	**883.38**	**1,342.79**	**4.50**
% of total revenue	22.45%	12.79%	0.34%
% Increase/(Decrease)	-34.21%	29763.91%	185.85%
Extraordinary Expenses	-	-	-
Restated Profit/(Loss) before tax	**883.38**	**1,342.79**	**4.50**
% of total revenue	22.45%	12.79%	0.34%
% Increase/(Decrease)	-34.21%	29763.91%	185.85%
Tax expenses/(income)			
Provisions for Tax	219.04	342.34	1.33
Provisions for Deferred Tax	(0.06)	(0.07)	(0.11)
Total tax expenses	218.99	342.27	1.22
% of total revenue	5.57%	3.26%	0.09%
Restated profit/(loss) after Tax	**664.39**	**1,000.52**	**3.28**
% of total revenue	16.88%	9.53%	0.25%
% Increase/(Decrease)	-33.60%	30440.13%	191.34%

REVIEW OF OPERATIONS FOR THE PERIOD ENDED JUNE 30, 2021.

Income from Operations

Our revenue from operations for the period ended June 30, 2021 was Rs. 3873.03 Lakhs which was 98.43% of the total revenue.

Other Income

Our other income for the period ended June 30, 2021 was Rs. 61.85 Lakhs which was 1.57% of total revenue.

Expenditure Inventory

Our Purchase of inventory for the period ended June 30, 2021 were Rs. 3321.10 Lakh which was about 84.40% of the total revenue.

Employee Benefits expenses

The employee benefits expenses for the period ended June 30, 2021 were Rs.7.12 Lakhs which was about 0.18% of the total revenue and which includes Salaries and wages.

Other Expenses

Other Expenses for the period ended June 30, 2021 were Rs.21.98 Lakhs which was about 0.56% of the total revenue.

EBIDTA

Our EBITDA for the period ended June 30, 2021 were Rs.912.36 Lakhs.

Financial Costs

Financial costs for the period ended June 30, 2021 were Rs.28.35 Lakhs which was about 0.72% of the total revenue and which consists of interest expenses and Bank charges.

Depreciation

Depreciation for the period ended June 30, 2021 were Rs.0.63 Lakhs which was about 0.02% of the total revenue and which consists of depreciation and amortization.

Profit /(Loss) after Tax

PAT for the period ended June 30, 2021 was Rs. 664.39 Lakhs.

FISCAL YEAR ENDED MARCH 31, 2021 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2020

Income

Total revenue has increased by Rs.9175.77 Lakhs and 694.37% from Rs.1321.46 Lakhs in the fiscal year ended March 31, 2020 to Rs. 10497.22 Lakhs in the fiscal year ended March 31, 2021. The increase in revenue is on account of increase in operation.

Expenditure

Total Expenditure increased by Rs. 7837.48 Lakhs and 595.12%, from Rs. 1316.96 Lakhs in the fiscal year ended March 31, 2020 to Rs.9154.44 Lakhs in the fiscal year ended March 31, 2021.

Inventory

Purchase of inventory in terms of value and percentage increased by Rs.7781.41 Lakhs and 620.35% from 1254.35 in the fiscal year ended March 31, 2020 to Rs. 9035.76 Lakhs in the fiscal year ended March 31, 2021.

Employee Benefit Expenses

Employee Benefit Expenses in terms of value and percentage decreased by Rs. 20.10 Lakhs and (45.23)% from Rs. 44.44 Lakhs in the fiscal year ended March 31, 2020 to Rs. 24.34 Lakhs in the fiscal year ended March 31, 2021.

Other Expenses

Other Expenses in terms of value and percentage increased by Rs. 42.63 Lakhs and 96.57 % from Rs.44.14 Lakhs in the fiscal year ended March 31, 2020 to Rs. 86.77 Lakhs in the fiscal year ended March 31, 2021.

Profit before Tax and Extraordinary items

Profit before Extraordinary items and Tax has increased by Rs. 1338.29 Lakhs and 29763.91% from Rs. 4.50 Lakhs in the fiscal year ended March 31, 2020 to Rs. 1342.79 Lakhs in the fiscal year ended March 31, 2021.

Finance Costs

Finance Costs in terms of value increased by Rs. 95.46 Lakhs and 321.41% from 29.70 lakhs in the fiscal year ended March 31, 2020 to Rs. 125.16 Lakhs in the fiscal year ended March 31, 2021.

Depreciation & Amortization Expenses

Depreciation in terms of value and percentage increased by Rs. 1.06 Lakhs and 169.34% from Rs. 0.63 Lakhs in the fiscal year ended March 31, 2020 to Rs.1.69 Lakhs in the fiscal year ended March 31, 2021.

Net Profit after Tax and Extraordinary items

Net Profit has increased by Rs. 997.24 Lakhs and 30440.13% from profit of Rs. 3.28 Lakhs in the fiscal year ended March 31, 2020 to profit of Rs. 1000.52 Lakhs in the fiscal year ended March 31, 2021.

FISCAL YEAR ENDED MARCH 31, 2020 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2019

Income

Total revenue has increased by Rs.1230.77 Lakhs and 1357.14% from Rs.90.69 Lakhs in the fiscal year ended March 31, 2019 to Rs. 1321.46 Lakhs in the fiscal year ended March 31, 2020.

Expenditure

Total Expenditure increased by Rs. 1227.85 Lakhs and 1377.82%, from Rs. 89.12 Lakhs in the fiscal year ended March 31, 2019 to Rs. 1316.96 Lakhs in the fiscal year ended March 31, 2020.

Inventory

Our inventory increased by Rs. 1066.81 lakhs and 568.83% from Rs. 187.54 lakhs in the fiscal year ended March 31, 2019 to Rs 1254.35 lakhs in the fiscal year ended March 31, 2020.

Employee Benefit Expenses

Employee Benefit Expenses in terms of value and percentage increased by Rs.43.70 Lakhs and 5926.88% from Rs. 0.74 Lakhs in the fiscal year ended March 31, 2019 to Rs. 44.44 Lakhs in the fiscal year ended March 31, 2020.

Other Expenses

Other Expenses in terms of value and percentage increased by Rs. 32.11 Lakhs and 266.76% from Rs. 12.04 Lakhs in the fiscal year ended March 31, 2019 to Rs. 44.14 Lakhs in the fiscal year ended March 31, 2020.

Profit before Tax and Extraordinary items

Profit before extraordinary items and Tax has increased by Rs. 2.92 Lakhs and 185.85% from Rs. 1.57 Lakhs in the fiscal year ended March 31, 2019 to Rs. 4.50 Lakhs in the fiscal year ended March 31, 2020.

Finance Costs

Finance Costs of our company has increased by Rs. 29.70 Lakhs and 100% from NIL in the fiscal year ended March 31, 2019 to Rs. 29.70 Lakhs in the fiscal year ended March 31, 2020.

Depreciation & Amortization Expenses

Depreciation in terms of value increased by Rs. 0.60 Lakhs and 2563.30 % from Rs. 0.02 Lakhs in the fiscal year ended March 31, 2019 to Rs. 0.63 Lakhs in the fiscal year ended March 31, 2020.

Net Profit after Tax and Extraordinary items

Net Profit has increased by Rs. 2.15 Lakhs and 191.34% from profit of Rs. 1.12 Lakhs in the fiscal year ended March 31, 2019 to profit of Rs. 3.28 Lakhs in the fiscal year ended March 31, 2020.

INFORMATION REQUIRED AS PER ITEM (II) (C) (I) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS:

1. Unusual or infrequent events or transactions

Except as described in this Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations

Other than as described in the section titled –Risk Factors beginning on page 17 of this Prospectus, to our knowledge there are no known significant economic changes that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations

Other than as described in this Prospectus, particularly in the sections –Risk Factors and –Management's Discussion and Analysis of Financial Condition and Results of Operations on pages 17 and 171 respectively, to our knowledge, there are no known trends or uncertainties that are expected to have a material adverse impact on our revenues or income from continuing operations.

4. Income and Sales on account of major product/main activities

Income and sales of our Company on account of major activities derives from the business of real estate brokerage, selling plots of land and selling of affordable housing.

5. Future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known

Our Company's future costs and revenues can be impacted by an increase in labour costs as the companylooks to hire talent with new skills and capabilities for the digital economy who may be in short supply.

6. Future relationship between Costs and Income

Our Company's future costs and revenues will be determined by competition, demand/supply situation,Indian Government Policies, foreign exchange rates and interest rates quoted by banks & others.

7. 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.

Increases in our revenues are by and large linked to increases in the volume of business.

8. Total turnover of each major industry segment in which the issuer company operates

The Company is operating in Real Estate Industry. Relevant industry data, as available, has been included in the chapter titled *"Our Industry"* beginning on page 72 of this Prospectus.

9. Status of any publicly announced new products or business segments

Our Company has not announced any new services and product and segment / scheme, other than disclosure in this Prospectus.

10. The extent to which the business is seasonal

Our business is not seasonal in nature.

11. Any significant dependence on a single or few suppliers or customers

Our Company is significantly dependent on few customers for approximately 40 % of our sales. For further details refer the chapter titled –*Risk factor* and –Our *Business* on page 17 and 89 of Prospectus.

12. Competitive Conditions

We face competition from existing and potential competitors which is common for any business. We have, over a period of time, developed certain competitive strengths which have been discussed in section titled –Our Business on page 89 of this Prospectus.

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FINANCIAL INDEBTNESS

In terms of the Articles of Association of the Company, the Board is authorized to accept deposits from members either in advance of calls or otherwise, and generally accept deposits, raise loans or borrow or secure the payment of any sum of moneys to be borrowed together with the moneys already borrowed including acceptance of deposits apart from temporary loans obtained from the Company‘s Bankers in the ordinary course of business, exceeding the aggregate of the paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) or upto such amount as may be approved by the shareholders from time to time.

Our Company has obtained the necessary consents required under the relevant loan documentation with banks and financial institutions for undertaking activities, such as change in its capital structure, change in its shareholding pattern and change in promoter‘s shareholding which has a possible change in the management control of our Company.

As on June 30, 2021 our Company has total outstanding secured borrowings from banks and financial institutions aggregating to Rs 352.70 lakhs and Unsecured Loan aggregating to Rs. 459.72 lakhs.

Set forth below is a brief summary of our aggregate borrowings from banks and financial institutions on a consolidated basis as of June 30, 2021:

Secured

(Rs. In Lakhs)

Name of persons/companies	Loan Amounts	Rate of Interest	Nature of Tenure	Outstanding as on June 30, 2021
Satin Finserv Ltd.	500	17.85%	Repayable in 24 equal installments	352.70
Inter Company deposit is secured against specific receivables created out of the facility and other debts by way of hypothecation to the extent of 110% of the value of loan outstanding				

Unsecured

(Rs. In Lakhs)

Name of persons/companies	Loan Amounts	Rate of Interest	Nature of Tenure	Outstanding as on June 30, 2021
Usha Financial Services Pvt. Ltd	3,137	19%	Repayable on demand	340.34
Sumer Chand Garg	39.61	8%		1.38
BR Hands Investment Pvt. Ltd.	118	9%		118.00

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OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except, as stated in this section and mentioned elsewhere in this Prospectus there are no litigations including, but not limited to suits, criminal proceedings, civil proceedings, actions taken by regulatory or statutory authorities or legal proceedings, including those for economic offences, tax liabilities, show cause notice or legal notices pending against our Company, Directors, Promoters, Group Companies or against anyother company or person/s whose outcomes could have a material adverse effect on the business, operationsor financial position of the Company and there are no proceedings initiated for economic, civil or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whetherthey are specified under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company, and no disciplinary action has been taken by SEBI or any stock exchange againstthe Company, Directors, Promoters or Group Companies.

Except as disclosed below there are no:

a) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years;

b) direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action;

c) pending proceedings initiated against our Company for economic offences;

d) default and non-payment of statutory dues by our Company;

e) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies law in the last five years against our Company, including fines imposed or compounding of offences done in those five years;

f) material frauds committed against our Company in the last five years.

Pursuant to SEBI ICDR Regulations, all other pending litigations except criminal proceedings, statutory or regulatory actions and taxation matters involving our Company, Promoters, Directors and Group Companies/entities, would be considered material for the purposes of disclosure if:

a) the monetary amount of the claim made by or against the Company, its joint venture(s) and directors in anysuch pending litigation is equal to or in excess of 10% of the consolidated revenue of the Company or 25%of the profits before tax of the Company (whichever is lower) as per the last audited financial statements ofthe Company for a complete financial year, as included in the Offer Documents; or

b) where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in an individual litigation does not exceed the amount determined as per clause (a) above, and the amount involved in all of such cases taken together exceeds the amount determined as per clause (a) above; and

c) any such litigation which does not meet the criteria set out in (a) above and an adverse outcome in

which would materially and adversely affect the operations or financial position of the Company. Accordingly, we have disclosed all outstanding litigations involving our Company, Promoters, Directors andGroup Companies which are considered to be material. In case of pending civil litigation proceedings whereinthe monetary amount involved is not quantifiable, such litigation has been considered material only in the eventthat the outcome of such litigation has an adverse effect on the operations or performance of our Company. Unless otherwise stated to contrary, the information provided is as of date of this Prospectus.

I. Litigations involving our Company

A. Against our CompanyNil

B. By our CompanyNil

II. Litigations involving our Promoters/Directors

A. Against our Promoters/Directors

Nil

B. By our Promoters/Directors

Nil

III. Litigations involving our Group Entities

A. Against our Group Entities

Nature of Litigation	Number of Cases outstanding	Amount involved (in Lacs)
Notice Under Income Tax Act, 1961	3	120.23
Civil Matters	3*	294

**Note: The details of outstanding litigation in civil matters are:*

1. *That as per the terms and conditions of the agreement dt. 22.07.2013 between Uninav developers Pvt Ltd & Shubham Ayush construction "all work in scope of the contract shall be completed with-in time. That due to Failure of the contractor Part Company has terminate to the contractor on dt. 21.04.2015 after providing various notices & opportunity. After that the contractor appoint arbitrator for claiming extra amount. Since then we have submitted all the relevant documents for justification of their invalid claim. Presently the witness/evidence proceeding are pursue.*

2. *Mr. Surendra Kumar & Others (Chipper) petty contractor was supposed to do chipping work in our project Uninav heights. However before completion of the work he filed the false complaint in labour court on dt. 03.12.2015 claiming the wrong amount of Rs. 4,08,173.00. we have already submitted our reply & relevant document in labour court & there after regular hearings has been attended and the case is in the process at the stage of evidence proceedings for justice.*

3. *The Complainant has booked a 3BHK flat in the company residential project UNINAV HEIGHT situated at Raj Nagar Ext. Ghaziabad U.P. The Complainant after paying the part amount failed to pay the further demand raised by the company. The Company serve offer of possession to the Complainant on dt. 01.09.2019 & gave various opportunities to the Complainant for clearing the demand and take possession of the flat. However the complainant*

did not respond to the opportunities given by the company, At last the company terminated the allotment of said flat vide termination letter dated 31.12.2019, But the Complaint did not respond for the said termination letter. Thereafter, on 24.08.2020 the Complainant has accepted the termination letter of the flat due to non-payment of balance amount of the flat & further defaulter in paying EMI to IIFL.

The customer filed a false complaint before the honorable court of District Consumer Forum, Ghaziabad U.P. The Company has duly filled its reply against the consumer complaint before the honorable court and the matter is still pending for adjudication.

4. *Uninav Developers Private Limited has filed the ITR for Assessment Year 2014-2015. Thereafter an appeal before CIT (A) Delhi was filed against the assessment order dt. 30.12.2016 for disallowance. However appeal was partially allowed vide order dt. 31.01.2019.*

   Company has preferred and appeal before honorable ITAT on dt. 15.04.2019 against the pending disallowance of Rs. 68,69,875. The hearing is awaited.

B. By our Group Entities:

Nature of Litigation	Number of Cases outstanding	Amount involved (in Lacs)	Status
Appeal in ITAT for A.Y. 2014-15	1	68.69	Pending

IV. Litigations relating to the Subsidiary Company

A. Against Directors of our Subsidiary CompanyNil

B. By Directors of our Subsidiary CompanyNil

Note: The Company do not have any subsidiary company as on the date of this Legal Due Diligence Report

V. Other litigations involving any other entities which may have a material adverse effect on ourCompany

There is no outstanding litigation, suits, criminal or civil prosecutions, statutory or legal proceedings including those for economic offences, tax liabilities, prosecution under any enactment in respect of theCompanies Act, show cause notices or legal notices pending against any company whose outcome couldaffect the operation or finances of our Company or have a material adverse effect on the position of our Company.

VI. Details of the past penalties imposed on our Company / Directors

Except as disclosed above as on the date of this Prospectus, there are no cases in the last five yearsin which penalties have been imposed on our Company or our Directors.

VII. Outstanding dues to Creditors

As per the materiality policy of the Company for disclosing outstanding amounts to creditors. Based on the same, as on 30th June, 2021, our Company had outstanding dues to creditors as follows:

Amount in Lakh

Particulars	30th June, 2021
Trade Payables	
Micro, Small and Medium Enterprises	1.11
Others	58.93
Total	**60.04**

Information provided on the website of our Company is not a part of this Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information,including our Company‘s website nupurrecyclers.com would be doing so at their own risk.

VIII. Material developments occurring after last balance sheet date, that is June 30, 2021.

Except as disclosed in the section titled ―Management‘s Discussion and Analysis of Financial Condition and Results of Operations of our Company‖ beginning on page number 171 of this Prospectus, inthe opinion of our Board, there have not arisen, since the date of the last financial statements disclosed in this Prospectus, any circumstances that materially or adversely affect or are likely to affect our profitability taken as a whole or the value of its assets or its ability to pay its material liabilities within the next 12 months.

We certify that except as stated herein above:

a. There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by our Company, promoters, group entities, companies promoted by the promoters during the past three years.

b. There are no cases of litigation pending against the Company or against any other Company in which Directors are interested, whose outcome could have a materially adverse effect on the financial position of the Company.

c. There are no pending litigation against the Promoters/ Directors in their personal capacities and also involving violation of statutory regulations or criminal offences.

d. There are no pending proceedings initiated for economic offences against the Directors, Promoters, Companies and firms promoted by the Promoters.

e. There are no outstanding litigation, defaults etc. pertaining to matters likely to affect the operations andfinances of the Company including disputed tax liability or prosecution under any enactment.

f. There are no litigations against the Promoters / Directors in their personal capacity.

g. The Company, its Promoters and other Companies with which promoters are associated have neither been suspended by SEBI nor has any disciplinary action been taken by SEBI.

h. There is no material regulatory or disciplinary action by SEBI, stock exchange or regulatory authorityin the past five year in respect of our promoters, group company's entities, entities promoted by the promoters of our company.

i. There are no the status of criminal cases filed or any investigation being undertaken with regard to allegedcommission of any offence by any of our Directors. Further, none of our Directors has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc.

j. The issue is in compliance with applicable provision of Securities and Exchange Board of India (Issue ofCapital and Disclosure Requirements) Regulation 2018.

k. Neither the Company nor any of its promoters or directors is a willful defaulter.

This space has been left blank intentionally.

In view of the licenses / permissions / approvals / no-objections / certifications / registrations, (collectively "Authorisations") listed below, our Company can undertake this Issue and our current business activities and to the best of our knowledge, no further approvals from any governmental or regulatory authority or any other entity are required to undertake this Issue or continue our business activities. Unless otherwise stated, these approvals are all valid as of the date of this Prospectus. It must be distinctly understood that, in granting these approvals, the GoI, the RBI or any other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled "Key Industry Regulation and Policies" beginning on page 102 of the Prospectus.

CORPORATE APPROVALS FOR THIS ISSUE

1. The Board of Directors have, pursuant to resolutions passed at its meeting held on October 06, 2021, has approved the Issue, subject to the approval by the shareholders of the Company under Section 62 (1) (c) of the Companies Act 2013.

2. The Shareholders have, pursuant to the resolution dated October 06, 2021 under section 62 (1) (c) of the Companies Act 2013, authorized the Issue.

IN-PRINCIPLE APPROVAL

The Company has obtained approval from NSE vide its letter dated November 26, 2021 to use the name of NSE in this Offer document for listing of equity shares on Emerge Platform of NSE. NSE is the Designated Stock Exchange.

AGREEMENTS WITH NSDL AND CDSL

1. The Company has entered into an agreement dated October 28, 2021, with the Central Depository Services (India) Limited (CDSL), and the Registrar and Transfer Agent, who, in this case, is Skyline Financial Services Private Limited, for the dematerialization of its shares.

2. The Company has also entered into an agreement dated October 29, 2021 with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who, in this case, is Skyline Financial Services Private Limited, for the dematerialization of its shares.

3. The Company's International Securities Identification Number (ISIN) is INE0JM501013

INCORPORATION DETAILS OF OUR COMPANY

S.N.	Authorisation granted	Issuing Authority	CIN	Date of Issue	Valid upto
1.	Certificate of Incorporation in the name of –*Nupur Recyclers Private Limited"*	Central Registration Centre	U37100DL2019PTC344788	January 22, 2019	Perpetual
2.	Certificate of Incorporation for conversion from Private to Public company in the name of *Nupur Recyclers Limited"*	ROC, Delhi	U37100DL2019PLC344788	October 06, 2021	Perpetual

TAX RELATED AUTHORISATIONS

S.N.	Authorization granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
1.	Permanent Account Number	Income Tax Department, GoI	AAGCN3740B	20/06/2019	Perpetual
2.	Tax Deduction Account Number	Income Tax Department, GoI	DELN19602C		Perpetual
3.	GST Registration Certificate	Central Board of Excise and Custom (CBEC).	07AAGCN3740B1ZU	31/08/2021	Valid until cancellation

BUSINESS RELATED CERTIFICATIONS

Our Company has received the following significant government and other approvals pertaining to ourbusiness:

Sr. No.	Authorization granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Valid Upto
1.	General Trade/Storage License	East Delhi Municipal Corporation	EGTL0421121934	12/04/2021	31/03/2022
2.	Importer-Exporter Certificate	Directorate General of Foreign Trade, Ministry of Commerce and Industry	AAGCN3740B	11/03/2019	Perpetual
3.	Prevention & Control of Pollution	Delhi Pollution Control Committee, Government of NCT of Delhi	G-18843	05/08/2021	18/09/2025

Material licenses/approvals for which our Company is yet to apply/ Statutory Approvals/ Licenses required for the proposed expansion.

Note: Above approvals are in the name of Nupur Recyclers Private Limited and the Company is in the process of taking all the approval in the new name of the Company i.e. Nupur Recyclers Limited.

IT MUST, HOWEVER BE, DISTINCTLY UNDERSTOOD THAT IN GRANTING THE ABOVE- MENTIONED APPROVALS, THE CENTRAL GOVERNMENT, STATE GOVERNMENT, RBI AND OTHER AUTHORITIES DO NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE COMPANY OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS.

This space has been left blank intentionally.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

1. This Issue has been authorised by a resolution passed by our Board of Directors at its meeting held on October 06, 2021.

2. The Shareholders of our Company have authorised this Issue by their Special Resolution passed pursuant to Section 62 (1) (c) of the Companies Act, 2013, at its EGM held on October 06, 2021 and authorised the Board to take decisions in relation to this Issue.

3. The Company has obtained approval from NSE vide its letter dated November 26, 2021 to use the name of NSE in this Offer document for listing of equity shares on Emerge Platform of NSE. NSE is the Designated Stock Exchange.

4. Our Board has approved this Prospectus through its resolution dated October 07, 2021.

5. We have also obtained all necessary contractual approvals required for this Issue. For further details,refer to the chapter titled –*Government and Other Approvals"* beginning on page number 185 of this Prospectus.

Prohibition by SEBI

Our Company, Directors, Promoters, members of the Promoter Group and Group Entities or the Director andPromoter of our Promoter Companies, have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.

The companies, with which Promoters, Directors or persons in control of our Company were or are associated as promoters, directors or persons in control of any other company have not been prohibited from accessing oroperating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Prohibition by RBI or Governmental authority

Our Company, our Promoters or their relatives (as defined under the Companies Act) and our Group Entities have confirmed that they have not been declared as wilful defaulters by the RBI or any other government authority and there are no violations of securities laws committed by them in the past or no proceeding thereofare pending against them.

Our Directors have not been declared as wilful defaulter by RBI or any other government authority and therehave been no violation of securities laws committed by them in the past or no proceedings thereof are pendingagainst them.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

In view of the General Circular No. 07/2018 dated September 6, 2018 and General Circular No. 8/ 2018

dated September 10, 2018 issued by the Ministry of Corporate Affairs, Government of India, our Company, our and Promoter Group will ensure compliance with the Companies (Significant Beneficial Ownerships) Rules, 2018,upon notification of the relevant forms, as may be applicable to them.

Directors associated with the Securities Market

We confirm that none of our Directors are associated with the securities market in any manner and no action has been initiated against these entities by SEBI in the past five (5) years preceding the date of this Prospectus.

ELIGIBILITY FOR THIS ISSUE

Our Company is eligible for the Offer in accordance with Regulation 229(1) and other provisions of Chapter IXof the SEBI (ICDR) Regulations, 2018 as the post Offer face value capital is Less than Rs.1,000 Lakh. Our Company also complies with the eligibility conditions laid by the Emerge Platform of NSE Limited for listing ofour Equity Shares.

We confirm that:

a) In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Issue ***will be hundred percent underwritten and that the Lead Manager to the Offer will underwrite at least 15% of the Total Issue Size.*** For further details pertaining to said underwriting please refer to -General Information - Underwriting on page 40 of this Prospectus.

b) In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application moneywill be refunded forthwith. If such money is not repaid within eight (8) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) days, be liable to repay such application money with interest as prescribed under Section 40 of the Companies Act, 2013 and SEBI (ICDR) Regulations.

c) In accordance with Regulation 246 of the SEBI (ICDR) Regulations, the Lead Manager shall ensure thatthe Issuer shall file a copy of the Draft Prospectus/Prospectus with SEBI along with a due diligence certificate including additional confirmations as required to SEBI at the time of filing the Draft Prospectus/Prospectus with the Registrar of Companies.

d) In accordance with Regulation 261 of the SEBI (ICDR) Regulations, the Lead Manager will ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of equity shares offered in this Issue. For further details of market making arrangement, please refer to the section titled –*General Information – Details of the Market Making Arrangements for this Issue*‖ on page 40 of this Prospectus.

e) In accordance with Regulation 228 (a) of the SEBI (ICDR) Regulations, Neither the issuer, nor any of itspromoters, promoter group or directors are debarred from accessing the capital market by the Board;

f) In accordance with Regulation 228 (b) of the SEBI (ICDR) Regulations, None of the promoters or directors of the issuer is a promoter or director of any other company which is debarred from

accessing the capitalmarket by the Board;

g) In accordance with Regulation 228 (c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of itspromoters or directors is a wilful defaulter.

h) In accordance with Regulation 228 (d) of the SEBI (ICDR) Regulations, None of the Issuer's promoters ordirectors is a fugitive economic offender.

i) In accordance with Regulation 230 (1) (a) of the SEBI (ICDR) Regulations, Application is being made toNSE Limited and NSE Limited is the Designated Stock Exchange.

j) In accordance with Regulation 230 (1) (b) of the SEBI (ICDR) Regulations, the Company has entered into agreement with depositories for dematerialisation of specified securities already issued and proposed to be issued. For more details please refer page 185 of this Prospectus.

k) In accordance with Regulation 230 (1) (c) of the SEBI (ICDR) Regulations, all the present Equity share Capital fully Paid Up.

l) In accordance with Regulation 230 (1) (d) of the SEBI (ICDR) Regulations, all the specified securities heldby the promoters are already in dematerialised form.

NSE ELIGIBILITY NORMS:

1. **The Company has been incorporated under the Companies Act, 2013 in India**

   Our Company was incorporated on 22/01/2019 under the Companies Act, 2013

2. **The post issue paid up capital of the Company (face value) will not be more than Rs. 2,500.00 Lakh.**

   The present paid-up capital of our Company is Rs. 15,10,00,000 and we are proposing issue of 57,00,000 Equity Shares of Rs. 10/- each at issue price of Rs. 60/- per Equity Share including share premium of Rs. 50/- per Equity Share, aggregating to Rs. 3420.00 Lakh. Hence, our Post Issue Paid up Share Capital will be approximately Rs. 2080.00 Lakh which less than Rs.2,500.00 Lakh

3. **Positive Net worth**
   Net worth of the Company as on June 30, 2021 is Rs. 16,70,34,270/-

4. **Track record**
   A. The company should have a (combined) track record of atleast 3 years.
   Our Company got incorporated on January 22, 2019 and therefore has a track record as specified by National Stock Exchange of India Limited.
   B. The Company has combined positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net worth is positive

(Rs. In Lakh)

Particulars	30th June, 2021	31st March, 2021	31st March, 2020	31st March, 2019
Share Capital	1.00	1.00	1.00	1.00
Add: Reserves and Surplus	1669.31	1004.92	4.40	1.12
Net Worth	1670.31	1005.92	5.40	2.12

Net worth includes Share Capital and Reserves (excluding revaluation reserves), Miscellaneous Expenditure not written-off, if any & Debit Balances of Profit and Loss Account not written-of, ifany)
The Company have distributable profits as detailed below in terms of Section 123 of CompaniesAct, 2013. (As Restated):

Particulars	30th June, 2021	31st March, 2021	31st March, 2020	31st March, 2019
Net Profit after tax (as restated) calculated as per section 123 of the Companies Act, 2013	664.39	1000.52	3.28	1.12

5. Other Requirements

- It is mandatory for the company to have a website
  The Company has a website: https://www.nupurrecyclers.com/
- It is mandatory for the company to facilitate trading in demat securities and enter into an agreement with both the depositories.

To facilitate trading in demat securities; the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

tripartite agreement dated October 29, 2021 with NSDL, our Company and Registrar to the Issue;
tripartite agreement dated October 28, 2021 with CDSL, our Company and Registrar to the Issue;

The Company's shares bear an ISIN: INE0JM501013

- There should not be any change in the Promoters of the company in preceding one year from date of filing the application to NSE for listing under SME segment.
- None of our Promoters or Directors has been declared as fugitive economic offender under Economic Offenders Act, 2018.
- Further, except as mentioned in this Section titled "Outstanding Litigation and Material Developments" on page 180 there has been no violation of any Securities Law committed by any of them in the past and no such proceedings are currently pending against any of them.

6. Disclosure

1. The Company has not been referred to Board for Industrial and Financial Reconstruction.

2. No petition for winding up is admitted by the court or a liquidator has not been appointed of competent jurisdiction against the Company.

3. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the company.

We further confirm that we shall be complying with all the other requirements as laid down for such anissue under Chapter IX of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued bySEBI and the Stock Exchange.

None of our Company, Promoters or Directors have been declared as a fraudulent borrower by any bank, financial institution or lending consortium, in accordance with the 'Master Directions on Fraud-

Classification and Reporting by commercial banks and select FIs' dated July 1, 2016, as updated, issued by the RBI.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE PROSPECTUS. THE LEAD MANAGER, CORPORATE CAPITALVENTURES PRIVATE LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE PROSPECTUS, THE LEAD MANAGER, CORPORATE CAPITALVENTURES PRIVATE LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TOENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, CORPORATE CAPITALVENTURES PRIVATE LIMITED, SHALL FURNISH TO SEBI A DUE DILIGENCE CERTIFICATE DATED NOVEMBER 27, 2021 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF SECURITIES AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKEUP AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE PROSPECTUS.

DISCLAIMER STATEMENT FROM OUR COMPANY AND THE LEAD MANAGER

Our Company, its Directors and the Lead Manager accept no responsibility for statements made otherwise thanin this Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website https://www.nupurrecyclers.com/ would be doing so at his or her own risk.

Caution

The Lead Manager accepts no responsibility, save to the limited extent as provided in the Agreement for Issuemanagement, the Underwriting Agreement and the Market Making Agreement. Our Company, our

Directorsand the Lead Manager shall make all information available 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 includingat road show presentations, in research or sales reports or at collection centers, *etc.* The Lead Manager and itsassociates and affiliates may engage in transactions with and perform services for, our Company and their respective associates in the ordinary course of business & have engaged, and may in future engage in the provision of financial services for which they have received, and may in future receive, compensation.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented toour Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to anyperson who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquireEquity Shares of our Company. Our Company and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

Price Information and the track record of the past Issues handled by the Lead Manager

For details regarding the price information and the track record of the past Issues handled by the Lead Manager to the Issue as specified in Circular reference no. CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by the SEBI, please refer to _**Annexure A**' to the Prospectus and the website of the Lead Manager at https://www.ccvindia.com/

Disclaimer in Respect of Jurisdiction

This Issue is being made in India to persons resident in India including Indian nationals resident in India whoare not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law)with minimum corpus of Rs. 2,500 Lakh, pension funds with minimum corpus of Rs.2,500 Lakh and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible underall applicable laws and regulations to hold Equity Shares of the Company. The Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to anyperson to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform him or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s)in Delhi only. No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Prospectus had been filed with NSE Emerge for its observationsand NSE Emerge gave its observations on the same. Accordingly, the Equity Shares represented hereby may notbe offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction,except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under

any circumstances, create any implication that there hasbeen no change in the affairs of our Company since the date hereof or that the information contained herein iscorrect as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in anysuch jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each Applicantwhere required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against theEquity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subjectto, the registration requirements of the U.S Securities Act and in compliance with applicable laws, legislations and Prospectus in each jurisdiction, including India.

Disclaimer Clause of the Emerge Platform of NSE

NSE Limited (NSE) has given vide its letter dated November 26, 2021 permission to this Company to use its name in this offer document as one of the stock exchange on which this company‘s securities are proposed to be listed on the Emerge Platform. NSE has scrutinized this offer document for its limited internal purpose of deciding on thematter of granting the aforesaid permission to this Company. NSE Limited does not in any manner:-

i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or

ii. warrant that this Company‘s securities will be listed on completion of Initial Public Offer or will continueto be listed on NSE Emerge; or

iii. take any responsibility for the financial or other soundness of this Company, its promoter, its managementor any scheme or project of this Company;

iv. warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity sharesare offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price atwhich the equity shares are offered by the Company is determined by the Company in consultation withthe Merchant Banker (s) to the issue and the Exchange has no role to play in the same and it should not forany reason be deemed or construed that the contents of this offer document have been cleared or approvedby NSE. Every person who desires to apply for or otherwise acquire any securities of this Company may doso pursuant to independent inquiry, investigation and analysis and shall not have any claim against NSE,whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

v. NSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.

vi. The Company has chosen the Emerge Platform on its own initiative and at its own risk, and is responsible forcomplying with all local laws, rules, regulations, and other statutory or regulatory requirements

stipulatedby NSE / other regulatory authority. Any use of the Emerge Platform and the related services are subject to Indian Laws and Courts exclusively situated in Mumbai.

DISCLAIMER CLAUSE UNDER RULE 144A OF U.S. SECURITIES ACT.

The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended(–U.S. Securities Act‖) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, –U.S Persons‖ (as defined in Regulation S), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdictionwhere those offers and sale occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

LISTING

Application will be made to the NSE Limited for obtaining permission to deal in and for an official quotationof our Equity Shares. NSE Limited is the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The Emerge Platform of NSE Limited has given its in-principle approval for using its name in our Offer documents vide its letter no. NSE/LIST/1297 dated November 26, 2021.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the Emerge Platform of NSE Limited, our Company will forthwith repay, without interest, all moneys received from the bidders in pursuance of the Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Offer Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, asprescribed under section 40 of the Companies Act, 2013. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of NSE Limited mentioned above are taken within six Working Days from the Offer Closing Date.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 68 A of the Companies Act, which is reproduced below:
"Any person who:

a. *makes in a fictitious name, an application to a company for acquiring or subscribing for, any shares therein, or*
b. *otherwise induces a company to allot, or register any transfer of shares therein to him, or any other personin a fictitious name, shall be punishable with imprisonment for a term which may extend to five years."*

CONSENTS

Consents in writing of:(a) the Directors, Statutory Auditor & Peer Reviewed Auditor, the Company Secretary& Compliance Officer, Chief Financial Officer, Banker to the Company and (b) Lead Manager, Market Maker, Registrar to the Issue, Public Issue Bank / Banker to the Issue and Refund Banker to the Issue, Legal Advisorto the Issue to act in their respective capacities have been/or will be obtained (before filing final prospectus toROC) and will be filed along with a copy of the Prospectus with the RoC, as required under Section 26 of theCompanies Act and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC. Our Auditors have given their written consent to the inclusion of their report in theform and context in which it appears in this Prospectus and such consent and report is not withdrawn upto the time of delivery of this Prospectus with NSE.

EXPERT OPINION

Except the report of the Peer Review Auditor on (a) the restated financial statements; (b) statement of tax benefits, Audit reports by Statutory Auditors for period ended on June 30, 2021, March 31, 2021, 2020 and 2019 and Legal Advisor report on Outstanding Litigations and Material Developments, included in this Prospectus, our Company has not obtained any other expert opinion. All the intermediaries including Merchant Banker has relied upon the appropriacy and authenticity of the same.

PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE INCORPORATION

We have not made any previous public issues since incorporation, and are an –Unlisted Issuer in terms of the SEBI (ICDR) Regulations and this Issue is an Initial Public Offering in terms of the SEBI ICDR Regulations.

PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH

Other than as detailed under chapter titled - Capital Structure beginning on page 48 of the Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

COMMISSION AND BROKERAGE ON PREVIOUS ISSUES

Since this is the IPO of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares in the five years preceding the date of this Prospectus.

PREVIOUS CAPITAL ISSUE DURING THE PREVIOUS THREE YEARS BY LISTED SUBSIDIARIES, GROUP COMPANIES AND ASSOCIATES OF OUR COMPANY

None of our Group Companies and Associates are listed and have undertaken any public or rights issue in the three (3) years preceding the date of this Prospectus.

PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC/ RIGHTS ISSUE OF OUR COMPANY

Our Company has not undertaken any public or rights issue in the five (5) years preceding the date of this Prospectus.

PERFORMANCE VIS-À-VIS OBJECTS-PUBLIC/ RIGHTS ISSUE OF THE LISTED SUBSIDIARIES OF OUR COMPANY

The Company does not have any subsidiary company.

OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHERINSTRUMENTS ISSUED BY OUR COMPANY

As on the date of the Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

OPTION TO SUBSCRIBE

Equity Shares being offered through this Prospectus can be applied for in dematerialized form only.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an ―Unlisted Issuer‖ in terms of the SEBI (ICDR) Regulations, and this Offer is an ―Initial Public Offering‖ in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Memorandum of Understanding between the Registrar and us will provide for retention of records with the Registrar for a period of at least one year from the last date of dispatch of the letters of allotment, demat creditand refund orders to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Offer may be addressed to the Registrar with a copy to the Company Secretaryand Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted. All grievances relating to the ASBA process may be addressed to the SCSB, giving full details suchas name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Bid-cum-Application Form was submitted by the ASBA Bidders.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company or the Registrar to the Offer or the SCSB in case of ASBA Bidders shall redress routine investor grievances. We estimate that the average time required by us or the Registrar to this Offer for the redressal ofroutine investor grievances will be 12 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Ms. Payal Vig as the Company Secretary and Compliance Officer and may be contacted at the following address:

NUPUR RECYCLERS LIMITED
Plot No. 5, G/F, KH No. 12/8 & 12/9 KH-12, Arjun Gali, New Mandoli Industrial Area, Near Shri Ram Bal Bharti Public School, Delhi-110093, India
Tel: +91- 7503697299
Email: compliance@nupurrecylers.com **Website**: www.nupurrecyclers.com

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in therespective beneficiary account or refund orders, *etc.*

This space has been left blank intentionally.

SECTION VIII – ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued pursuant to this issue shall be subject to the provision of the Companies Act,SEBI (ICDR) Regulations, 2018, SCRA, SCRR, Memorandum and Articles, the terms of this Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note (_CAN‘) and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, guidelines, rules, notificationsand regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, NSE, ROC, RBI and / or other authorities, as in force on the date of the Issue and to theextent applicable.

Please note that, in accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November10, 2015 all the Applicants has to compulsorily apply through the ASBA Process.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

Ranking of Equity Shares

The Equity Shares being issued and transferred in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum & Articles of Association and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this issue will be entitled to dividends and other corporate benefits, if any, declared by ourCompany after the date of allotment in accordance with Companies Act, 2013 and the Articles of Associationof the Company.

Authority for the Issue

This Issue has been authorized by a resolution of the Board passed at their meeting held on October 06, 2021 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62 (1) (c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62 (1) (c) of the Companies Act, 2013 passed at the EGM of the Company held on October 06, 2021.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and recommended by the Board of Directors at their discretion and approved by the shareholders and will dependon a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 2013. For furtherdetails, please refer to the chapter titled _Dividend Policy‘ beginning on pages 144 of this Prospectus.

Face Value and Issue Price

The face value of each Equity Share is Rs.10/-. The Issue Price of Equity Shares is Rs. 60/- per Equity Share.The Issue Price shall be determined by our Company in consultation with the Lead Manager and is justified under the chapter titled –Basis of Issue Price beginning on page 66 of this Prospectus.

Compliance with the disclosure and accounting norms

Our Company shall comply with all the applicable disclosure and accounting norms as specified by SEBI fromtime to time.

Rights of the Equity Shareholder

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws and regulations; and the Articles of Association of our Company; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act and the Memorandum and Articles of Association of the Company.

Minimum Application Value, Market Lot and Trading Lot

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialised form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements will be signed by our Company with the respective Depositories and the Registrar tothe Issue before filing this Prospectus:

- Tripartite agreement dated October 28, 2021 among CDSL, our Company and the Registrar to the Issue; and
- Tripartite agreement dated October 29, 2021 among NSDL, our Company and the Registrar to the Issue.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29 (1) of the Companies Act, 2013, the equity shares of a body corporate can be in dematerialized form i.e. not in the formof physical certificates, but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of 2000 Equity Shares and the same may be modified by the NSE Limited from time to time by giving prior notice to

investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of 2000 Equity Shares subject to a minimum allotment of 2000 Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Minimum Number of Allottees

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within four (4) working days of closure of Issue.

Joint Holders

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Jurisdiction

Exclusive Jurisdiction for the purpose of this Issue is with the competent courts/authorities in India.

The Equity Share have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, ―U.S. persons‖ (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws.Accordingly, the Equity Shares are being issued and sold only outside the United States in off-shore transactionsin reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Nomination Facility to the Investor

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be titled to make afresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or Corporate Office or to the registrar and transfer agents ofour Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon production of such evidence, as may be required by the Board, elect either:

1. to register himself or herself as the holder of the equity shares; or
2. to make such transfer of the equity shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the equity shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respectof the equity shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the Applicants require changing of their nomination, they are requested to inform their respective depository participant.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Issue capital of our Company, Promoters' minimum contribution as provided in –Capital Structure on page 48 of this Prospectus and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer –Main Provisions of Articles of Association on page 236 of this Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated herein above. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

Withdrawal of the Issue

Our Company in consultation with the LM, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager through, the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one (1) Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Prospectus with Stock Exchange.

Minimum Subscription

This Issue is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 ofthe Companies Act, 2013, if the ‒stated minimum amount‖ has not be subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through theProspectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 50 (Fifty).

Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs. 1,00,000 (Rupees One Lac only) per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Migration to Main Board

Our company may migrate to the main board of NSE Limited at a later date subject to the following:

a. *If the Paid up Capital of our Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), our Company shall apply to NSE Limited for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid downby the Main Board.*

OR

b. *If the paid-up Capital of our company is more than Rs. 10 Crores but below Rs. 25Crores, our Companymay still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor of theproposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.*

Any company desiring to migrate to the Main board from the SME Board within two years of listing on Emerge Platform of NSE has to fulfill following conditions:

a. *The increase in post issue face value capital beyond Rs. 25 crore should arise only because of merger/acquisition or for expansion purposes.*
b. *The company should have a minimum turnover of Rs. 100 crore as per last audited financials and marketcapitalization of Rs. 100 crore.*
c. *The company should have a minimum profit before tax of Rs. 10 crore for two years out of three preceding years.*
d. *There should not be any action against the company by any regulatory agency at the time of application for migration.*

Market Making

The shares issued and transferred through this Offer are proposed to be listed on the Emerge Platform of NSE Limited with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the dateof listing on the Emerge Platform of NSE Limited. For further details of the market making arrangement pleaserefer to chapter titled ―General Information‖ beginning on page 40 of this Prospectus.

Arrangements for disposal of Odd Lots

The trading of the Equity Shares will happen in the minimum contract size of 2000 shares in terms of the SEBIcircular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contractsize allowed for trading on the Emerge Platform of NSE.

Restrictions, if any, on Transfer and Transmission of Shares or Debentures and on their Consolidationor Splitting

Except for lock-in of the pre-Issue Equity Shares and Promoter‘s minimum contribution in the Issue as detailedin the chapter _Capital Structure‘ beginning on page 48 of this Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association.The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

Option to receive securities in Dematerialized Form

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of theCompanies Act and the Depositories Act.

New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premiumnotes, etc. issued by our Company. Application by eligible NRIs, FPIs Registered with SEBI, VCFs, AIFs registered with SEBI and QFIs. It is to be understood that there is no reservation for Eligible NRIs or FPIs orQFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

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ISSUE PROCEDURE

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the Lead Manager would not be liable for any amendment, modification or change in applicable law, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that their Applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Prospectus.

Pursuant to the SEBI ICDR Regulations, the ASBA process is mandatory for all investors excluding Anchor Investors and it allows the registrar, share transfer agents, depository participants and stock brokers to accept Application forms. All Applicants shall ensure that the ASBA Account has sufficient credit balance such that the full Application Amount can be blocked by the SCSB at the time of submitting the Application. Applicants applying through the ASBA process should carefully read the provisions applicable to such applications before making their application through the ASBA process. Please note that all Applicants are required to make payment of the full Application Amount along with the Application Form. In case of ASBA Applicants, an amount equivalent to the full Application Amount will be blocked by the SCSBs.

ASBA Applicants are required to submit ASBA Applications to the selected branches / offices of the RTAs, DPs, Designated Bank Branches of SCSBs. The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on http://www.sebi.gov.in. For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI link. The list of Stock Brokers, Depository Participants ("DP"), Registrar to an Issue and Share Transfer Agent ("RTA") that have been notified by NSE to act as intermediaries for submitting Application Forms are provided on http://www.nseindia.com. For details on their designated branches for submitting Application Forms, please refer the above mentioned NSE website.

FIXED PRICE ISSUE PROCEDURE

This Issue is being made in terms of Chapter IX of SEBI (ICDR) Regulations, 2018 via Fixed Price Process.

Applicants are required to submit their Applications to the SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to an Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non-Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

As per the provisions Section 29(1) of the Companies Act, 2013, the Allotment of Equity Shares in the Issue shall be only in a de-materialized form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). The Equity Shares on Allotment shall, however, be traded only in the dematerialized segment of the Stock Exchange, as mandated by SEBI. Our Company or the Lead Managers will not be responsible for loss, if any, incurred by the Applicant on

account of conversion of foreign currency. There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Memorandum containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. The application forms may also be downloaded from the website of NSE i.e.www.nseindia.com. Applicants shallonly use the specified Application Form for the purpose of making an Application in terms of the Prospectus.All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking of funds that are available in the bank account specified in the Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

Phased implementation of Unified Payments Interface

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIIs through 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 Mechanism,the UPI Circulars proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

a. Phase I: This phase was applicable from January 01, 2019 and lasted till June 30, 2019. Under this phase, a Retail Individual Bidder, besides the modes of Bidding available prior to the UPI Circulars, also had the option to submit the Bid cum Application Form with any of the 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.

b. Phase II: This phase has commenced with effect from July 01, 2019 and will continue for a period of three months or floating of five main board public issues, whichever is later. Under this phase, submission ofthe Bid cum Application Form by a Retail Individual Investor through intermediaries to SCSBs for blocking of funds has been discontinued and has been replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.
Application Form

c. Phase III: Subsequently, the time duration from public issue closure to listing would be reduced to be three Working Days.

This Issue is under Phase II and it may be among one of the first few initial public offerings in which the process of physical movement of Application Forms from intermediaries to SCSBs for blocking of funds is discontinued and is replaced by the UPI Mechanism.

All SCSBs offering the facility of making applications in public issues are required to provide a facility to make applications using the UPI Mechanism. Further, in accordance with the UPI Circulars, our Company has appointed ICICI Bank Limited as the Sponsor Bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Investors intothe UPI mechanism.

A Retail Individual Investor making applications using the UPI Mechanism shall use only his / her own bankaccount or only his / her own bank account linked UPI ID to make an application in the Offer. The SCSBs, upon receipt of the Application Form will upload the Bid details along with the UPI ID in the bidding platform of the Stock Exchange. Applications made by the Retail Individual Investors using third party bank accounts or using UPI IDs linked to the bank accounts of any third parties are liable for rejection. The Bankers to the Issue shall provide the investors' UPI linked bank account details to the RTA for the purpose of reconciliation. Postuploading of the Bid details on the bidding platform, the Stock Exchanges will validate the PAN and demat account details of Retail Individual Investors with the Depositories.

Application Form used by ASBA applicants. Upon completing and submitting the Application Form for Applicants to the SCSB, the Applicant is deemed to have authorized our Company to make the necessary changes in the Prospectus and the ASBA as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to the Applicant. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected.

ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA applicants.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FII's, FVCIs etc. applying on a repatriation basis	Blue

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Prospectus.

Note:

- Details of depository account are mandatory and applications without depository account shall be treatedas incomplete and rejected. Investors will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities re-materialised subsequent to allotment.

- The shares of the Company, on allotment, shall be traded on stock exchanges in demat mode only.
- Single bid from any investor shall not exceed the investment limit/maximum number of specified securities that can be held by such investor under the relevant regulations/statutory guidelines.
- The correct procedure for applications by Hindu Undivided Families and applications by Hindu Undivided Families would be treated as on par with applications by individuals;

SUBMISSION AND ACCEPTANCE OF APPLICATION FORMS

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries:

i. An SCSB, with whom the bank account to be blocked, is maintained;
ii. A syndicate member (or sub-syndicate member);
iii. A stock broker registered with a recognised stock exchange (and whose name is mentioned on thewebsite of the stock exchange as eligible for this activity) (–broker‖);
iv. A depository participant (–DP‖) (Whose name is mentioned on the website of the stock exchange as eligible for this activity);
v. A registrar to an issuer and share transfer agent (–RTA‖) (Whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by investorsto SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For Applications submitted by investorsto intermediaries other than SCSBs:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants have deemed to have authorised our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants.

WHO CAN APPLY?

Persons eligible to invest under all applicable laws, rules, regulations and guidelines: -

- Indian nationals' resident in India who are not incompetent to contract in single or joint names (not more

than three) or in the names of minors as natural/legal guardian;

- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*. Applications by HUFs would be considered at par with those from individuals;

- Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;

- Mutual Funds registered with SEBI;

- Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;

Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable); FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;

- Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;

- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non-Institutional applicants category;

- Venture Capital Funds registered with SEBI;

- Foreign Venture Capital Investors registered with SEBI;

- State Industrial Development Corporations;

- Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;

- Scientific and/or Industrial Research Organizations authorized to invest in equity shares;

- Insurance Companies registered with Insurance Regulatory and Development Authority, India;

- Provident Funds with minimum corpus of Rs.2,500 Lakh and who are authorized under their constitution to hold and invest in equity shares;

- Pension Funds with minimum corpus of Rs.2,500 Lakh and who are authorized under their constitutionto hold and invest in equity shares;

- Multilateral and Bilateral Development Financial Institutions;

- National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India

- Insurance funds set up and managed by army, navy or air force of the Union of India

- Any other person eligible to applying in the Issue, under the laws, rules, regulations, guidelines and

policies applicable to them.

As per the existing regulations, OCBs cannot participate in this Issue.

PARTICIPATION BY ASSOCIATES OF LM

The LM shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the LM may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis. All categories of Applicants, including associates and affiliates of the LM, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Memorandum Form 2A containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue and The Registrar to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of NSE Limited i.e.www.nseindia.com

OPTION TO SUBSCRIBE IN THE ISSUE

a) As per Section 29(1) of
b) the Companies Act 2013, Investors will get the allotment of Equity Shares in dematerialization form only.

c) The Equity Shares, on allotment, shall be traded on Stock Exchange in demat segment only.

d) In a single Application Form any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIS APPLYING ON NON-REPATRIATION

Application must be made only in the names of individuals, limited companies or Statutory Corporations/institutions and not in the names of minors, foreign nationals, non-residents (except for those applying on non-repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families, partnership firms or their nominees. In case of HUF‘s application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public.

APPLICATION BY MUTUAL FUNDS

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to reject any application without assigning any reason thereof. Applications made by asset management companies or custodians of Mutual

Funds shall specifically state names of the concerned schemes for which such Applications are made. As per the current regulations, the following restrictions are applicable for investments by mutual funds:

No mutual fund scheme shall invest more than 10% of its net asset value in the 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 funds/Schemes. No mutual fund under all its schemes should own more than 10% of any Company‘s paid up share capital carrying voting rights.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

APPLICATIONS BY ELIGIBLE NRI

NRIs may obtain copies of Application Form from the offices of the Lead Manager and the Designated Intermediaries. Eligible NRI Applicants applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External (–NRE‖) accounts, or Foreign Currency Non-Resident (–FCNR‖) ASBA Accounts, and eligible NRI Applicants applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary (–NRO‖) accounts for the full Application Amount, at the time of the submission of the Application Form.
Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated May 03, 2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of issue of shares of allotment to NRIs on repatriation basis. Allotment of Equity shares to non-residents Indians shall be subject to the prevailing Reserve Bank of India guidelines. Sale proceeds of such investments in equity shares will be allowed to be repatriated along with a income thereon subject to permission of the RBI and subject to the Indian Tax Laws and Regulations and any other applicable laws. The company does not require approvals from FIPB or RBI for the issue of equity shares to eligible NRIs, FIIs, Foreign Venture Capital Investors registered with SEBI and multi-lateral and Bi-lateral development financial institutions

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in color).

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non- Residents (blue in color).

APPLICATIONS BY ELIGIBLE FIIs/FPIs

On January 07, 2014, SEBI notified the SEBI FPI Regulations pursuant to which the existing classes of portfolio investors namely ‒foreign institutional investors‖ and ‒qualified foreign investors‖ will be subsumed under a new category namely ‒foreign portfolio investors‖ or ‒FPIs‖. RBI on March 13, 2014 amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Offer, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations. Further, a qualified foreign investor who had not obtained a certificate of registration as and FPI could only continue to buy, sell or otherwise deal in securities until January 06, 2015. Hence, such qualified foreign investors who have not registered as FPIS under the SEBI FPI Regulations shall not be eligible to participate in this Offer. In case of Applications made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Application Form, failing which our Company reserves the right to reject any application without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Offer, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Applications made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason. In terms of the SEBI FPI Regulations, the offer of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10.00% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below10.00% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24.00% of the paid-up Equity Share capital of our Company. The aggregate limit of 24.00% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10.00% and 24.00% of the total paid-up Equity Share capital of our Company, respectively. As per the circular issued by SEBI on November 24, 2014, these investment restrictions shall also apply to subscribersof offshore derivative instruments (‒ODIs‖). Two or more subscribers of ODIs having a common beneficial owner shall be considered together as a single subscriber of the ODI. In the event an investor has investments as a FPI and as a subscriber of ODIs, these investment restrictions shall apply on the aggregate of the FPI and ODI investments held in the underlying company. FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as

defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securitiesheld by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying)directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client_ norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by anappropriate foreign regulatory authority.

FPIs who wish to participate in the Offer are advised to use the Application Form for Non-Residents (blue in color). FPIs are required to apply through the ASBA process to participate in the Offer.

AS PER THE CURRENT REGULATIONS, THE FOLLOWING RESTRICTIONS ARE APPLICABLE

FOR INVESTMENTS BY FPIS:

1. A foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by a domestic mutual funds,whether listed on a recognized stock exchange or not; (c) Units of Schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized Stock Exchange; (e) Treasury bills and datedgovernment securities; (f) Commercial papers issued by an Indian Company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where _infrastructure‘ is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-Convertible debentures or bonds issued by Non – Banking Financial Companies categorized as _Infrastructure Finance Companies‘ (IFC) by the Reserve Bank of India; (i) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.

2. Where a foreign institutional investor or a sub account, prior to commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014, hold equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after Initial Public Offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held bya foreign direct investor placed in similar position, under the policy of the Government of India relating toforeign direct investment from the time being in force.

3. In respect of investments in the secondary market, the following additional conditions shall apply:

a) A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;

b) Nothing contained in clause (a) shall apply to:

Any transactions in derivatives on a recognized stock exchange;

Short selling transactions in accordance with the framework specified by the Board;

Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of

market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

Any other transaction specified by the Board.

b) No transaction on the stock exchange shall be carried forward;

c) The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board; provided nothing contained in this clause shall apply to;

i. transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;

ii. Sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

iii. Sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018;

v. divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines of Disinvestment of shares of Indian Companies in the overseas market through issueof American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;

vi. Any bid for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;

vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

viii. Any other transaction specified by Board.

e) A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form: Provided that any shares held in non-dematerialized form, before the commencement of these regulation, can be held in non-dematerialized form, if such shares cannot be dematerialized.

4. Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.

5. The purchase of Equity Shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.

6. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.

7. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.

8. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.

No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:

a) Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority

b) Such offshore derivatives instruments are issued after compliance with _know your client‘ norms:

Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal, in offshore derivatives instruments directly or indirectly.

Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.

Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off-shore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.

Any offshore derivative instruments issued under the Securities and Exchange Board of India of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulation, 2014 shall be deemed to have been issued under the corresponding provision of SEBI (Foreign Portfolio Investors) Regulation, 2014.

The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10 per cent of the total issued capital of the company.

An FII or its subaccount which holds a valid certificate of registration shall, subject to the payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

Qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provision of SEBI (Foreign Portfolio Investors) Regulation, 2014, for a period of one year from the date of commencement of aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

APPLICATIONS BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF),VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venturecapital funds and foreign venture capital investors:

Accordingly, the holding by any individual venture capital fund registered with SEBI in one company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one company. Further, Venture Capital Funds and Foreign Venture Capital Investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer.

The SEBI (Alternative Investment Funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF‘s.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by wayof subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulations.

Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency. There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis for the purpose of allocation.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

APPLICATIONS BY INSURANCE COMPANIES

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as

amended (the ―IRDA Investment Regulations‖), are broadly set forth below:

1. Equity shares of a company: the least of 10% of the investee company‘s subscribed capital (face value) or10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;

2. The entire group of the investee company: the least of 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or reinsurer (25% in case of ULIPS); and

3. The industry sector in which the investee company operates: 10% of the insurer‘s total investment exposure to the industry sector (25% in case of ULIPS).

In addition, the IRDA partially amended the exposure limits applicable to investments in public limited companies in the infrastructure and housing sectors on December 26, 2008, providing, among other things, that the exposure of an insurer to an infrastructure company may be increased to not more than 20%, provided that in case of equity investment, a dividend of not less than 4% including bonus should have been declared for at least five preceding years. This limit of 20% would be combined for debt and equity taken together, without sub ceilings.

Further, investments in equity including preference shares and the convertible part of debentures shall not exceed 50% of the exposure norms specified under the IRDA Investment Regulations.

APPLICATIONS BY BANKING COMPANIES

Applications by Banking Companies: In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company‘s investment committee are required to be attached to the Application Form, failing which our Company and the Selling Shareholders reserve the right to reject any Application without assigning any reason. The investment limit for banking companies as per the Banking Regulation Act, 1949, as amended, is 30.00% of the paid up share capital of the investee company or 30.00% of the banks‘ own paid up share capital and reserves, whichever is less (except in certain specified exceptions, such as setting up or investing in a subsidiary, which requires RBI approval). Further, the RBI Master Circular of July 01, 2015 sets forth prudential norms required to be followed for classification, valuation and operation of investment portfolio of banking companies.

Applications by SCSBs: SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 02, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

APPLICATION BY PROVIDENT FUNDS/ PENSION FUNDS

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs. 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the

right to reject any application, without assigning any reason thereof.

APPLICATION UNDER POWER OF ATTORNEY

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

(a) With respect to applications by VCFs, FVCIs, FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

(b) With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued bythe Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or inpart, in either case without assigning any reasons thereof.

(c) With respect to applications made by provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that our Company, the lead manager may deem fit.

Our Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations andensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

MAXIMUM AND MINIMUM APPLICATION SIZE

a) **For Retail Individual Applicants**

The Application must be for a minimum of 2000 Equity Shares. As the Application Price payable by the Applicant cannot exceed Rs. 2,00,000, they can make Application for only minimum Application size i.e. for 2000 Equity Shares.

b) **For Other Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds Rs. 2,00,000 and in multiples of 2000 Equity Shares thereafter. An Application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application. In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.

INFORMATION FOR THE APPLICANTS:

a) Our Company will file the Prospectus with the Registrar of Companies, Delhi atleast 3 (three) days before the Issue Opening Date.

b) Any investor (who is eligible to invest in our Equity Shares) who would like to obtain the Prospectus and/or the Application Form can obtain the same from our Registered Office or from the office of the LM.

c) Applicants who are interested in subscribing for the Equity Shares should approach the LM or their authorized agent(s) to register their Applications.

d) Applications made in the name of minors and/ or their nominees shall not be accepted.

INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. ASBA Application Forms should bear the stamp of the SCSB‘s. ASBA Application Forms, which do not bear the stamp of the SCSB, will be rejected.

Applicants residing at places where the designated branches of the Banker to the Issue are not located may submit/mail their applications at their sole risk along with Demand payable at Mumbai.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker (–broker‖) network of Stock

Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of NSE Limited i.e. www.nseindia.com.

APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected**.**

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as _Demographic Details'). Applicants should carefully fill in their Depository Account details in the Application Form.

These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

BASIS OF ALLOTMENT

Allotment will be made in consultation with the NSE. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category X number of Shares applied for).

2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).

a) For applications where the proportionate allotment works out to less than 2000 equity shares the allotment will be made as follows:

1. Each successful applicant shall be allotted 2000 equity shares; and

2. The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.

b) If the proportionate allotment to an applicant works out to a number that is not a multiple of 2000 equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of 2000 equity shares subject to a minimum allotment of 2000 equity shares.

c) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants

in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 2000 equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to110% of the size of the offer specified under the Capital Structure mentioned in this Prospectus.

d) The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:

1. As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
2. The balance net offer of shares to the public shall be made available for allotment to

a) Individual applicants other than retails individual investors and
b) Other investors, including Corporate Bodies/ Institutions irrespective of number of sharesapplied for.

3. The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/maybe made available for allocation to applicants in the other category, if so required.

Retail Individual Investor‘ means an investor who applies for shares of value of not more than Rs. 2,00,000/. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of NSE – the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

PAYMENT BY STOCK INVEST

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003-04 dated November 05, 2003; the option to use the stock invest instrument in lieu of cheques or banks for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

GENERAL INSTRUCTIONS

Do"s:

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about Depository Participant and Beneficiary Account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the IncomeTax Act, 1961;
- Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which

thebeneficiary account is held with the Depository Participant.

- All Applicants should submit their application through ASBA process only.

Don"ts:

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price Mentioned herein or in the Application Form
- Do not apply on another Application Form after you have submitted an Application to the Bankers of the Issue.
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to the Selected Branches / Offices of theBanker to the Issue.
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/ orinvestment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.

OTHER INSTRUCTIONS

Joint Applications in the case of Individuals

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Applications

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

(i) All applications are electronically strung on first name, address (1st line) and applicant‘s status. Further, these applications are electronically matched for common first name and address and if matched, these arechecked manually for age, signature and father/ husband‘s name to determine if they are multiple applications

(ii) Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.

(iii) Applications which do not qualify as multiple applications as per above procedure are further checked forcommon PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not betreated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of _know your client' norms by the depositories. TheCompany reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or allcategories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB. Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple applications and are liable to be rejected. The Company, in consultation with the Lead Manager reserves the right to reject, in its absolute discretion, all or any multipleapplications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple applications is given below:

1. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII subaccounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
2. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

PERMANENT ACCOUNT NUMBER OR PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (PAN) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 02, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. **Applications without this information will be considered incomplete andare liable to be rejected.** It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional

Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

GROUNDS FOR REJECTIONS

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners andno firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 2000;
- Category not ticked;
- Multiple Applications as defined in this Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectusand the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant‘s identity (DP ID) and the beneficiary‘s account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulation S or ―qualified institutional buyers‖ as defined in Rule 144A under the Securities Act;
- Applications not duly signed by the sole Applicant;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications that do not comply with the securities laws of their respective jurisdictions are liable to berejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly bySEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the ApplicationAmount is in excess of Rs. 2,00,000, received after 3.00 pm on the Issue Closing Date;

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of section 38(1) of the Companies Act, 2013which 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 a fictitious name,

Shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.

SIGNING OF UNDERWRITING AGREEMENT

Vide an Underwriting agreement dated October 06, 2021, this issue is 100% Underwritten.

FILING OF THE PROSPECTUS WITH THE ROC

The Company will file a copy of the Prospectus with the Registrar of Companies NCT of Delhi and Haryana and in terms of Section 26 of Companies Act, 2013.

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013 and Regulation 264 of SEBI (ICDR) Regulations, 2018, the Company shall, after filing the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; onewidely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation.In the pre-issue advertisement, we shall state the Issue Opening Date and the Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013 and Regulation 264 of SEBI(ICDR) Regulations, 2018, shall be in the format prescribed in Part A of Schedule VI of the SEBI Regulations.

DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

On the Designated date, the SCSBs shall transfer the funds represented by allocation of equity shares into public issue account with the banker to the issue. Upon approval of the basis of the allotment by the Designated StockExchange, the Registrar to the Issue shall upload the same on its website. On the basis of approved basis of allotment, the issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares.Applicants are advised to instruct their respective depository participants to accept the equity shares that maybe allotted to them pursuant to the issue. Pursuant to confirmation of such corporate actions the Registrar to the Issue will dispatch allotment advice to the applicants who have been allotted equity shares in the issue. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.

The Company will issue and dispatch letters of allotment/ securities certificates and/ or letters of regret or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date. In case the Company issues Letters of allotment, the corresponding Security Certificates will be kept ready within two months from the date of allotment thereof or such extended time as may be approved bythe Company Law Board under Section 56 of the Companies Act, 2013 or other applicable provisions, if any. Allottees are requested to preserve such Letters of Allotment, which would be exchanged later for the Security Certificates. After the funds are transferred from the SCSB's to Public Issue Account on the Designated Date, the Company would ensure the credit to the successful Applicants depository account. Allotment of the EquityShares to the Allottees shall be within one working day of the date of approval of Basis of Allotment by Designated Stock Exchange.

PAYMENT OF REFUND

In the event that the listing of the Equity Shares does not occur in the manner described in this Prospectus, the Lead Manager shall intimate Public Issue bank and Public Issue Bank shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary applicants.

As per RBI Regulation, OCBs are not permitted to participate in the issue.

There is no reservation for non-residents, NRIs, FIIs and Foreign Venture Capital Funds and all non- residents, NRIs, FIIs and Foreign Venture Capital Funds will be treated on the same basis with other categories for the purpose of allocation.

DISPOSAL OF APPLICATION AND APPLICATION MONIES AND INTEREST IN CASE OF DELAY

The company shall ensure the dispatch of allotment advice, instruction to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the allotment to the stock exchange within one (1) working day of the date of allotment of equity shares.

The company shall use best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at Emerge Platform of NSE, where the equity shares are proposed to be listed are taken with six (6) working days of the closure of the issue.

UNDERTAKINGS BY OUR COMPANY

The Company undertakes the following:

1. that if our Company do not proceed with the Issue after the Issue Closing Date, the reason thereof shall be given as a public notice in the newspapers to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers in which the Pre- Issue advertisement was published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
2. that if our Company withdraw the Issue after the Issue Closing Date, our Company shall be required to filea fresh offer document with the RoC / SEBI, in the event our Company subsequently decides to

proceed with the Issue;

3. That the complaints received in respect of this Issue shall be attended to by us expeditiously and satisfactorily;
4. That all steps shall be taken to ensure that listing and commencement of trading of the Equity Shares at theStock Exchange where the Equity Shares are proposed to be listed are taken within six Working Days ofIssue Closing Date or such time as prescribed;
5. That if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the ICDRRegulations and applicable law for the delayed period;
6. That the letter of allotment/ unblocking of funds to the non-resident Indians shall be dispatched within specified time; and
7. That no further issue of Equity Shares shall be made till the Equity Shares offered through this Prospectus are listed.

UTILIZATION OF ISSUE PROCEEDS

Our Board certifies that:

1. All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in Section 40 of the Companies Act, 2013;
2. Details of all monies utilized out of the issue referred to in point 1 above shall be disclosed and continued to be disclosed till the time any part of the issue proceeds remains unutilized under an appropriate separate head in the balance-sheet of the issuer indicating the purpose for which such monies had been utilized;
3. Details of all unutilized monies out of the Issue referred to in 1, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
4. Our Company shall comply with the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

WITHDRAWAL OF THE ISSUE

Our Company, in consultation with the Lead Manager, reserves the right not to proceed with the Issue, in whole or any part thereof at any time after the Issue Opening Date but before the Allotment, with assigning reason thereof. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared within Two days of Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for such decision and. The LM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

1. The final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and
2. The final RoC approval of the Prospectus after it is filed with the concerned RoC.

If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an initial public offering of Equity Shares, our Company shall file a fresh prospectus with stock exchange.

EQUITY SHARES IN DEMATERIALISED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company has entered into following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

(a) We have entered into tripartite agreement dated October 29, 2021 between NSDL, the Company and the Registrar to the Issue;

(b) We have entered into tripartite agreement dated October 28, 2021. between CDSL, the Company and the Registrar to the Issue;

The Company‘s Equity shares bear an ISIN No. INE0JM501013

- An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.
- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant‘s identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading _Applicants Depository Account Details‘ in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

COMMUNICATIONS

All future communications in connection with the Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application and a copy of the acknowledgement slip. Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts etc.

ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the LM are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

This section is for the information of investors proposing to subscribe to the Issue through the ASBA process. Our Company and the LM are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html. For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI link.

ASBA PROCESS

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant (ASBA Account) is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the LM.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

Who can apply?

In accordance with SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all investors have to compulsorily apply through the ASBA Process.

Mode of Payment

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB. Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, money order, postal order or any mode of payment other than blocked amounts inthe SCSB bank accounts, shall not be accepted. After verifying that sufficient funds are available in the ASBAAccount, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date. On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, intothe Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shallthen be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue. The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the casemay be.

Unblocking of ASBA Account

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the Public Issue Account as per the provisions of section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account. However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issueby the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

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RESTRICTION 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 whichforeign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Foreign investment is allowed up to 100% under automatic route in our Company.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (–DIPP‖), issued consolidates FDI Policy, which with effect from August 28, 2017 consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that werein force and effect as on August 27, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits underthe Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue. The Equity Shares offered in the Issue have not been and will not be registered under the Securities Act, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws.

Accordingly, the Equity Shares are being offered and sold (i) within the United States to persons reasonably believed to be "qualified institutional investors" (as defined in Rule 144A under the Securities Act) pursuant to Rule 144A under the Securities Act or other applicable exemption under the SecuritiesAct and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdictions where such offers and sales occur.

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensurethat the Applications are not in violation of laws or regulations applicable to them.

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ISSUE STRUCTURE

This Offer has been made in terms of Regulation 229(1) of Chapter IX of SEBI ICDR Regulations whereby, our post-Offer face value capital does not exceed ten crore rupees. The Company shall issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the Emerge Platform of NSE Limited). For further details regarding the salient features and terms of such Offer, please refer to the chapter titled "Terms of the Offer" and "Issue Procedure" beginning on page 199 and 206 of this Prospectus.

Present Issue Structure

The present Issue of up-to 57,00,000 Equity Shares for cash at a price of Rs. 60/- (including a premium of Rs.50/- aggregating up-to Rs. 3420.00 Lakh by our Company. The Issue comprises a net issue to the public of up- to 3240.00 Equity shares (the ―Net Issue). The Issue will constitute 27.40 % of the post-Issue paid-up Equity Share capital of our Company and the Net Issue will constitute 25.96 % of the post-Issue paid-up Equity Share capital of our Company.

*Number of Shares to be issued may need to be modified before filing with ROC for adjustment of Lot Size upon finalization of Issue Price.

Particulars of the Issue	Net Issue to Public	Market Maker Reservation Portion
Number of Equity Shares available for allocation	54,00,000	3,00,000
Percentage of Issue Size available for allocation	94.74% (50.00% to Retail Individual Investors and the balance 50.00% to other Investors)	5.26%
Basis of Allotment	Proportionate subject to minimum allotment of 2000 Equity Shares and further allotment in multiples of 2000 Equity Shares each. For further details please refer to the –Basis of Allotment on page 221 of the Prospectus	Firm Allotment
Mode of Application	All Applicants must compulsorily apply through the ASBA Process or through UPI forRetail Investors.	Through ASBA Process Only.
Minimum Application Size	For QIB and NII: Such Number of Equity Shares in multiples of 2000 equity shares such that the application value exceeds Rs. 2,00,000. For Retails Individuals: 2000 Equity Shares	Application size shall be 3,00,000 equity shares since there is firm allotment.
Maximum Application Size	For QIBs and NII Such number of equity Shares in multiplies of 2000, equity shares such that the application size does not exceeds 2000 equity shares For Retails Individuals:	Application size shall be 3,00,000 equity shares since there is a firm allotment.

	2000 Equity Shares	
Mode of Allotment	Dematerialized Form	Dematerialized Form
Trading Lot	2000 Equity Shares	2000 Equity Shares, However the Market Makers may accept odd lots if any in themarket as required under the SEBI (ICDR) Regulations, 2018.
Terms of Payment	The entire Application Amount will be payable at the time of submission of the Application Form.	The entire Application Amount will be payable at the time of submission of the Application Form.

Note:

1. *In case of joint application, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Applicant would be required in the Application Form and such First Applicant would bedeemed to have signed on behalf of the joint holders.*
2. *Applicants will be required to confirm and will be deemed to have represented to our Company, the LM,their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Issue.*
3. *SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.*

Lot Size

SEBI vide circular CIR/MRD/DSA/06/2012 dated February 21, 2012 (the ―Circular‖) standardized the lot size for Initial Public Offer proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

Issue Price (in Rs.)	**Lot Size (No. of shares)**
Upto 14	10000
More than 14 upto 18	8000
More than 18 upto 25	6000
More than 25 upto 35	4000
More than 35 upto 50	3000
More than 50 upto 70	2000
More than 70 upto 90	1600
More than 90 upto 120	1200
More than 120 upto 150	1000
More than 150 upto 180	800
More than 180 upto 250	600
More than 250 upto 350	400
More than 350 upto 500	300
More than 500 upto 600	240
More than 600 upto 750	200
More than 750 upto 1000	160
Above 1000	100

Further to the Circular, at the initial public offer stage the Registrar to Issue in consultation with Lead Manager,

our Company and NSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the initial public offer lot size at the application/allotment stage, facilitating secondary market trading.

*50% of the shares offered are reserved for applications below Rs.2.00 lakh and the balance for higher amount applications

ISSUE OPENING DATE	December 13, 2021
ISSUE CLOSING DATE	December 15, 2021

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue closing date when applications will be accepted only between 10.00 a.m. to 2.00 p.m..

In case of discrepancy in the data entered in the electronic book vis a vis the data contained in the physical bidform, for a particular bidder, the detail as per physical application form of that bidder may be taken as the finaldata for the purpose of allotment.

Standardization of cut-off time for uploading of applications on the issue closing date:

(a) A standard cut-off time of 3.00 PM for acceptance of applications.
(b) A standard cut-off time of 4.00 PM for uploading of applications received from non-retail applicants i.e.QIBs, HNIs and employees (if any).

A standard cut-off time of 5.00 PM for uploading of applications received from only retail applicants, which may be extended up to such time as deemed fit by Stock Exchanges after taking into account the total number of applications received upto the closure of timings and reported by Lead Manager to the Exchange within half an hour of such closure.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

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SECTION IX - MAIN PROVISION OF ARTICLE OF ASSOCIATION

INTERPRETATION

1. In the Regulations unless the context otherwise require:-

   (a) ‒the Company‖ or ‒this Company‖ means **NUPUR RECYCLERS LIMITED.**

   (b) ‒the Act‖ means the ‒Companies Act, 2013 and every statutory modification or re-enactment thereof and references to Sections of the Act shall be deemed to mean and include references to sections enacted in modification or replacement thereof.

   (c) ‒these Regulations‖ means these Articles of Associations as originally framed or as altered, from time to time.

   (d) ‒the office‖ means the Registered Office for the time being of the Company.

   (e) ‒the Seal‖ means the common seal of the Company.

   (f) Words imparting the singular shall include the plural and vice versa, words imparting the masculine gender shall include the feminine gender and words imparting persons shall includes bodies corporate and all other persons recognized by law as such.

   (g) ‒month‖ means a calendar month and ‒year‖ means financial year respectively.

   (h) Expressions referring to writing shall be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

   (i) Unless the context otherwise requires, the words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modifications thereof, in force at the date at which these regulations become binding on the Company.

   (j) The Company is a ‒**Public Company**‖ within the meaning of Section 2(71) of the Companies Act, 2013 and accordingly means a company which-

   a) is not a private company;

2. The Regulations contained in Table F in Schedule I to the Companies Act, 2013 shall apply to the Company and the Regulations herein contained shall be the regulations for the management of the Company and for the observance of its members and their representatives. They shall be binding on the Company and its members as if they are the terms of an agreement between them.

Title of Article	No.	Content
CAPITAL AND INCREASE AND REDUCTION OF CAPITAL		
Share Capital	3	The Authorised Share Capital of the Company shall be such amount; divided into such class(es) denomination(s) and number of shares in the Company as stated in Clause V of the Memorandum of Association of the Company; with power to increase or reduce such Capital from time to time and power to divide the shares in the Capital for the time being into other classes and to attach thereto respectively such preferential, convertible, deferred, qualified or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the regulations of the Company or the provisions of the Company or the provisions of the law for the time being in force.
Increase of Capital by the Company how carried into effect	4	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new shares which may be unclassified and may be classified at the time of issue in one or more classes and such amount or amounts as may be deemed expedient. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Companies Act, 2013. Whenever the capital of the Company has been increased under the provisions of this Articles the Directors shall comply with the provisions of Section 64 of the Companies Act, 2013.
New Capital same as existing capital	5	Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.
Non Voting Shares	6	The Board shall have the power to issue a part of authorised capital by way of non-voting Shares at price(s) premium, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, in the event it is permitted by law to issue shares without voting rights attached to the subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.
Redeemable Preference Shares	7	Subject to the provisions of Section 55 of the Companies Act, 2013, the Company shall have the power to issue preference shares which are or at the option of the Company, liable to be redeemed and the resolution authorizing such issue shall prescribe the manner, terms and conditions of redemption.
Voting rights of preference shares	8	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares and in circumstances provided under Section 47(2).
Provisions to apply on issue of	9	On the issue of redeemable preference shares under the provisions of Article 7 hereof, the following provisions-shall take effect:

Title of Article	No.	Content
Redeemable Preference Shares		(a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption. (b) No such Shares shall be redeemed unless they are fully paid. (c) The premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed. (d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount ofthe Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 ofthe Companies Act, 2013 apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company. (e) Subject to the provisions of Section 55 of the Companies Act, 2013, the redemption of preference shares hereunder may be affected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit.
Reduction of capital	10	The Company may (subject to the provisions of section 52, 55(1) & (2) ,66 of the Companies Act, 2013 and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce (a) the share capital; (b) any capital redemption reserve account; or (c) any security premium account. In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.
Purchase of own Shares	11	The Company shall have power, subject to and in accordance with all applicable provisions of the Act, to purchase any of its own fully paid Shares whether or not they are redeemable and may make a payment out of capital in respect of such purchase.
Sub-division consolidation and cancellation of Shares	12	Subject to the provisions of Section 61 of the Companies Act, 2013 and other applicable provisions of the Act, the Company in General Meeting may, from time to time, sub-divide or consolidate its Shares, or any of them and the resolution whereby any Share is sub-divided may determine that, as between the holders of the Shares resulting from such sub-divisions, one or more of such Shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the other(s). Subject as aforesaid, the Company in General Meeting may also cancel shares which 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.

Title of Article	No.	Content
MODIFICATION OF RIGHTS		
Modification of rights	13	Whenever the capital, by reason of the issue of preference shares or otherwise, is divided into different classes of Shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Sections 48 of the Companies Act, 2013 be modified, commuted, affected, abrogated, dealt with or varied with the consent in writing of the holders of not less than three-fourth of the issued capital of that class or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of Shares of that class, and all the provisions hereafter contained as to General Meeting shall mutatis mutandis apply to every such Meeting. This Article is not to derogate from any power the Company would have if this Article was omitted. The rights conferred upon the holders of the Shares (including preference shares, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of Shares of that class, be deemed not to be modified, commuted, affected, dealt with or varied by the creation or issue of further Shares ranking pari passu therewith.
SHARES, CERTIFICATES AND DEMATERIALISATION		
Restriction on allotment and return of allotment	14	The Board of Directors shall observe the restrictions on allotment of Shares to the public contained in Section 39 of the Companies Act, 2013, and shall cause to be made the returns as to allotment provided for in Section 39 of the Companies Act, 2013.
Further Issue of shares	15	1) Where at any time, a company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered-
		a. to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely:—
		b. the offer shall be made by 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 within which the offer, if not accepted, shall be deemed to have been declined;
		c. 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 clause (i) shall contain a statement of this right;
		d. 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;
		e. to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as may be prescribed; or

Title of Article	No.	Content
		f. to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed.
		2) The notice referred to in sub-clause (a)(i) of Clause (1) shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.
		3) Nothing aforesaid 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 loan raised by the company to convert such debentures or loans into shares in the company:
		Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting.
Shares at the disposal of the Directors	16	Subject to the provisions of Section 62 of the Companies Act, 2013 and these Articles, the Shares in the capital of the Company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such person, in such proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of Section 53 of the Companies Act, 2013) 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 for Shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.
Power to offer Shares/options to acquire Shares	16A	1) Without prejudice to the generality of the powers of the Board under Article16 or in any other Article of these Articles of Association, the Board or any Committee thereof duly constituted may, subject to the applicable provisions of the Act, rules notified there under and any other applicable laws, rules and regulations, at any point of time, offer existing or further Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares at any point of time, whether such options are granted by way of warrants or in any other manner (subject to such consents and permissions as may be required) to its employees, including Directors (whether whole-time or not), whether at par, at discount or at a premium, for cash or for consideration other than cash, or any combination thereof as may be permitted by law for the time being in force.
		2) In addition to the powers of the Board under Article 16A (1), the Board may also allot the Shares referred to in Article 16A (1) to any trust, whose principal

Title of Article	No.	Content
		objects would inter alia include further transferring such Shares to the Company's employees [including by way of options, as referred to in Article 16A (1)] in accordance with the directions of the Board or any Committee thereof duly constituted for this purpose. The Board may make such provision of moneys for the purposes of such trust, as it deems fit.
		3) The Board, or any Committee there of duly authorized for this purpose, may do all such acts, deeds, things, etc. as may be necessary or expedient for the purposes of achieving the objectives set out in Articles 16A (1) and (2) above.
Application of premium received on Shares	17	1) Where the Company issues Shares at a premium whether for cash or otherwise, a sum equal to the aggregate amount or value of the premium on these Shares shall be transferred to an account, to be called "the securities premium account" and the provisions of the Act relating to the reduction of the share capital of the Company shall except as provided in this Article, apply as if the securities premium account were paid up share capital of the Company.
		2) The securities premium account may, notwithstanding anything in clause (1) thereof be applied by the Company: a. In paying up unissued Shares of the Company, to be issued to the Members of the Company as fully paid bonus shares; b. In writing off the preliminary expenses of the Company; c. In writing off the expenses of or the commission paid or discount allowed or any issue of Shares or debentures of the Company ;or d. In providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the Company. e. For the purchase of its own shares or other securities under Section 68 of the Companies Act, 2013.
Power also to Company in General Meeting to issue Shares	18	In addition to and without derogating from the powers for that purpose conferred on the Board under these Articles, the Company in General Meeting may, subject to the provisions of Section 62 of the Companies Act, 2013, determine that any Shares (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether Members or not) in such proportion and on such terms and conditions and either (subject to compliance with the provisions of Sections 52 and 53 of the Companies Act, 2013) at a premium or at par or at a discount as such General Meeting shall determine and with full power to give any person (whether a Member or not) the option or right to call for or buy allotted Shares of any class of the Company either (subject to compliance with the provisions of Sections 52 and 53 of the Companies Act, 2013) at a premium or at par or at a discount, such option being exercisable at such times and for such consideration as may be directed by such GeneralMeeting or the Company in General Meeting may make any other provision whatsoever for the issue, allotment, or disposal of any Shares.
Power of General Meeting to authorize Board to offer	18A	Without prejudice to the generality of the powers of the General Meeting under Article 18 or in any other Article of these Articles of Association, the General Meeting may, subject to the applicable provisions of the Act, rules notified thereunder and any other applicable laws, rules and regulations, determine, or give the right to the Board or any Committee thereof to determine, that any

Title of Article	No.	Content
Shares/Options to employees		existing or further Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares at any point of time, whether such options are granted by way of warrants or in any other manner (subject to such consents and permissions as may be required) be allotted/granted to its employees, including Directors (whether whole-time or not), whether at par, at discount or a premium, for cash or for consideration other than cash, or any combination thereof as may be permitted by law for the time being in force. The General Meeting may also approve any Scheme/Plan/ other writing, as may be set out before it, for the afore said purpose. In addition to the powers contained inArticle 18A (1), the General Meeting may authorize the Board or any Committee thereof to exercise all such powers and do all such things as may be necessary or expedient to achieve the objectives of any Scheme/Plan/other writing approved under the aforesaid Article.
Shares at a discount	19	The Company shall not issue Shares at a discount except the issue of Sweat Equity Shares of a class already issued, if the following conditions are fulfilled, namely: (a) the issue is authorized by a special resolution passed by the company; (b) the resolution specifies the number of shares, the current market price, consideration, if any, and the class or classes of directors or employees to whom such equity shares are to be issued; (c) not less than one year has, at the date of such issue, elapsed since the date on which the company had commenced business; and (d) where the equity shares of the company are listed on a recognized stock exchange, the sweat equity shares are issued in accordance with the regulations made by the Securities and Exchange Board in this behalf and if they are not so listed, the sweat equity shares are issued in accordance with the prescribed rules.
Installments of Shares to be duly paid	20	If by the conditions of any allotment of any Shares the whole or any part of the amount or issued price thereof shall, be payable by installments, every such installment shall when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the Shares or his legal representatives, and shall for the purposes of these Articles be deemed tobe payable on the date fixed for payment and in case of non-payment the provisions of these Articles as to payment of interest and expenses forfeiture and like and all the other relevant provisions of the Articles shall apply as if such installments were a call duly made notified as hereby provided.
The Board may issue Shares as fully paid-up	21	Subject to the provisions of the Act and these Articles, the Board may allot and issue Shares in the Capital of the Company as payment for any property purchased or acquired or for services rendered to the Company in the conduct of its businessor in satisfaction of any other lawful consideration. Shares which may be so issued may be issued as fully paid-up or partly paid up Shares.
Acceptance of Shares	22	Any application signed by or on behalf of an applicant for Share(s) in the Company, followed by an allotment of any Share therein, shall be an acceptance of Share(s) within the meaning of these Articles, and every person who thus or otherwise accepts any Shares and whose name is therefore placed on the Register

Title of Article	No.	Content
		of Members shall for the purpose of this Article, be a Member.
Deposit and call etc., to be debt payable	23	The money, if any which the Board of Directors shall on the allotment of any Shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any Shares allotted by them shall immediately on the inscription of the name of the allottee in the Register of Members as the holder of such Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.
Liability Of Members	24	Every Member, or his heirs, executors or administrators to the extent of his assets which come to their hands, shall be liable to pay to the Company the portion of the capital represented by his Share which may, for the time being, remain unpaid thereon in such amounts at such time or times and in such manner as the Board of Directors shall, from time to time, in accordance with the Company's requirements require or fix for the payment there of.
Dematerialization of securities	25A	Definitions: **Beneficial Owner** –Beneficial Owner‖ means a person whose name is recorded as such with a Depository. **SEBI** –SEBI‖ means the Securities and Exchange Board of India. **Bye-Laws** –Bye-Laws‖ mean bye-laws made by a depository under Section 26 of the Depositories Act, 1996; **Depositories Act** –Depositories Act‖ means the Depositories Act, 1996 including any statutory modifications or re-enactment thereof for the time being in force; **Depository** –Depository‖ means a company formed and registered under the Companies Act, 1956 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; **Record** –Record‖ includes the records maintained in the form of books or stored in a computer or in such other form as may be determined by the regulations made by SEBI; **Regulations** –Regulations‖ mean the regulations made by SEBI; **Security** –Security‖ means such security as may be specified by SEBI.
Dematerialization of securities	25B	Either on the Company or on the investor exercising an option to hold his securities with a depository in a dematerialized form, the Company shall enter into an agreement with the depository to enable the investor to dematerialize the Securities, in which event the rights and obligations of the parties concerned shall be governed by the Depositories Act.
Options to receive security certificates or hold securities with depository	25C	Every person subscribing to securities offered by the Company shall have the option to receive the Security certificates or hold securities with a depository. Where a person opts to hold a Security with a depository, the Company shall intimate such depository the details of allotment of the Security, and on receipt of such information the depository shall enter in its record the name of the allotted as the Beneficial Owner of that Security.
Securities in depositories	25D	All Securities held by a Depository shall be dematerialized and shall be in a fungible form;

Title of Article	No.	Content
to be in fungible form		
Rights of depositories and beneficial owners	25E	1) Notwithstanding anything to the contrary contained in the Articles, a Depository shall be deemed to be a registered owner for the purposes of effecting transfer of ownership of Security on behalf of the Beneficial Owner; 2) Save as otherwise provided in (1) above, the Depository as a registered owner shall not have any voting rights or any other rights in respect of Securities held by it; 3) Every person holding equity share capital of the Company and whose name is entered as Beneficial Owner in the Records of the Depository shall be deemed to be a Member of the Company. The Beneficial Owner shall be entitled to all the rights and benefits and be subjected to all the liabilities in respect of the Securities held by a Depository.
Depository To Furnish Information	25F	Every Depository shall furnish to the Company information about the transfer of Securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws and the Company in that behalf.
Service of documents	25G	Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.
Option to opt out in respect of any security	25H	If a Beneficial Owner seeks to opt out of a Depository in respect of any Security, the Beneficial Owner shall inform the Depository accordingly. The Depository shall on receipt of information as above make appropriate entries in its Records and shall inform the Company. The Company shall, within thirty (30) days of the receipt of intimation from the depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be.
Sections 45 and56 of the Companies Act, 2013 not to apply	25I	Notwithstanding anything to the contrary contained in the Articles: 1) Section 45 of the Companies Act, 2013 shall not apply to the Shares held with a Depository; 2) Section 56 of the Companies Act, 2013 shall not apply to transfer of Security affected by the transferor and the transferee both of whom are entered as Beneficial Owners in the Records of a Depository.
Share certificate	26	(a) Every Member or allottee of Shares is entitled, without payment, to receive one certificate for all the Shares of the same class registered in his name. (b) Any two or more joint allottees or holders of Shares shall, for the purpose of this Article, be treated as a single Member and the certificate of any Share which may be the subject of joint ownership may be delivered to anyone of such joint owners, on behalf of all of them.
Limitation of time for issue of certificates	26A	Every Member shall be entitled, without payment to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the directors so approve (upon paying such fee as the Directors so time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within

Title of Article	No.	Content
		three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within two months of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its Shares as the case may be. Every certificate of Shares shall be under theseal of the company and shall specify the number and distinctive numbers of Shares in respect of which it is issued and amount paid-up thereon and shall be insuch form as the directors may prescribe and approve, provided that in respect of a 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 of Shares to one or several joint holders shall be a sufficient delivery to all such holder.
Renewal of share certificates	27	No certificate of any Share or Shares shall be issued either in exchange for those, which are sub-divided or consolidated or in replacement of those which are defaced, torn or old, decrepit, worn-out, or where the pages on the reverse for recording transfer have been duly utilised unless the certificate in lieu of which it is issued is surrendered to the Company. PROVIDED THAT no fee shall be charged for issue of new certificate in replacement of those which are old, decrepit or worn out or where the pages on the reverse for recording transfer have been fully utilized.
Issue of new certificate in place of one defaced, lost or destroyed	28	If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof 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 lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the company deem adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed 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 exceeding Rs.2/- 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 regulations 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.
		The provision of this Article shall mutatis mutandis apply to Debentures of the Company.
The first name joint holder deemed sole holder	29	If any Share(s) stands in the name of two or more persons, the person first named in the Register of Members shall, as regards receipt of dividends or bonus or service of notice and all or any other matters connected with Company except voting at Meetings and the transfer of the Shares be deemed the sole holder thereof but the joint holders of a Share shall severally as well as jointly be liable for the payment of all incidents thereof according to the Company's Articles.
Issue of Shares	30	In the event it is permitted by law to issue shares without voting rights attached to them, the Directors may issue such share upon such terms and conditions and

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without Voting Rights		with such rights and privileges annexed thereto as thought fit and as may be permitted by law.
Buy-Back of Shares and Securities	31	Notwithstanding anything contained in these articles, in the event it is permitted by law for a company to purchase its own shares or securities, the Board of Directors may, when and if thought fit, buy back, such of the Company's own shares or securities as it may think necessary, subject to such limits, upon such terms and conditions, and subject to such approvals, provision of section 67 and SEBI (Buy Back of Shares) Regulations as may be permitted by law.
Employees Stock Options Scheme/Plan	32	The Directors shall have the power to offer , issue and allot Equity Shares in or Debentures (Whether fully/ partly convertible or not into Equity Shares) of the Company with or without Equity Warrants to such of the Officers, Employees, Workers of the Company or of its Subsidiary and / or Associate Companies or Managing and Whole Time Directors of the Company (hereinafter in this Article collectively referred to as –the Employees‖) as may be selected by them or by the trustees of such trust as may be set up for the benefit of the Employees in accordance with the terms and conditions of the Scheme, trust, plan or proposal that may be formulated , created, instituted or set up by the Board of Directors or the Committee thereof in that behalf on such terms and conditions as the Board may in its discretion deem fit.
Sweat Equity	33	Subject to the provisions of the Act (including any statutory modification or re-enactment thereof, for the time being in force), shares of the Company may be issued at a discount or for consideration other than cash to Directors or employees who provide know-how to the Company or create an intellectual property right or other value addition.
Postal Ballot	34	The Company may pass such resolution by postal ballot in the manner prescribed by Section 110 of the Companies Act, 2013 and such other applicable provisions of the Act and any future amendments or re-enactment thereof and as may be required by any other law including Listing Regulations as amended from time to time. Notwithstanding anything contained in the provisions of the Act, the Company shall in the case of a resolution relating to such business, as the Central Government may, by notification, declare to be conducted only by postal ballot, get such resolution passed by means of postal ballot instead of transacting such business in a general meeting of the Company.
Company not bound to recognize any interest in Shares other than of registered holder	35	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize, even when having notice thereof any equitable, contingent, future or partial interest in any Share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as holder thereof but the Board shall be at liberty at their sole discretion to register any Share in the joint names of any two or more persons (but not exceeding 4 persons) or the survivor or survivors of them.
Trust recognized	36	(a) Except as ordered, by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize, even when having notice thereof, any equitable, contingent, future or partial interest in any Share, or

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		(except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as holder thereof but the Board shall be at liberty at their sole discretion to register any Share in the joint names of any two or more persons (but not exceeding 4 persons) or the survivor or survivors of them. (b) Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor or of a person of unsound mind (except in case where they are fully paid) or in the name of any firm or partnership.
Declaration by person not holding beneficial interest in any Shares	37	1) Notwithstanding anything herein contained a person whose name is at any time entered in Register of Member of the Company as the holder of a Sharein the Company, but who does not hold the beneficial interest in such Shares, shall, if so required by the Act within such time and in such forms as may be prescribed, make declaration to the Company specifying the name and other particulars of the person or persons who hold the beneficial interest in such Share in the manner provided in the Act. 2) A person who holds a beneficial interest in a Share or a class of Shares of the Company, shall if so required by the Act, within the time prescribed, after his becoming such beneficial owner, make a declaration to the Company specifying the nature of his interest, particulars of the person in whose name the Shares stand in the Register of Members of the Company and such other particulars as may be prescribed as provided in the Act. 3) Whenever there is a change in the beneficial interest in a Share referred to above, the beneficial owner shall, of so required by the Act, within the time prescribed, from the date of such change, make a declaration to the Company in such form and containing such particulars as may be prescribed in the Act 4) Notwithstanding anything contained in the Act and Articles 35 and 36 hereof, where any declaration referred to above is made to the Company, the Company shall, if so required by the Act, make a note of such declaration in the Register of Members and file within the time prescribed from the date of receipt of the declaration a return in the prescribed form with the Registrar with regard to such declaration.
Funds of Company not to be applied in purchase of Shares of the Company	38	No funds of the Company shall except as provided by Section 67 of the Companies Act, 2013 be employed in the purchase of its own Shares, unless the consequent reduction of capital is effected and sanction in pursuance of Sections 52, 55 (to the extent applicable) of Companies Act, 2013 and Sections 80 and 100to 105 of the Companies Act, 1956 and these Articles or in giving either directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any Share in the Company in its holding Company.
UNDERWRITING AND BROKERAGE		
Commission may be paid	39	Subject to the provisions of Section 40 of the Companies Act, 2013, the Company may at anytime pay commission to any person in consideration of his

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		subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares in or debentures of the Company.
Brokerage	40	The Company may on any issue of Shares or Debentures or on deposits pay such brokerage as may be reasonable and lawful.
Commission to be included in the annual return	41	Where the Company has paid any sum by way of commission in respect of any Shares or Debentures or allowed any sums by way of discount in respect to any Shares or Debentures, such statement thereof shall be made in the annual return as required by Section 92 to the Companies Act, 2013.
DEBENTURES		
Debentures with voting rights not to be issued	42	(a) The Company shall not issue any debentures carrying voting rights at any Meeting of the Company whether generally or in respect of particular classes of business. (b) Payments of certain debts out of assets subject to floating charge in priority to claims under the charge may be made in accordance with the provisions of Section 327 of the Companies Act,2013. (c) Certain charges (which expression includes mortgage) mentioned in Section 77 of the Companies Act, 2013 shall be void against the Liquidator or creditor unless registered as provided in Section 77 of the Companies Act,2013. (d) A contract with the Company to take up and pay debentures of the Company may be enforced by a decree for specific performance. (e) Unless the conditions of issue thereof otherwise provide, the Company shall (subject to the provisions of Section 56 of the Companies Act, 2013) within six months after the allotment of its debentures or debenture-stock and within one month after the application for the registration of the transfer of any such debentures or debentures-stock have completed and ready for delivery the certificate of all debenture- stock allotted or transferred. (f) The Company shall comply with the provisions of Section 71 of the Companies Act, 2013 as regards supply of copies of Debenture Trust Deed and inspection thereof. (g) The Company shall comply with the provisions of Section 2(16), 77 to87 (inclusive) of the Companies Act, 2013 as regards registration of charges.
CALLS		
Directors may make calls	43	(a) Subject to the provisions of Section 49 of the Companies Act, 2013 the Board of Directors may from time to time by a resolution passed at a meeting of a Board (and not by a circular resolution) make such calls as it thinks fit upon the Members in respect of all moneys unpaid on the Shares or by way of premium, held by them respectively and not by conditions of allotment thereof made payable at fixed time and each Member shall pay the amount of every call so made on him to person or persons and at the times and places appointedby the Board of Directors. A call may be made payable by installments. A call may be postponed or revoked as the Board may determine. No call shall be made payable within less than one month from the date fixed for the payment of the last preceding call. (b) The joint holders of a Share shall be jointly and severally liable to pay all calls

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		in respect thereof.
Notice of call when to be given	44	Not less than fourteen days notice in writing of any call shall be given by the Company specifying the time and place of payment and the person or persons to whom such call shall be paid.
Call deemed to have been made	45	A call shall be deemed to have been made at the time when the resolution authorizing such call was passed at a meeting of the Board of Directors and may be made payable by the Members of such date or at the discretion of the Directors on such subsequent date as shall be fixed by the Board of Directors.
Directors may extend time	46	The Directors may, from time to time, at their discretion, extend the time fixed for the payment of any call, and may extend such time as to all or any of the memberswho from residence at a distance or other cause, the Directors may deem fairly entitled to such extension, but no member shall be entitled to such extension, save as a matter of grace and favour.
Amount payable at fixed time or by installments to be treated as calls	47	If by the terms of issue of any Share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the Share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.
When interest on call or installment payable	48	If the sum payable in respect of any call or installment is not paid on or before the day appointed for the payment thereof, the holder for the time being or allottee of the Share in respect of which the call shall have been made or the installment shall be due, shall pay interest on the same at such rate not exceeding ten percent per annum as Directors shall fix from the day appointed for the payment thereof up to the time of actual payment but the Directors may waive payment of such interest wholly or in part.
Evidence in action by Company against share holder	49	On the trial of hearing of any action or suit brought by the Company against any Member or his Legal Representatives for the recovery of any money claimed to be due to the Company in respect of his Shares, it shall be sufficient to prove that the name of the Member in respect of whose Shares the money is sought to be recovered is entered on the Register of Members as the holder or as one of the holders at or subsequent to the date at which the money sought to be recovered is alleged to have become due on the Shares in respect of which the money is sought to be recovered, that the resolution making the call is duly recorded in the minute book and the notice of such call was duly given to the Member or his legal representatives sued in pursuance of these Articles and it shall not be necessary to prove the appointment of Directors who made such call, nor that a quorum of Directors was present at the Board meeting at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.
Payment in anticipation of calls may	50	The Directors may, if they think fit, subject to the provisions of Section 50 of the Companies Act, 2013, agree to and receive from any Member willing to advance the same whole or any part of the moneys due upon the shares held by him beyond the sum actually called for and upon the amount so paid or satisfied in

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carry interest		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 these Articles shall mutatis mutandis apply to the calls on Debentures of the Company.
LIEN		
Partial payment not to preclude forfeiture	51	Neither the receipt by the Company of a portion of any money which shall, from time to time be due from any Member to the Company in respect of his Shares, either by way of principal or interest, or any indulgence granted by the Company in respect of the payment of such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such Shares as hereinafter provided.
Company's lien on Shares/ Debentures	52	The Company shall have first and paramount lien upon all Shares/Debentures (other than fully paid up Shares/ Debentures) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such Shares/ Debentures and no equitable interest in any Share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such Shares/Debentures; Unless otherwise agreed the registration of a transfer of Shares/ Debentures shall operate as a waiver of the Company's lien if any, on such Shares/Debentures. The Directors may at any time declare any Shares/ Debentures wholly or in part exempt from the provisions of this Article.
As to enforcing lien by sale	53	The Company may sell, in such manner as the Board thinks fit, any Shares on which the Company has lien for the purpose of enforcing the same. 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. For the purpose of such sale the Board may cause to be issued a duplicate certificate in respect of such Shares and may authorize one of their members to execute a transfer there from on behalf of and in the name of such Members.

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		The purchaser shall not be bound to see 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.
Application of proceeds of sale	54	(a) The net proceeds of any such sale shall be received by the Company and applied in or towards satisfaction of such part of the amount in respect of which the lien exists as is presently payable, and (b) The residue if any, after adjusting costs and expenses if any incurred shall be paid to the person entitled to the Shares at the date of the sale (subject to a like lien for sums not presently payable as existed on the Shares before the sale).
FORFEITURE OF SHARES		
If money payable on Shares not paid notice to be given	55	If any Member fails to pay the whole or any part of any call or any installments of a call on or before the day appointed for the payment of the same or any such extension thereof, the Board of Directors may, at any time thereafter, during such time as the call for installment remains unpaid, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
Sum payable on allotment to be deemed a call	56	For the purposes of the provisions of these Articles relating to forfeiture of Shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such Share on the day of allotment.
Form of notice	57	The notice shall name a day, (not being less than fourteen days from the day of the notice) and a place or places on and at which such call in installment and such interest thereon at such rate not exceeding eighteen percent per annum as the Directors may determine and expenses as aforesaid are to be paid. The notice shall also state that in the event of the non-payment at or before the time and at the place appointed, Shares in respect of which the call was made or installment is payable will be liable to be forfeited.
In default of payment Shares to be forfeited	58	If the requirements of any such notice as aforesaid are not complied with, any Share or Shares in respect of which such notice has been given may at any time thereafter before payment of all calls or installments, interests and expenses due in respect thereof, be forfeited by a resolution of the Board of Directors to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited Shares and not actually paid before the forfeiture.
Notice of forfeiture to a Member	59	When any Share shall have been so forfeited, notice of the forfeiture shall be given to the Member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.
Forfeited Shares to be the property of the	60	Any Share so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of, either to the original holder or to any other person, upon such terms and in such manner as the Board of Directors shall think fit.

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Company and may be sold etc.		
Member still liable for money owning at the time of forfeiture and interest	61	Any Member whose Shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company on demand all calls, installments, interest and expenses owing upon or in respect of such Shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment, at such rate not exceeding eighteen percent per annum as the Board of Directors may determine and the Board of Directors may enforce the payment of such moneys or any part thereof, if it thinks fit, but shall not be under any obligation to do so.
Effects of forfeiture	62	The forfeiture of a Share shall involve the extinction at the time of the forfeiture, of all interest in and all claims and demand against the Company in respect of the Share and all other rights incidental to the Share, except only such of those rights as by these Articles are expressly saved.
Power to annul forfeiture	63	The Board of Directors may at any time before any Share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.
Declaration of forfeiture	64	(a) A duly verified declaration in writing that the declarant is a Director, the Managing Director or the Manager or the Secretary of the Company, and that Share in the Company has been duly forfeited in accordance with these Articles, 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. (b) The Company may receive the consideration, if any, given for the Share on any sale, re-allotment or other disposal thereof and may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed off. (c) The person to whom such Share is sold, re-allotted or disposed of shall thereupon be registered as the holder of the Share. (d) Any such purchaser or allotee shall not (unless by express agreement) be liable to pay calls, amounts, installments, interests and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interests or bonuses accrued or which might have accrued upon the Share before the time of completing such purchase or before such allotment. (e) Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be effected by the irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the Shares.
Provisions of these articles as to forfeiture to apply in case of non-	65	The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a Share becomes payable at a fixed time, whether on account of the nominal value of Share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

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payment of any sum		
Cancellation of shares certificates in respect of forfeited Shares	66	Upon sale, re-allotment or other disposal under the provisions of these Articles, the certificate or certificates originally issued in respect of the said Shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Member) stand cancelled and become null and void and of no effect and the Directors shall be entitled to issue a new certificate or certificates in respect of the said Shares to the person or persons entitled thereto.
Evidence of forfeiture	67	The declaration as mentioned in Article 64(a) of these Articles shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.
Validity of sale	68	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.
Surrender of Shares	69	The Directors may subject to the provisions of the Act, accept surrender of any share from any Member desirous of surrendering on such terms and conditions as they think fit.
TRANSFER AND TRANSMISSION OF SHARES		
No transfers to minors etc.	70	No Share which is partly paid-up or on which any sum of money is due shall in any circumstances be transferred to any minor, insolvent or person of unsound mind.
Instrument transfer of	71	The instrument of transfer shall be in writing and all provisions of Section 56 of the Companies Act, 2013 and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.
Application transfer for	72	(a) An application for registration of a transfer of the Shares in the Company may be made either by the transferor or the transferee. (b) Where the application is made by the transferor and relates to partly paid Shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice. (c) For the purposes of clause (b) above notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post to the transferee at the address, given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.
Execution transfer of	73	The instrument of transfer of any Share shall be duly stamped and executed by or on behalf of both the transferor and the transferee and shall be witnessed. The

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		transferor shall be deemed to remain the holder of such Share until the name of the transferee shall have been entered in the Register of Members in respect thereof. The requirements of provisions of Section 56 of the Companies Act, 2013 and any statutory modification thereof for the time being shall be duly complied with.
Transfer by legal representatives	74	A transfer of Share in the Company of a deceased Member thereof made by his legal representative shall, although the legal representative is not himself a Member be as valid as if he had been a Member at the time of the execution of the instrument of transfer.
Register of Members etc when closed	75	The Board of Directors shall have power on giving not less than seven days pervious notice by advertisement in some newspaper circulating in the district in which the registered office of the Company is situated to close the Register of Members and/or the Register of debentures holders , in accordance with Section 91 of the Companies Act, 2013 and rules made thereunder, at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.
Directors may refuse to register transfer	76	Subject to the provisions of Section 58 & 59 of the Companies Act, 2013, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any Shares or interest of a Member in or Debentures of the Company. The Company shall within one monthfrom 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. 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.
Death of one or more joint holders of Shares	77	In case of the death of any one or more of the persons named in the Register of Members as the joint holders of any Share, the survivor or survivors shall be the only persons recognized by the Company as having any title or interest in such Share, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on Shares held by him with any other person.
Titles of Shares of deceased Member	78	78.The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or

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		Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks it, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 and 56 of the Companies Act, 2013.
Notice of application when to be given	79	Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Companies Act, 2013.
Registration of persons entitled to Shares otherwise than by transfer (Transmission Clause)	80	Subject to the provisions of the Act and Article 77 hereto, any person becoming entitled to Share in consequence of the death, lunacy, bankruptcy or insolvency of any Member or by any lawful means other than by a transfer in accordance with these Articles may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board thinks sufficient, either be registered himself as the holder of the Share or elect to have some person nominated by him and approved by the Board registered as such holder; provided nevertheless, that if such person shall elect to have his nominee registered as a holder, he shall execute an instrument of transferrin accordance with the provisions herein contained, and until he does so, he shall not be freed from any liability in respect of the Shares. This clause is hereinafter referred to as the ―Transmission Clause‖.
Refusal to register nominee	81	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any Share of his nominee as if he were the transferee named in an ordinary transfer presented for registration.
Person entitled may receive dividend without being registered as a Member	82	A person entitled to a Share by transmission shall subject to the right of the Directors to retain dividends or money as is herein provided, be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the Share.
No fee on transfer or transmissions	83	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate & Letters of Administration, Certificate of Death or Marriage, Power of Attorney or other similar document.
Transfer to be presented with evidence of title	84	Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board may require to prove the title of the transferor, his right to transfer the Shares and generally under and subject to such conditions and regulations as the Board may, from time to time prescribe, and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board.
Company	85	The Company shall incur no liability or responsibility whatsoever in consequence

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not liable for disregard of a notice prohibiting registration of transfer		of its registering or giving effect to any transfer of Shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said Shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice, or referred thereto, in any book of the Company, and the Company shall not be bound to be required to regard or attend to give effect to any notice which may begiven to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting to do so, though it may have been entered or referred to in some book of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.
CONVERSION OF SHARES INTO STOCK AND RECONVERSION		
Share may be converted into stock	86	The Company may, by Ordinary Resolution convert any fully paid up Share into stock, and reconvert any stock into fully paid-up Shares.
Transfer of stock	87	The several holders of such stock may transfer their respective interest therein or any part thereof in the same manner and subject to the same regulations under 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 stock arose.
Right of stockholders	88	The holders of stock shall, according to the amount of stock held by them, have the same right, privileges and advantages as regards dividends, voting at meeting of the Company, and other matters, as if they held them in 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 those privileges or advantages.
Regulation applicable to stock and share warrant	89	Such of the regulations of the Company as are applicable to the paid up Shares shall apply to stock and the words "Share" and "Shareholder" in these regulations shall include "stock" and "stock holder" respectively.
BORROWING POWERS		
Power to borrow	90	Subject to the provisions of Sections 73, 74 and 179 of the Companies Act, 2013 and these Articles, the Board of Directors may, from time to time at its discretion by a resolution passed at a meeting of the Board, borrow, accept deposits from Members either in advance of calls or otherwise and generally raise or borrow or secure the payment of any such sum or sums of money for the purposes of the Company from any source.

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		PROVIDED THAT, where the moneys to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the paid up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) the Board of Directors shall not borrow such money without the sanction of the Company in General Meeting. No debts incurred by the Company in excess of the limit imposed by this Article shall be valid or effectual unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by this Article had been exceeded.
The payment or repayment of moneys borrowed	91	The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board of Directors may think fit, and in particular in pursuance of a resolution passed at a meeting of the Board (and not by circular resolution) by the issue of bonds, debentures or debentures stock of the Company, charged upon all or any part of the property of the Company, (both present and future), including its un-called capital for the time being and the debentures and the debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
Bonds, Debentures, etc. to be subject to control of Directors	921	Any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider being for the benefit of the Company.
Terms of issue of Debentures	93	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. However, 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.
Mortgage of uncalled capital	94	If any uncalled capital of the Company is included in or charged by mortgage or other security, the Directors may, subject to the provisions of the Act and these Articles, make calls on the Members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security has been executed.
Indemnity may be given	95	Subject to the provisions of the Act and these Articles, if the Directors or any of them or any other person shall incur or about to incur any liability as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.
RELATED PARTY TRANSACTIONS		
Related Party	96	A. Subject to the provisions of the Act, the Company may enter into contracts

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Transactions		with the Related Party which are at arm's length and are in ordinary course of business of the company with approval of the Audit Committee. B. Subject to the provisions of the Act, the Company may enter into contracts with the related parties which are of such nature wherein it requires consent of shareholders in terms of Act or Listing Regulations or any other law for the time being in force, with approval of the shareholders in the general meeting.
MEETING OF MEMBERS		
Annual General Meeting	97	i. An Annual General Meeting of the Company shall be held within six months after the expiry of each financial year, provided that not more than fifteen months shall lapse between the date of one Annual General Meeting and that of next. ii. 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 with which any Annual General Meeting may be held. iii. Every Annual General Meeting shall be called at a time during business hours i.e. 9 a.m. to 6 p.m., on a day that is not a National holiday, and shall be held at the office of the Company or at some other place within the city in which the Registered Office of the Company is situated as the Board may determine and the notices calling the Meeting shall specify it as the Annual General Meeting. iv. The company may in any one Annual General Meeting fix the time for its subsequent Annual General Meeting. v. Every Member of the Company shall be entitled to attend, either in person or by proxy and the Auditors of the Company shall have the right to attend and be heard at any General Meeting which he attends on any part of the business which concerns him as an Auditor. vi. At every Annual General Meeting of the Company, there shall be laid on the table the Director's Report and Audited statement of accounts, the Proxy Register with proxies and the Register of Director's Shareholding, which Registers shall remain open and accessible during the continuance of the Meeting. vii. The Board shall cause to be prepared the annual list of Members, summary of share capital, balance sheet and profit and loss account and forward the same to the Registrar in accordance with Sections 92 and 137 of the Act.
Report statement and registers to be laid before the Annual General Meeting	98	The Company shall in every Annual General Meeting in addition to any other Report or Statement lay on the table the Director's Report and audited statement of accounts, Auditor's Report (if not already incorporated in the audited statement of accounts), the Proxy Register with proxies and the Register of Director's Shareholdings, which Registers shall remain open and accessible during the continuance of the Meeting.
Extra-Ordinary General Meeting	99	All General Meeting other than Annual General Meeting shall be called Extra-Ordinary General Meeting.

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Requisitionists' Meeting	100	1) Subject to the provisions of Section 111 of the Companies Act, 2013, the Directors shall on the requisition in writing of such number of Members as is herein after specified:- a. Give to the Members of the Company entitled to receive notice of the next Annual General Meeting, notice of any resolution which may properly be moved and is intended to be moved at that meeting. b. Circulate to the Members entitled to have notice of any General Meeting sent to them, any statement with respect to the matter referred to in any proposed resolution or any business to be dealt with at that Meeting. 2) The number of Members necessary for a requisition under clause (1) hereof shall be such number of Members as represent not less than one- tenth of the total voting power of all the Members having at the date of the resolution a right to vote on the resolution or business to which the requisition relates; or 3) Notice of any such resolution shall be given and any such statement shall be circulated, to Members of the Company entitled to have notice of the Meeting sent to them by serving a copy of the resolution or statement to each Member in any manner permitted by the Act for service of notice of the Meeting and notice of any such resolution shall be given to any other Member of the Company by giving notice of the general effect of the resolution in any manner permitted by the Act for giving him notice of meeting of the Company. The copy of the resolution shall be served, or notice of the effect of the resolution shall be given, as the case may be in the same manner, and so far as practicable, at the same time as notice of the Meeting and where it is not practicable for it to be served or given at the time it shall be served or given as soon as practicable thereafter. 4) The Company shall not be bound under this Article to give notice of any resolution or to circulate any statement unless: a. A copy of the requisition signed by the requisitionists (or two or more copies which between them contain the signature of all the requisitionists) is deposited at the Registered Office of the Company. i. In the case of a requisition, requiring notice of resolution, not less than six weeks before the Meeting; ii. In the case of any other requisition, not less than two weeks before the Meeting, and b. There is deposited or tendered with the requisition sum reasonably sufficient to meet the Company's expenses in giving effect thereto. PROVIDED THAT if, after a copy of the requisition requiring notice of a resolution has been deposited at the Registered Office of the Company, an Annual General Meeting is called for a date six weeks or less after such copy has been deposited, the copy although not deposited within the time required by this clause, shall be deemed to have been properly deposited for the purposes thereof. 5) The Company shall also not be bound under this Article to circulate any statement, if on the application either of the Company or of any other person who claims to be aggrieved, the Company Law Board is

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		satisfied that the rights conferred by this Article are being abused to secure need less publicity for defamatory matter. 6) Notwithstanding anything in these Articles, the business which may be dealt with at Annual General Meeting shall include any resolution for which notice is given in accordance with this Article, and for the purposes of this clause, notice shall be deemed to have been so given, notwithstanding the accidental omission in giving it to one or more Members.
Extra-Ordinary General Meeting by Board and by requisition When a Director or any two Members may call an Extra-Ordinary General Meeting	101	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of the Members as herein provided, forthwith proceed to convene Extra-Ordinary General Meeting of the Company. (b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.
Contents of requisition, and number of requisitionists required and the conduct of Meeting	102	1) In case of requisition the following provisions shall have effect: (a) The requisition shall set out the matter for the purpose of which the Meeting is to be called and shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company. (b) The requisition may consist of several documents in like form each signed by one or more requisitionists. (c) The number of Members entitled to requisition a Meeting in regard to any matter shall be such number as hold at the date of the deposit of the requisition, not less than one-tenth of such of the paid-up share capital of the Company as that date carried the right of voting in regard to that matter. (d) Where two or more distinct matters are specified in the requisition, the provisions of sub-clause (c) shall apply separately in regard to each such matter and the requisition shall accordingly be valid only in respect of those matters in regard to which the conditions specified in that clause are fulfilled. (e) If the Board does not, within twenty-one days from the date of the deposit of a valid requisition in regard to any matters, proceed duly to call a Meeting for the consideration of those matters on a day not later than forty-five days from the date of the deposit of the requisition, the Meeting may be called: i. by the requisitionists themselves; or ii. by such of the requisitionists as represent either a majority in value of

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		the paid up share capital held by all of them or not less than one tenth of the paid-up share capital of the Company as is referred to in sub clauses (c) of clause (I) whichever is less. PROVIDED THAT for the purpose of this sub-clause, the Board shall, in the case of a Meeting at which a resolution is to be proposed as a Special Resolution, be deemed not to have duly convened the Meeting if they do not give such notice thereof as is required by sub-section (2) of Section 114 of the Companies Act, 2013.
		2) A meeting called under sub-clause (c) of clause (1) by requisitionists or any of them: (a) shall be called in the same manner as, nearly as possible, as that in which meeting is to be called by the Board; but (b) shall not be held after the expiration of three months from the date of deposit of the requisition. PROVIDED THAT nothing in sub-clause (b) shall be deemed to prevent a Meeting duly commenced before the expiry of the period of three months aforesaid, from adjourning to some days after the expiry of that period.
		3) Where two or more Persons hold any Shares in the Company jointly; a requisition or a notice calling a Meeting signed by one or some only of them shall, for the purpose of this Article, have the same force and effect as if it has been signed by all of them.
		4) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board to duly to call a Meeting shall be repaid to the requisitionists by the Company; and any sum repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as were indefault.
Length of notice of Meeting	103	1) A General Meeting of the Company may be called by giving not less than twenty-one days noticeinwriting. 2) A General Meeting may be called after giving shorter notice than that specified in clause (1) hereof, if consent is accorded thereto: i. In the case of Annual General Meeting by all the Members entitled to vote thereat; and ii. In the case of any other Meeting, by Members of the Company holding not less than ninety-five percent of such part of the paid up share capital of the Company as gives a right to vote at the Meeting. PROVIDED THAT where any Members of the Company are entitled to vote only on some resolution, or resolutions to be moved at a Meeting and not on the others, those Members shall be taken into account for the purposes of this clause in respect of the former resolutions and not in respect of the later.
Contentsand manner of	104	1) Every notice of a Meeting of the Company shall specify the place and the day and hour of the Meeting and shall contain a statement of the business to be transacted thereat.

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service of notice and persons on whom it is to be served		2) Subject to the provisions of the Act notice of every General Meeting shall be given; (a) to every Member of the Company, in any manner authorized by Section 20 of the Companies Act, 2013 (b) to the persons entitled to a Share in consequence of the death or insolvency of a Member, by sending it through post in a prepaid letter addressed to them by name or by the title of representative of the deceased, or assignees of the insolvent, or by like description, at the address, if any in India supplied for the purpose by the persons claiming to be so entitled or until such an address has been so supplied, by giving the notice in any manner inwhich it might have been given if the death or insolvency had not occurred;and (c) to the Auditor or Auditors for the time being of the Company 3) Every notice convening a Meeting of the Company shall state with reasonable prominence that a Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of himself and that a proxy need not be a Member of the Company.
Special and ordinary business and explanatory statement	105	1) (a) In the case of an Annual General Meeting all business to be transacted at the Meeting shall be deemed special, with the exception of business relating to i. the consideration of the accounts, balance sheet, the reports of the Board of Directors and Auditors; ii. the declaration of dividend; iii. the appointment of Directors in the place of those retiring; and iv. the appointment of, and the fixing of the remuneration of the Auditors, and (b) In the case of any other meeting, all business shall be deemed special. 2) Where any items of business to be transacted at the Meeting of the Company are deemed to be special as aforesaid, there shall be annexed to the notice of the Meeting a statement setting out all material facts concerning each such item of business, including in particular the nature of the concern or interest, if any, therein of every Director. PROVIDED THAT where any such item of special business at the Meeting of the Company relates to or affects, any other company, the extent of shareholding interest in that other company of every Director of the Company shall also be set out in the statement, if the extent of such shareholding interest is not less than twenty percent of the paid up- share capital of the other company. 3) Where any item of business consists of the according of approval to any document by the Meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.
Omission to give notice not to	106	The accidental omission to give such notice as aforesaid to or non-receipt thereof by any Member or other person to whom it should be given, shall not invalidate the proceedings of any such Meeting.

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invalidate Proceedings		
		MEETING OF MEMBERS
Notice of business to be given	107	No General Meeting, Annual or Extra-Ordinary shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices convening the Meeting.
Quorum	108	The quorum for General Meetings shall be as under:- i. five members personally present if the number of members as on the date of meeting is not more than one thousand; ii. fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand; iii. thirty members personally present if the number of members as on the date of the meeting exceeds five thousand; No business shall be transacted at the General Meeting unless the quorum requisite is present at the commencement of the Meeting. A body corporate being a Member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Companies Act, 2013. The President of India or the Governor of a State being a Member of the Company shall be deemed to be personally present if it is presented in accordance with Section 113 of the Companies Act,2013.
If quorum not present when Meeting to be dissolved and when to be adjourned	109	If within half an hour from the time appointed for holding a Meeting of the Company, a quorum is not present, the Meeting, if called by or upon the requisition of the Members shall stand dissolved and in any other case the Meeting shall stand, adjourned to the same day in the next week or if that day is a public holiday until the next succeeding day which is not a public holiday, at the same time and place or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting also, a quorum is not present within half an hour from the time appointed for holding the Meeting, the Members present shall be a quorum and may transact the business for which the Meeting was called.
Resolutionpassed at adjourned Meeting	110	Where a resolution is passed at an adjourned Meeting of the Company, the resolution for all purposes is treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.
Chairman of General Meeting.	111	At every General Meeting the Chair shall be taken by the Chairman of the Board of Directors. If at any Meeting, the Chairman of the Board of Directors is not present within ten minutes after the time appointed for holding the Meeting or though present, is unwilling to act as Chairman, the Vice Chairman of the Board of Directors would act as Chairman of the Meeting and if Vice Chairman of the Board of Directors is not present or, though present, is unwilling to act as Chairman, the Directors present may choose one of themselves to be a Chairman, and in default or their doing so or if no Directors shall be present and willing to take the Chair, then the Members present shall choose one of themselves, being a Member entitled to vote, to be Chairman.

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Act for resolution sufficiently done or passed by Ordinary Resolution unless otherwise required	112	Any act or resolution which, under the provisions of these Articles or of the Act, is permitted or required to be done or passed by the Company in General Meeting shall be sufficiently done so or passed if effected by an Ordinary Resolution unless either the Act or the Articles specifically require such act to be done or resolution be passed by a Special Resolution.
Business confined to election of Chairman whilst the Chair is vacant	113	No business shall be discussed at any General Meeting except the election of a Chairman whilst the Chair is vacant.
Chairman may adjourn Meeting	114	(a) The Chairman may with the consent of 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. (b) No business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place (c) 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. (d) Save as aforesaid, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned Meeting.
How questions are decided at Meetings	115	Every question submitted to a General Meeting shall be decided in the first instance by a show of hands unless the poll is demanded as provided in these Articles.
Chairman's declaration of result of voting on show of hands	116	A declaration by the Chairman of the Meeting that on a show of hands, a resolution has or has not been carried either unanimously or by a particular majority, and an entry to that effect in the book containing the minutes of the proceeding of the Company‘s General Meeting shall be conclusive evidence of the fact, without proof of the number or proportion of votes cast in favour of or against such resolution.
Demand of poll	117	.Before or on the declaration of the result of the voting on any resolution on a show of hands a poll may be ordered to be taken by the Chairman of the Meeting on his own motion and shall be ordered to be taken by him on a demand made in that behalf by any Member or Members present in person or by proxy and holding Shares in the Company which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution, or on which an aggregate sum of not less than fifty thousand rupees has been paid up. The demand for a poll may be withdrawn at any time by the

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		Person or Persons who made the demand.
Time of taking poll	118	A poll demanded on a question of adjournment or election of a Chairman shall be taken forthwith. A poll demanded on any other question shall be taken at such time not being later than forty-eight hours from the time when the demand was made and in such manner and place as the Chairman of the Meeting may direct and the result of the poll shall be deemed to be the decision of the Meeting on the resolution on which the poll was taken.
Chairman's casting vote	119	In the case of equality of votes, the Chairman shall both on a show of hands and on a poll (if any) have a casting vote in addition to the vote or votes to which he may be entitled as a Member.
Appointment of scrutinizers	120	Where a poll is to be taken, the Chairman of the Meeting shall appoint two scrutinizers to scrutinise the vote given on the poll and to report thereon to him. One of the scrutinizers so appointed shall always be a Member (not being an officer or employee of the Company) present at the Meeting, provided such a Member is available and willing to be appointed. The Chairman shall have power, at any time before the result of the poll is declared, to remove a scrutineer from office and fill vacancies in the office of the scrutineer arising from such removal or from any other cause.
Demand for poll not to prevent transaction of other business	121	The demand for a poll shall not prevent transaction of other business (except on the question of the election of the Chairman and of an adjournment) other than the question on which the poll has been demanded.
Special notice	122	Where by any provision contained in the Act or in these Articles, special notice is required for any resolution, the notice of the intention to move the resolution shall be given to the Company not less than fourteen days before the Meeting at which it is to be moved, exclusive of the day which the notice is served or deemed to be served on the day of the Meeting. The Company shall immediately after the notice of the intention to move any such resolution has been received by it, give its Members notice of the resolution in the same manner as it gives notice of the Meeting, or if that is not practicable shall give them notice thereof, either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the Meeting.
VOTES OF MEMBERS		
Member paying money in advance not to be entitled to vote in respect thereof	123	A Member paying the whole or a part of the amount remaining unpaid on any Share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of moneys so paid by him until the same would but for such payment become presently payable.
Restriction on exercise of voting rights	124	No Member shall exercise any voting rights in respect of any Shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.

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of Members who have not paid calls		
Number of votes to which Member entitled	125	Subject to the provisions of Article 123, every Member of the Company holding any equity share capital and otherwise entitled to vote shall, on a show of hands when present in person (or being a body corporate present by a representative duly authorized) have one vote and on a poll, when present in person (including abody corporate by a duly authorized representative), or by an agent duly authorized under a Power of Attorney or by proxy, his voting right shall be in proportion to his share of the paid-up equity share capital of the Company. Provided however, if any preference shareholder is present at any meeting of the Company, (save as provided in sub-section (2) of Section 47 of Companies Act, 2013) he shall have a right to vote only on resolutions before the Meeting which directly affect the rights attached to his preference shares. A Member is not prohibited from exercising his voting rights on the ground that he has not held his Shares or interest in the Company for any specified period preceding the date on which the vote is taken.
Votes of Members of unsound mind	126	A Member of unsound mind, or in respect of whom 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.
Votes of joint Members	127	If there be joint registered holders of any Shares, one of such persons may vote at any Meeting personally or by an agent duly authorized under a Power of Attorney or by proxy in respect of such Shares, as if he were solely entitled there to but the proxy so appointed shall not have any right to speak at the Meeting, and if more than one of such joint holders be present at any Meeting either personally or by agent or by proxy, that one of the said persons so present whose name appears higher on the Register of Members shall alone be entitled to speak and to vote in respect of such Shares, but the other holder(s) shall be entitled to vote in preference to a person present by an agent duly authorized under a Power of Attorney or by proxy although the name of such person present by agent or proxy stands first or higher in the Register of Members in respect of such Shares. Several executors or administrators of a deceased Member in whose name Shares stand shall for the purpose of these Articles be deemed joint holders thereof.
Representation of body corporate	128	(a) A body corporate (whether a company within the meaning of the Act or not) may, if it is a Member or creditor of the Company (including a holder of Debentures) authorize such person as it thinks fit by a resolution of its Board of Directors or other governing body, to act as its representative at any Meeting of the Company or any class of shareholders of the Company or at any meeting of the creditors of the Company or Debenture-holders of the Company. A person authorized by resolutions aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise if it were an individual

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		Member, shareholder, creditor or holder of Debentures ofthe Company. The production of a copy of the resolution referred to above certified by a Director or the Secretary of such body corporate before the commencement of the Meeting shall be accepted by the Company as sufficientevidence of the validity of the said representatives' appointment and his right to vote thereat. (b) Where the President of India or the Governor of a State is a Member of the Company, the President or as the case may be the Governor may appoint such person as he thinks fit to act as his representative at any Meeting of the Company or at any meeting of any class of shareholders of the Company and such a person shall be entitled to exercise the same rights and powers, including the right to vote by proxy, as the President, or as the case may be, the Governor could exercise as a Member of the Company.
Votes in respects of deceased or insolvent Members	129	Any person entitled under the Transmission Article to transfer any Shares may vote at any General Meeting in respect thereof in the same manner as if he was the registered holder of such Shares; provided that at least forty-eight hours before the time of holding the Meeting or adjourned Meeting, as the case may be,at which he proposes to vote, he shall satisfy the Directors of the right to transfer such Shares and give such indemnity (if any) as the Directors may require unless the Directors shall have previously admitted his right to vote at such Meeting in respect thereof.
Voting in person or by proxy	130	Subject to the provisions of these Articles, votes may be given either personally or by proxy. A body corporate being a Member may vote either by a proxy or by a representative duly authorized in accordance with Section 105 of the Companies Act, 2013.
Rights of Members to use votes differently	131	On a poll taken at a Meeting of the Company a Member entitled to more than one vote or his proxy, or other persons entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses
Proxies	132	Any Member of the Company entitled to attend and vote at a Meeting of the Company, shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of himself. PROVIDED that a proxy so appointed shall not have any right whatsoever to speak at the Meeting. Every notice convening a Meeting of the Company shall state that a Member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself, and that a proxy need not be a Member of the Company.
Proxy either for specified meeting or for a period	133	An instrument of proxy may appoint a proxy either for the purposes of a particular Meeting specified in the instrument and any adjournment thereof or it may appoint a proxy for the purpose of every Meeting to be held before a date specified in the instrument and every adjournment of any such Meeting.
No proxy to vote on a show of hands	134	No proxy shall be entitled to vote by a show of hands.

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Instrument of proxy when to be deposited	135	The instrument appointing a proxy and the Power of Attorney or authority (if any) under which it is signed or a notarially certified copy of that Power of Attorney or authority, shall be deposited at the Registered Office of the Company atleast forty eight hours before the time for holding the Meeting at which the person named in the instrument purposes to vote and in default the instrument of proxy shall not be treated as valid.
Form of Proxy	136	Every instrument of proxy whether for a specified Meeting or otherwise shall, as nearly as circumstances will admit, be in any of the forms as prescribed in the Companies Act, 2013, and signed by the appointer or his attorney duly authorized in writing or if the appointer is a body corporate, be under its seal or be signed by any officer or attorney duly authorized by it.
Validity of votes given by proxy notwithstanding revocationof authority	137	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 revocation of the proxy or of any Power of Attorney under which such proxy was signed, or the transfer of the Share in respect of which the vote is given, provided that no intimation in writing of the death, insanity, revocation or transfer shall have beenreceived by the Company at the Registered Office before the commencement of the Meeting or adjourned Meeting at which the proxy is used provided nevertheless that the Chairman of any Meeting shall be entitled to require such evidence as hemay in his discretion think fit of the due execution of an instrument of proxy and of the same not having been revoked.
Time for objection to vote	138	No objection shall be made to the qualification of any voter or to the validity of a vote except at the Meeting or adjourned Meeting at which the vote objected to is given or tendered, and every vote, whether given personally or by proxy, not disallowed at such Meeting, shall be valid for all proposes and such objection made in due time shall be referred to the Chairman of the Meeting.
Chairman of any Meeting to be the judge of Validity of any value	139	The Chairman of any Meeting shall be the sole judge of the validity of every vote tendered at such Meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll. The decision of the Chairman shall be final and conclusive.
Custody of Instrument	140	If any such instrument of appointment is confined to the object of appointing at attorney or proxy for voting at Meetings of the Company, it shall remain permanently or for such time as the Directors may determine, in the custody of the Company. If such instrument embraces other objects, a copy there of examined with the original shall be delivered to the Company to remain in the custody of the Company.
DIRECTORS		
Number of Directors	141	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Companies Act, 2013, the number of Directors shall not be less than three and not more than fifteen.
	141A	First Directors of the Company were: i. Mr. Rajesh Gupta ii. Mr. Anoop Garg

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Appointment of Directors	142	The appointment of Directors of the Company shall be in accordance with the provisions of the Act and these Articles, to the extent applicable.
Debenture Directors	143	Any Trust Deed for securing Debentures may if so arranged, provide for the appointment, from time to time by the Trustees thereof or by the holders of Debentures, of some person to be a Director of the Company and may empower such Trustees or holder of Debentures, from time to time, to remove and re- appoint any Director so appointed. The Director appointed under this Article is herein referred to as "Debenture Director" and the term ―Debenture Director‖ means the Director for the time being in office under this Article. The Debenture Director shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be agreed between the Company and the Trustees and all such provisions shall have effect notwithstanding any of the other provisions contained herein.
Nominee Director or Corporation Director	144	(a) Notwithstanding anything to the contrary contained in these Articles, so longas any moneys remain owing by the Company to any Finance Corporation or Credit Corporation or to any Financing company or body, (which corporation or body is hereinafter in this Article referred to as ―the corporation‖) out of any loans granted or to be granted by them to the Company or so long as the corporation continue to hold Debentures in the Company by direct subscription or private placement, or so long as the Corporation holds Shares in the Company as a result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time any person or persons as a Director, whole time or non-whole time (which Director or Directors is/are hereinafter referred to as "Nominee Director(s)") on the Board of the Company and to remove from such office any persons so appointed and to appoint any person or persons in his/their places.
		(b) The Board of Directors of the Company shall have no power to remove from office the Nominee Director(s). Such Nominee Director(s) shall not be required to hold any Share qualification in the Company. Further Nominee Director shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Directors(s) shall be entitled to the same rights and privileges and be subject to the obligations as any other Director of the Company.
		(c) The Nominee Director(s) so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation and the Nominee Director/s so appointed in exercise of the said power, shall ipso facto vacate such office immediately on the moneys owing by the Company to the Corporation being paid off.
		(d) The Nominee Director(s) appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and all the Meetings of the Committee of which the Nominee Director(s) is/are Member(s) as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes.

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		(e) The sitting fees in relation to such Nominee Director(s) shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any other fees, commission, moneys or remuneration in any form is payable to the Nominee Director of the Company, such fees, commission, moneys and remuneration in relation to such Nominee Director(s) shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director(s), in connection with their appointment or Directorship, shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Director/sprovided that if any such Nominee Director/s is/are an officer(s) of the Corporation.
		Provided also that in the event of the Nominee Director(s) being appointed as Whole-time Director(s); such Nominee Director/s shall exercise such power andduties as may be approved by the lenders and have such rights as are usually exercised or available to a whole-time Director in the management of the affairs of Company. Such Nominee Director shall be entitled to receive such remuneration,fees, commission and moneys as may be approved by the Corporation(s) nominated by him.
Special Director	145	(a) In connection with any collaboration arrangement with any company or corporation or any firm or person for supply of technical know-how and/or machinery or technical advice the directors may authorize such company, corporation, firm or person herein-after in this clause referred to as ―collaboration‖ to appoint from time to time any person as director of the company (hereinafter referred to as ―special director‖) and may agree that such special director shall not be liable to retire by rotation and need not possess any qualification shares to qualify him for office of such director, so however that such special director shall hold office so long as such collaboration arrangement remains in force unless otherwise agreed upon between the Company and such collaborator under the collaboration arrangements or at any time thereafter. (b) The collaborators may at any time and from time to time remove any such special director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as special director in his place and such appointment or removal shall be made in writing signed by such company or corporation orany partner or such person and shall be delivered to the Company at its registered office. (c) It is clarified that every collaborator entitled to appoint a director under this article may appoint one such person as a director and so that if more than one collaborator is so entitled there may be at any time as may special directors as the collaborators eligible to make the appointment.
Limit on number of non-retiring	146	The provisions of Articles 143, 144 and 145 are subject to the provisions of Section 152 of the Companies Act, 2013 and number of such Directors appointed shall not exceed in the aggregate one third of the total number of Directors for the

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Directors		time being in office.
Alternate Director	147	The Board may appoint, an Alternate Director recommended for such appointment by the Director (hereinafter in this Article called "the Original Director") to act for him during his absence for a period of not less than three months from the State in which the meetings of the Board are ordinarily held. Every such Alternate Director shall, subject to his giving to the Company an address in India at which notice may be served on him, be entitled to notice of meetings of Directors and to attend and vote as a Director and be counted for the purposes of a quorum and generally at such Meetings to have and exercise all the powers and duties and authorities of the Original Director. The Alternate Director appointed under this Article shall vacate office as and when the Original Director returns to the State in which the meetings of the Board are ordinarily held and if the term of office of the Original Director is determined before he returns to as aforesaid, any provisions in the Act or in these Articles for automatic reappointment of retiring Director in default of another appointment shall apply to the Original Director and not the Alternate Director.
Directors may fill in vacancies	148	The Directors shall have power at any time and from time to time to appoint any person to be a Director to fill a casual vacancy. Such casual vacancy shall be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall hold office only up to the date to which the Director in whose place he is appointed would have held office, if it had not been vacated as aforesaid. However, he shall then be eligible for re-election.
Additional Directors	149	Subject to the provisions of Section 161 of the Companies Act, 2013 the Directors shall have the power at any time and from time to time to appoint any other person to be a Director as an addition to the Board (–Additional Director‖) so that the total number of Directors shall not at any time exceed the maximum fixed by these Articles. Any person so appointed as an Additional Director to the Board shall hold his office only up to the date of the next Annual General Meeting and shall be eligible for election at such Meeting.
Qualification shares	150	A Director need not hold any qualification shares.
Directors‘ sitting fees	151	The fees payable to a Director for attending each Board meeting shall be such sum as may be fixed by the Board of Directors not exceeding such sum as may be prescribed by the Central Government for each of the meetings of the Board or a Committee thereof and adjournments thereto attended by him. The Directors, subject to the sanction of the Central Government (if any required) may be paid such higher fees as the Company in General Meeting shall from time to time determine.
Extra remuneration to Directors for special work	152	Subject to the provisions of Sections 188 and 197 of the Companies Act, 2013, if any Director, being willing, shall be called upon to perform extra services (which expression shall include work done by a Director as a Member of any Committee formed by the Directors or in relation to signing share certificate) or to make special exertions in going or residing or residing out of his usual place of residence or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or otherwise as may

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		be determined by the Director, and such remuneration may be either in addition to or in substitution for his share in the remuneration herein provided. Subject to the provisions of the Act, a Director who is neither in the whole time employment nor a Managing Director may be paid remuneration either: i. by way of monthly, quarterly or annual payment with the approval of the Central Government; or ii. by way of commission if the Company by a Special Resolution authorized such payment.
Traveling expenses incurred by Directors on Company's business	153	The Board of Directors may subject to the limitations provided by the Act allow and pay to any Director who attends a meeting of the Board of Directors or any Committee thereof or General Meeting of the Company or in connection with the business of the Company at a place other than his usual place of residence, for the purpose of attending a Meeting such sum as the Board may consider fair compensation for traveling, hotel, and other incidental expenses properly incurred by him in addition to his fees for attending such Meeting as above specified.
Director may act notwithstanding vacancy	154	The continuing Director or Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the quorum fixed by these Articles for a meeting of the Board, the Director or Directors may act forthe purpose of increasing the number of Directors or that fixed for the quorum or for summoning a General Meeting of the Company but for no other purposes.
Board resolution necessary for certain contracts	155	(a) Subject to the provisions of Section 188 of the Companies Act, 2013, except with the consent of the Board of Directors of the Company, a Director of the Company or his relative, a firm in which such a Director or relative is partner, any other partner in such a firm or a private company of which the Director is a member or director, shall not enter into any contract with the Company: (a) For the sale, purchase or supply of goods, materials or services; or (b) for underwriting the subscription of any Share in or debentures of the Company; (c) nothing contained in clause (a) of sub-clause (1) shall affect:- i. the purchase of goods and materials from the Company, or the sale of goods and materials to the Company by any Director, relative, firm, partner or private company as aforesaid for cash at prevailing market prices; or ii. any contract or contracts between the Company on one side and any such Director, relative, firm, partner or private company on the other for sale, purchase or supply of any goods, materials and services in which either the Company, or the Director, relative, firm, partner or private company, as the case may be regularly trades or does business. **PROVIDED THAT** such contract or contracts do not relate to goods and materials the value of which, or services the cost of which, exceeds five thousand rupees in the aggregate in any year comprised in the period of the

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		contract or contracts.
		(b) Notwithstanding any contained in sub-clause (1) hereof, a Director, relative, firm partner or private company as aforesaid may, in circumstances of urgent necessity, enter without obtaining the consent of the Board, into any contract with the Company for the sale, purchase or supply of any goods, materials or services even if the value of such goods or cost of such services exceeds rupees five thousand in the aggregate in any year comprised in the period of the contract; but in such a case the consent of the Board shall be obtained at a Meeting within three months of the date on which the contract was entered into. (c) Every consent of the Board required under this Article shall be accorded by are solution passed at a meeting of the Board required under clause and the same shall not be deemed to have been given within the meaning of that clause unless the consent is accorded before the contract is entered into or within three months of the data on which was entered into
		(d) If consent is not accorded to any contract under this Article, anything done in pursuance of the contract will be voidable at the option of the Board. (e) The Directors, so contracting or being so interested shall not be liable to the Company for any profit realized by any such contract or the fiduciary relation there by established.
Disclosure to the Members of Directors' interest in contract appointing Managers, managing Director or Whole-time Director	156	When the Company:- (a) enters into a contract for the appointment of a Managing Director or Whole-time Director in which contract any Director of the Company is whether directly or indirectly, concerned or interested; or (b) varies any such contract already in existence and in which a Director is concerned or interested as aforesaid, the provisions of Section 190 of the Companies Act, 2013 shall be complied with.
Directors of interest General notice of disclosure	157	(a) A Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract entered into or to be entered into by or on behalf of the Company shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in Section 184 of the Companies Act, 2013. (b) A general notice, given to the Board by the Director to the effect that he is a director or is a member of a specified body corporate or is a member of a specified firm under Sections 184 of the Companies Act, 2013 shall expire at the end of the financial year in which it shall be given but may be renewed for a further period of one financial year at a time by fresh notice given in thelast month of the financial year in which it would have otherwise expired. Nosuch general notice and no renewal thereof shall be of effect unless, either it is given at a meeting of the Board or the Director concerned takes reasonable steps to secure that is brought up and read at the first meeting of the Board

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		after it is given.
Directors and Managing Director may contract with Company	158	Subject to the provisions of the Act the Directors (including a Managing Director and Whole time Director) shall not be disqualified by reason of his or their office as such from holding office under the Company or from contracting with the Company either as vendor, purchaser, lender, agent, broker, lessor or lessee or otherwise, nor shall any such contract or any contracts or arrangement entered into by or on behalf of the Company with any Director or with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting be liable to account to the Company for any profit realized by such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established, but it is declared that the nature of his interest shall be disclosed as provided by Section 184 of the Companies Act, 2013 and in this respect all the provisions of Section 184 and 189 of the Companies Act, 2013 shall be duly observed and complied with.
Disqualification of the Director	159	A person shall not be capable of being appointed as a Director of the Company if:- (a) he has been found to be of unsound mind by a Court of competent jurisdiction and the finding is in force; (b) he is an un-discharged insolvent; (c) he has applied to be adjudged an insolvent and his application is pending; (d) he has been convicted by a Court of any offence involving moral turpitude sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed form the date of expiry of the sentence; (e) he has not paid any call in respect of Shares of the Company held by him whether alone or jointly with others and six months have lapsed from the last day fixed for the payment of the call; or (f) an order disqualifying him for appointment as Director has been passed by a Court, unless the leave of the Court has been obtained for his appointment.
Vacation of office by Directors	160	The office of Director shall become vacant if:- (a) he is found to be of unsound mind by a Court of competent jurisdiction; or (b) he applies to be adjudged an insolvent; or (c) he is adjudged an insolvent; or (d) he is convicted by a Court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for less than six months; or (e) he fails to pay any call in respect of Shares of the Company held by him, whether alone or jointly with others within six months from the last date fixed for the payment of the call unless the Central Government, by a notification in the Official Gazette removes the disqualification incurred by such failure; or (f) absents himself from three consecutive meetings of the Board of Directors, or from all meetings of the Board for a continuous period of three months, whichever is longer, without obtaining leave of absence from the Board; or (g) he (whether by himself or by any person for his benefit or on his account or any firm in which he is a partner or any private company of which he is a director), accepts a loan, or any guarantee or security for a loan, from the

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		Company in contravention of Section 185 of the Companies Act, 2013; or (h) he being in any way whether directly or indirectly concerned or interested in a contract or arrangement or proposed contract or arrangement, entered into or to be entered into by or on behalf of the Company fails to disclose the nature ofhis concern or interest at a meeting of the Board of Directors as required by Section 184 of the Companies Act, 2013; or (i) he is removed by an Ordinary Resolution of the Company before the expiry of his period of notice; or (j) if by notice in writing to the Company, he resigns his office, or (k) having been appointed as a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company.
Vacation of office by Directors (contd.)	161	Notwithstanding anything contained in sub-clauses (c), (d) and (i) of Article 160 hereof, the disqualification referred to in these clauses shall not take effect: (a) for thirty days from the date of the adjudication, sentence or order; (b) where any appeal or petition is preferred within thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed of; or (c) where within the seven days aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and the appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed of.
Removal of Directors	162	(a) The Company may subject to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and these Articles by Ordinary Resolution remove any Director not being a Director appointed by the Central Government in pursuance of Section 242 of the Companies Act, 2013 before the expiry of his period of office. (b) Special Notice as provided by these Articles or Section 115 of the Companies Act, 2013 shall be required of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the Meeting at which he is removed.
		(c) On receipt of notice of a resolution to remove a Director under this Article; the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a Member of a Company) shall be entitled tobe heard on the resolution at the Meeting. (d) where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations inwriting to the Company (not exceeding reasonable length) and requests their notification to Members of the Company, the Company shall, unless the representations are, received by it too late for it to do so: i. in the notice of the resolution given to the Members of the Company state the fact of the representations having been made, and ii. send a copy of the representations to every Member of the Company to whom notice of the Meeting is sent (before or after the representations by

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		the Company) and if a copy of the representations is not sent as aforesaid because they were received too late\or because of the Company's default, the Director may (without prejudice to his right to be heard orally) require that the representation shall be read out at the Meeting: Provided that copies of the representation need not be sent or read out at the Meeting if, on the application either of the Company or of any other person who claims to be aggrieved, the Court is satisfied that the rights concerned by this sub-clause are being abused to secure needless publicity for defamatory matter.
		(e) A vacancy created by the removal of the Director under this Article may, if he had been appointed by the Company in General Meeting or by the Board, in pursuance of Article 153 or Section 161 of the Companies Act, 2013 be filled by the appointment of another Director in his place by the Meeting at which he is removed, provided special notice of the intended appointment has been given under clause (b) hereof. A Director so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforesaid. (f) If the vacancy is not filled under sub-clause (e) hereof, it may be filled as a casual vacancy in accordance with the provisions, in so far as they are applicable of Article 148 or Section 161 of the Companies Act, 2013 and all the provisions of that Article and Section shall apply accordingly Provided that the Director who was removed from office under this Article shall not be re-appointed as a Director by the Board of Directors.\ (g) Nothing contained in this Article shall be taken:- i. as depriving a person removed hereunder of any compensation of damages payable to him in respect of the termination of his appointment as Director, or ii. as derogating from any power to remove a Director which may exist apart from this Article.
Interested Directors not to participate or vote in Board‘s proceedings	163	No Director shall as a Director take part in the discussion of or vote on any contract arrangement or proceedings entered into or to be entered into by or on behalf of the Company, if he is in any way, whether directly or indirectly, concerned or interested in such contract or arrangement, not shall his presence count for the purpose of forming a quorum at the time of any such discussion or voting, and if he does vote, his vote shall be void. Provided however, that nothing herein contained shall apply to:- (a) any contract of indemnity against any loss which the Directors, or any one or more of them, may suffer by reason of becoming or being sureties or a surety for the Company; (b) any contract or arrangement entered into or to be entered into with a public company or a private company which is a subsidiary of a public company in which the interest of the Director consists solely; i. in his being:

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		(a) a director of such company; and (b) the holder of not more than shares of such number of value therein as is requisite to qualify him for appointment as a director, thereof, he having been nominated as director by the company, or ii. in his being a member holding not more than two percent of its paid-up share capital.
Director may be director of companies promoted by the Company	164	A Director may be or become a director of any company promoted by the Company, or in which it may be interested as a vendor, shareholder, or otherwise and no such Director shall be accountable for any benefit received as director or shareholder of such company except in so far Section 197 or Section 188 of the Companies Act, 2013 may be applicable.
ROTATION AND APPOINTMENT OF DIRECTORS		
Rotation of Directors	165	Not less than two third of the total number of Directors shall: (a) Be persons whose period of the office is liable to termination by retirement by rotation and (b) Save as otherwise expressly provided in the Articles be appointed by the Company in General Meeting.
Retirement of Directors	166	Subject to the provisions of Articles 145 and 147, the non-retiring Directors should be appointed by the Board for such period or periods as it may in its discretion deem appropriate.
Retiring Directors	167	Subject to the provisions of Section 152 of the Companies Act, 2013 and Articles 143 to 154, at every Annual General Meeting of the Company, one- third or such of the Directors for the time being as are liable to retire by rotation; or if their number is not three or a multiple of three the number nearest to one-third shall retire from office. The Debenture Directors, Nominee Directors, Corporation Directors, Managing Directors if any, subject to Article 180, shall not be taken into account in determining the number of Directors to retire by rotation. In these Articles a "Retiring Director" means a Director retiring by rotation.
Appointment of Technical or Executive Directors	168	(a) The Board of Directors shall have the right from time to time to appoint any person or persons as Technical Director or Executive Director/s and remove any such persons from time to time without assigning any reason whatsoever. A Technical Director or Executive Director shall not be required to hold any qualification shares and shall not be entitled to vote at any meeting of the Board of Directors. (b) Subject to the provisions of Section 161 of the Companies Act, 2013 if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.
Ascertainment of Directors retiring by	169	Subject to Section 152 of the Companies Act, 2013 the Directors retiring by rotation under Article 167 at every Annual General Meeting shall be those, who have been longest in office since their last appointment, but as between those

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rotation and filling of vacancies		who became Directors on the same day, those who are to retire shall in default of and subject to any agreement amongst themselves be determined by the lot.
Eligibility for re-election	170	A retiring Director shall be eligible for re-election and shall act as a Director throughout and till the conclusion of the Meeting at which he retires.
Company to fill vacancies	171	At the General Meeting, at which a Director retires as aforesaid, the Company may fill up the vacancy by appointing the retiring Director or some other person thereto.
Provision in default of appointment	172	(a) If the place of retiring Director is not so filled up and the Meeting has not expressly resolved not to fill the vacancy, the Meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day isa public holiday, till the next succeeding day which is nota public holiday, at the same time and place. (b) If at the adjourned Meeting also, the place of the retiring Director is not filled up and the Meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned Meeting, unless: i. at that Meeting or the previous Meeting a resolution for the re- appointment of such Director has been put to the Meeting and lost. ii. the retiring Director has by a notice in writing addressed to the Company or its Board of Directors expressed his unwillingness to be sore-appointed. iii. he is not qualified or is disqualified for appointment. iv. a resolution, whether Special or Ordinary is required for his appointment or re-appointment by virtue of any provisions of the Act, or v. section 162 of the Companies Act, 2013 is applicable to the case.
Company may increase or reduce the number of Directors or remove any Director	173	Subject to the provisions of Section 149 and 152 of the Companies Act, 2013 the Company may by Ordinary Resolution from time to time, increase or reduce the number of Directors and may alter qualifications.
Appointment of Directors to be voted individually	174	(a) No motion, at any General Meeting of the Company shall be made for the appointment of two or more persons as Directors of the Company by a single resolution unless a resolution that it shall be so made has been first agreed to by the Meeting without any vote being given against it. (b) A resolution moved in contravention of clause (a) hereof shall be void, whether or not objection was taken at the time of its being so moved, provided where a resolution so moved has passed no provisions or the automatic re- appointment of retiring Directors in default of another appointment as therein before provided shall apply. (c) For the purposes of this Article, a motion for approving a person's appointment, or for nominating a person for appointment, shall be treated as a motion for his appointment.
Notice of	175	1) No person not being a retiring Director shall be eligible for election to the

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candidature for office of Directors except in certain cases		office of Director at any General Meeting unless he or some other Member intending to propose him has given at least fourteen days' notice in writing under his hand signifying his candidature for the office of a Director or the intention of such person to propose him as Director for that office as the case may be, along with a deposit of one lakh rupees or such higher amount as may be prescribed which shall be refunded to such person or, as the case may be, to such Member, if the person succeeds in getting elected as a Director or gets more than twenty-five per cent. of total valid votes cast either on show of hands or on poll on such resolution. 2) The Company shall inform its Members of the candidature of the person for the office of Director or the intention, of a Member to propose such person as candidate for that office in such manner as may be prescribed. 3) Every person (other than Director retiring by rotation or otherwise or a person who has left at the office of the Company a notice under Section 160 of the Companies Act, 2013 signifying his candidature for the office of a Director) proposed as a candidate for the office a Director shall sign and file with the Company his consent in writing to act as a Director, if appointed. 4) A person other than: (a) a Director appointed after retirement by rotation or immediately on the expiry of his term of office, or (b) an Additional or Alternate Director or a person filling a casual vacancy in the office of a Director under Section 161 of the Companies Act, 2013 appointed as a Director or re-appointed as an additional or alternate Director, immediately on the expiry of his term of office shall not act as a Director of the Company unless he has within thirty days of his appointment signed and filled with the Registrar his consent in writing to act as such Director.
Disclosure by Directors of their holdings of their Shares and debentures of the Company	176	Every Director and every person deemed to be Director of the Company by virtue of Section 170 of the Companies Act, 2013 shall give notice to the Company of such matters relating to himself as may be necessary for the purpose of enabling the Company to comply with the provisions of that Section. Any such notice shall be given in writing and if it is not given at a meeting of the Board the person giving the notice shall take all reasonable steps to secure that it is brought up and read at the next meeting of the Board after it is given.
Votes of Body Corporate	177	A body corporate, whether a company within the meaning of the Act or not, which is a member of the Company, may by resolution of its Board of Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the company or at any meeting of any class of members of the company and the persons so authorized shall be entitled to exercise the same rights and power (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise as ifit were an individual member of the company and the production of a copy of the Minutes of such resolution certified by a director or the copy of the Minutes of such resolution certified by a Director or the Secretary of such body corporate as being a true copy of the Minutes of such resolution shall be accepted as sufficient evidence of the validity

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		of the said representative's appointment and of his right to vote.
		MANAGING DIRECTOR
Powers to appoint Managing Director	178	Subject to the provisions of Section 196 and 203 of the Companies Act, 2013 the Board may, from time to time, appoint one or more Directors to be Managing Director or Managing Directors or Whole-time Directors of the Company, for a fixed term not exceeding five years as to the period for which he is or they are to hold such office, and may, from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places. The Managing Director shall perform such functions and exercise such powers as are delegated to him by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013 and Companies Act, 1956, to the extent applicable. Subject to the provisions of Section 152 of the Companies Act, 2013 the Managing Director shall not be, while he continues to hold that office, subject to retirement by rotation.
Remuneration of Managing Director	179	Subject to the provisions of Sections 196 and 197 of the Companies Act, 2013 a Managing Director shall, in addition to any remuneration that might be payable to him as a Director of the Company under these Articles, receive such remuneration as may from time to time be approved by the Company.
Special position of Managing Director	180	Subject to any contract between him and the Company, a Managing or Whole-time Director shall not, while he continues to hold that office, be subject to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire but (subject to the provision of any contract between him and the Company), he shall be subject to the same provisions as to resignation and removal as the Directors of the Company and shall, ipso facto and immediately, cease to be a Managing Director if he ceases to hold the office of Director from any cause.
Powers of Managing Director	181	The Director may from time to time entrust to and confer upon a Managing Director or Whole-time Director for the time being such of the powers exercisable under these provisions by the Directors, as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions, as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and from time to time, revoke, withdraw, alter, or vary all or any of such powers.
	182	The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Whole-time Director or Whole- time Directors of the Company and may exercise all the powers referred to in these Articles.
	183	Receipts signed by the Managing Director for any moneys, goods or property received in the usual course of business of the Company or for any money, goods, or property lent to or belonging to the Company shall be an official

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		discharge on behalf of and against the Company for the money, fundsorpropertywhichinsuchreceiptsshallbeacknowledgedtobereceivedandthe persons paying such moneys shall not be bound to see to the application or be answerable for any misapplication thereof. The Managing Director shall also have the power to sign, accept and endorse cheques on behalf of the Company.
	184	The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.
	185	Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.
Appointmentand powers of Manager	186	The Board may, from time to time, appoint any person as Manager (under Section 2(53) of the Companies Act, 2013) to manage the affairs of the Company. The Board may from time to time entrust to and confer upon a Manager such of the powers exercisable under these Articles by the Directors, as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient.
WHOLE TIME DIRECTOR		
Power to appoint Whole-Time Director and/or Whole-time Directors	187	Subject to the provisions of the Act and of these Articles, the Board may from time to time with such sanction of the Central Government as may be required bylaw appoint one or more of its Director/s or other person/s as Whole-Time Director or Whole-Time Directors of the Company out of the Directors/persons nominated under Article only either for a fixed term that the Board may determine or permanently for life time upon such terms and conditions as the Board may determine and thinks fit. The Board may by ordinary resolution and/or an agreement/s vest in such Whole-Time Director or Whole Time Directors such of the powers, authorities and functions hereby vested in the Board generally as it thinks fit and such powers may be made exercisable and for such period or periods and upon such conditions and subject to such restrictions as it may be determined or specified by the Board and the Board has the powers to revoke, withdraw, alter or vary all or any of such powers and/or remove or dismiss him or them and appoint another or others in his or their place or places again out of the Directors/persons nominated under Article 188 only. The Whole Time Director or Whole Time Directors will be entitled for remuneration as may be fixed and determined by the Board from time to time either by way of ordinary resolution or a Court act/s or an agreement/s under such terms not expressly prohibited by the Act.
To what	188	Subject to the provisions of Section 152 of the Companies Act, 2013 and these

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provisions Whole time Directors shall subject		Articles, a Whole Time Director or Whole Time Directors shall not, while he/they continue to hold that office, be liable to retirement by rotation but (subject to the provisions of any contract between him/they and the Company) he/they shall be subject to the same provision as to resignation and removal as the other Directors and he/they shall ipso facto and immediately ceases or otherwise cease to hold the office of Director/s for any reason whatsoever save that if he/they shall vacate office whether by retirement, by rotation or otherwise under the provisions of the Act in any Annual General Meeting and shall be re- appointed as a Director or Directors at the same meeting he/they shall not by reason only of such vacation, cease to be a Whole Time Director or Whole Time Directors.
Seniority of Whole Time Director and Managing Director	189	If at any time the total number of Managing Directors and Whole Time Directors is more than one-third who shall retire shall be determined by and in accordance with their respective seniorities. For the purpose of this Article, the seniorities of the Whole Time Directors and Managing Directors shall be determined by the date of their respective appointments as Whole Time Directors and Managing Directors of the Company.
PROCEEDINGS OF THE BOARD OF DIRECTORS		
Meeting of Directors	190	The Directors may meet together as a Board for the dispatch of business from time to time, and unless the Central Government by virtue of the provisions of Section173 of the Companies Act, 2013 allow otherwise, Directors shall so meet at leastonce in every three months and at least four such Meetings shall be held in everyyear. The Directors may adjourn and otherwise regulate their Meetings as they think fit. The provisions of this Article shall not be deemed to have been contravened merely by reason of the fact that the meeting of the Board which hadbeen called in compliance with the terms of this Article could not be held for want of a quorum.
Quorum	191	(a) Subject to Section 174 of the Companies Act, 2013 the quorum for a meeting of the Board of Directors shall be one-third of its total strength (excluding Directors, if any, whose place may be vacant at the time and any fraction contained in that one third being rounded off as one) or two Directors whichever is higher. PROVIDED that where at any time the number of interested Directors at any meeting exceeds or is equal to two-third of the Total Strength, the number of the remaining Directors that is to say, the number of directors who are not interested present at the Meeting being not less than two shall be, the quorum during such time. (b) For the purpose of clause(a) i. "Total Strength" means total strength of the Board of Directors of the Company determined in pursuance of the Act after deducting there from number of the Directors if any, whose places may be vacant at the time, and ii. ‒Interested Directors‖ mean any Directors whose presence cannot by reason

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		of any provisions in the Act count for the purpose of forming a quorum at a meeting of the Board at the time of the discussion or vote on any matter.
Procedure when Meeting adjourned for want of quorum	192	If a meeting of the Board could not be held for want of quorum then, the Meeting shall automatically stand adjourned till the same day in the next week, at the same time and place, or if that day is a public holiday, till the next succeeding day which is not a public holiday at the same time and place, unless otherwise adjourned to a specific date, time and place.
Chairman of Meeting	193	The Chairman of the Board of Directors shall be the Chairman of the meetings of Directors, provided that if the Chairman of the Board of Directors is not present within five minutes after the appointed time for holding the same, meeting of the Director shall choose one of their members to be Chairman of such Meeting.
Question at Board meeting how decided	194	Subject to the provisions of Section 203 of the Companies Act, 2013 questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of any equality of votes, the Chairman shall have a second or casting vote.
Powers of Board meeting	195	A meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act, or the Articles for the time being of the Company which are vested in or exercisable by the Board of Directors generally.
Directors may appoint Committee	196	The Board of Directors may subject to the provisions of Section 179 and other relevant provisions of the Companies Act, 2013 and of these Articles delegate any of the powers other than the powers to make calls and to issue debentures to such Committee or Committees and may from time to time revoke and discharge any such Committee of the Board, either wholly or in part and either as to the persons or purposes, but every Committee of the Board so formed shall in exercise of the powers so delegated conform to any regulation(s) that may from time to time be imposed on it by the Board of Directors. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purpose of their appointments, but not otherwise, shall have the like force and effect, as if done by the Board.
Meeting of the Committee how to be governed	197	The meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding article. Quorum for the Committee meetings shall be two.
Circular resolution	198	(a) A resolution passed by circulation without a meeting of the Board or a Committee of the Board appointed under Article 197 shall subject to the provisions of sub-clause (b) hereof and the Act, be as valid and effectual as the resolution duly passed at a meeting of Directors or of a Committee duly called and held. (b) A resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation if the resolution has been circulated in draft together with necessary papers if any to all the Directors, or to all the members

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		of the Committee, then in India (not being less in number than the quorum fixed for a meeting of the Board or Committee as the case may be) and to all other Directors or members of the Committee at their usual addresses in India or to such other addresses outside India specified by any such Directors or members of the Committee and has been approved by such of the Directors or members of the Committee, as are then in India, or by a majority of such of them as are entitled to vote on the resolution.
Acts of Board or Committee valid notwithstanding defect in appointment	199	All acts done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered; that there was some defect in the appointment of one or more of such Directors or any person acting as aforesaid; or that they or any of them were disqualified or had vacated office or that the appointment of any of them is deemed to be terminated by virtue of any provision contained in the Act or in these Articles, be as valid as if every such person had been duly appointed and was qualified to be a Director; provided nothing in the Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.
POWERS OF THE BOARD		
General powers of management vested in the Board of Directors	200	The Board may exercise all such powers of the Company and do all such acts and things as are not, by the Act, or any other Act or by the Memorandum or by the Articles of the Company required to be exercised by the Company in General Meeting, subject nevertheless to these Articles, to the provisions of the Act, or any other Act and to such regulations being not inconsistent with the aforesaid Articles, as may be prescribed by the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
		Provided that the Board shall not, except with the consent of the Company in General Meeting :- (a) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking of the whole, or substantially the whole, of any such undertaking; (b) remit, or give time for the repayment of, any debt due by a Director, (c) invest otherwise than in trust securities the amount of compensation received by the Company in respect of the compulsory acquisition or any such undertaking as is referred to in clause (a) or of any premises or properties used for any such undertaking and without which it cannot be carried on or can be carried on only with difficulty or only after a considerable time;
		(d) borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company‘s bankers in the ordinary course of business), will exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specificpurpose; (e) contribute to charitable and other funds not directly relating to the business of

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		the Company or the welfare of its employees, any amounts the aggregate of which will, in any financial year, exceed fifty thousand rupees or five per cent of its average net profits as determined in accordance with the provisionsof Section 349 and 350 of the Act during the three financial years immediately preceding whichever is greater, provided that the Company in the General Meeting or the Board of Directors shall not contribute any amount to any political party or for any political purposes to any individual or body; i. Provided that in respect of the matter referred to in clause (d) and clause (e) such consent shall be obtained by a resolution of the Company which shall specify the total amount upto which moneys may be borrowed by the Board under clause (d) of as the case may be total amount which maybe contributed to charitable or other funds in a financial year under clause(e) ii. Provided further that the expression –temporary loans‖ in clause (d) above shall mean loans repayable on demand or within six months from the date of the loan such as short term cash credit arrangements, the discounting of bills and the issue of other short term loans of a seasonal character, but does not include loans raised for the purpose of financing expenditure of a capital nature.
Certain powers to be exercised by the Board only at Meetings	201	1) Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at the meeting of the Board; the power to make calls, on shareholders in respect of money unpaid on their Shares, the power to issue Debentures, the power to borrow moneys otherwise than on Debentures, (a) the power to invest the funds of the Company, and (b) the power to make loans Provided that the Board may, by resolution passed at a Meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company, the powers specified in sub- clause (c),(d) and (e) to the extent specified below. 2) Every resolution delegating the power referred to in sub-clause (1)(c) above shall specify the total amount outstanding at any one time, upto which moneys may be borrowed by the delegate. 3) Every resolution delegating the power referred to in sub-clause (1)(d) above shall specify the total amount upto which the funds of the Company may be invested, and the nature of the investments which may be made by the delegate. 4) Every resolution delegating the power referred to in sub-clause (1)(e) above shall specify the total amount upto which loans may be made and the maximum amount of loans which may be made for each such purpose in individual cases.

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Certain powers of the Board	202	Without prejudice to the general powers conferred by the last preceding Article and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the last preceding Article, it is hereby declared that the Directors shall have the following powers, that is to say, power: 1) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company. 2) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 76 and 208 of the Act. 3) Subject to Section 292 and 297 and other provisions applicable of the Act to purchase or otherwise acquire for the Company any property, right or privileges which the Company is authorized to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.
		4) At their discretion and subject to the provisions of the Act to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially in cash or in share, bonds, debentures, mortgages, or other securities of the Company, and any such Shares may be issued either as fully paid-up or with such amount credited as paid-up there on as may be agreed upon and any such bonds, debentures, mortgages or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged. 5) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit. 6) To accept from any Member, as far as may be permissible by law to a surrender of his Shares or any part thereof, on such terms and conditions as shall be agreed. 7) To appoint any person to accept and hold in trust for the Company any property belonging to the Company, in which it is interested, or for any other purpose and to execute and do all such deeds and things as may be required in relation to any trust, and to provide for the remuneration of such trustee or trustees. 8) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due and of any claim or demands by or against the Company and to refer any differences to arbitration and observe and perform any awards made thereon either according to Indian law or according to foreign law and either in India or abroad and to observe and perform or challenge any award made there on. 9) To act on behalf of the Company in all matters relating to bankruptcy and

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		insolvency, winding up and liquidation of companies. 10) To make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company. 11) Subject to the provisions of Sections 291, 292, 295, 370, 372 and all other applicable provisions of the Act, to invest and deal with any moneys of the Company not immediately required for the purpose thereof upon such security (not being Shares of this Company), or without security and in such manner as they may think fit and from time to time vary or realise such investments. Save as provided in Section 49 of the Act, all investments shall be made and held in the Company‘s own name. 12) To execute in the name and on behalf of the Company, in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company, such mortgages of the Company‘s property (present and future) as they think fit, and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon.
		13) To open bank account and to determine from time to time who shall be entitled to sign, on the Company‘s behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose. 14) To distribute by way of bonus amongst the staff of the Company a Share or Shares in the profits of the Company and to give to any Director, officer or other person employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as a part of the working expenses of the Company. 15) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 293(1)(e) of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise. 16) Before recommending any dividend, to set aside out of the profits of the Company such sums as they may think proper for depreciation or to depreciation fund, or to an insurance fund, or as reserve fund or any special fund to meet contingencies or to repay redeemable preference shares or debentures or debenture stock, or for special dividends or for equalising dividends or for repairing, improving, extending and maintaining any of the

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		property of the Company and for such other purposes (including the purpose referred to in the preceding clause), as the Board may in their absolute discretion, think conducive to the interest of the Company and subject to Section 292 of the Act, to invest several sums so set aside or so much thereof as required to be invested, upon such investments (other than Shares of the Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expend all or any such part thereof for the benefit of the Company, in such a manner and for such purposes as the Board in their absolute discretion, think conducive to the interest of the Company notwithstanding that the matters to which the Board apply or upon which they expend the same or any part thereof or upon which the capital moneys of the Company might rightly be applied or expended; and to divide the general reserve or reserve fund into such special funds as the Board may think fit with full power to transfer the whole or any portion of reserve fund or division of a reserve fund and with full power to employ the assets constituting all or any of the above funds, including the depreciation fund, in the business of the Company or in the purchase or repayment of redeemable preference shares or debentures or debenture stock, and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however, to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper.
		17) To appoint, and at their discretion, remove or suspend, such general managers, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisors, research workers, laborers, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties, and fix their salaries or emoluments or remuneration, and to require security in such instances and to such amount as they may think fit. And also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think and the provisions contained in the four next following sub-clauses shall be without prejudice to the general powers conferred by this sub-clause. 18) To appoint or authorize appointment of officers, clerks and servants for permanent or temporary or special services as the Board may from time to time think fit and to determine their powers and duties and to fix their salaries and emoluments and to require securities in such instances and of such amounts as the Board may think fit and to remove or suspend any such officers, clerks and servants. Provided further that the Board may delegate matters relating to allocation of duties, functions, reporting etc. of such persons to the Managing Director or Manager. 19) From time to time and at any time to establish any local Board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any person to be members of such local Boards, and

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		to fix their remuneration or salaries or emoluments. 20) Subject to Section 292 of the Act, from time to time and at any time to delegate to any person so appointed any of the powers, authorities and discretionsforthetimebeingvestedintheBoard,otherthantheirpowerto make calls or to make loans or borrow money, and to authorize the members for the time being of any such local Board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such terms and subject to such conditions as the Board may think fit, and Board may at any time remove any person so appointed, and may annul or vary any such delegation.
		21) At any time and from time to time by Power of Attorney under the Seal of the Company, to appoint any person or person to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and subject to the provisions of Section 292 of the Act) and for such period and subject to such conditions as the Board may from time to time think fit; and any such appointment may (if the Board thinks fit) be made in favour of any company, or the shareholders, directors, nominees, or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and such Power of Attorney may contain such powers for the protection or convenience of persons dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers authorities and discretions for the time being vested in them. 22) Subject to Sections 294 and 297 and other applicable provisions of the Act, for or in relation to any of the matters aforesaid or, otherwise for the purposesof the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and thingsin the name and on behalf of the Company as they may consider expedient. 23) From time to time to make, vary and repeal bye-laws for the regulations of the business of the Company, its officers and servants. 24) To purchase or otherwise acquire any land, buildings, machinery, premises, hereditaments, property, effects, assets, rights, credits, royalties, business and goodwill of any joint stock company carrying on the business which the Company is authorized to carry on in any part of India. 25) To purchase, take on lease, for any term or terms of years, or otherwise acquire any factories or any land or lands, with or without buildings and out- houses thereon, situated in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit. And in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.
		26) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as it may think proper all or any part of the buildings, machinery, goods, stores, produce and other movable property of

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		the Company, either separately or co jointly, also to insure all or any portion of the goods, produce, machinery and other articles imported or exported-by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power. 27) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how. 28) To sell from time to time any articles, materials, machinery, plants, stores and other articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products. 29) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient. 30) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on freehold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate. 31) To improve, manage, develop, exchange, lease, sell, resell and re- purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested. 32) To let, sell or otherwise dispose of subject to the provisions of Section 293 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit. 33) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid. 34) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.
MANAGEMENT		
Appointment of different categories of Key managerial personnel	203	The Company shall have the following whole-time key managerial personnel,— i. managing director, or Chief Executive Officer or manager and in their absence, ii. a whole-time director; iii. company secretary; and iv. Chief Financial Officer

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Same person may be Chairperson of the Board and MD/CEO	203A	The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.
		MINUTES
Minutes to be made	204	1) The Company shall cause minutes of all proceedings of General Meeting and of all proceedings of every meeting of the Board of Directors or every Committee thereof within thirty days of the conclusion of every such meeting concerned by making entries thereof in books kept for that purpose with their pages consecutively numbered. 2) Each page of every such books shall be initialed or signed and the last page of the record of proceedings of each Meeting in such books shall be dated and signed: (a) in the case of minutes of proceedings of a meeting of Board or of a Committee there of by the Chairman of the said meeting or the Chairman of the next succeeding meeting. (b) in the case of minutes of proceeding of the General Meeting, by the Chairman of the said meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period by a Director duly authorized by the Board for the purpose.
Minutes to be evidence of the proceeds Books of minutes of General Meeting to be kept	205	(a) The minutes of proceedings of every General Meeting and of the proceedings of every meeting of the Board or every Committee kept in accordance with the provisions of Section 118 of the Companies Act, 2013 shall be evidence of the proceedings recorded therein. (b) The books containing the aforesaid minutes shall be kept at the Registered Office of the Company and be open to the inspection of any Member without charge as provided in Section 119 and Section 120 of the Companies Act, 2013 and any Member shall be furnished with a copy of any minutes in accordance with the terms of that Section.
Presumptions	206	Where the minutes of the proceedings of any General Meeting of the Company or of any meeting of the Board or of a Committee of Directors have been kept in accordance with the provisions of Section 118 of the Companies Act, 2013 until the contrary is proved, the meeting shall be deemed to have been duly called and held, all proceedings thereat to have been duly taken place and in particular all appointments of Directors or Liquidators made at the meeting shall be deemed to be valid.
		THE SECRETARY
Secretary	207	The Directors may from time to time appoint, and at their discretion, remove any individual, (hereinafter called ‒the Secretary‖) to perform any functions, which by the Act are to be performed by the Secretary, and to execute any other ministerial or administrative duties, which may from time to time be assigned to the Secretary by the Directors. The Directors may also at any time appoint some

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		person (who need not be the Secretary) to keep the registers required to be kept by the Company. The appointment of Secretary shall be made according to the provisions of the Companies Act, read with rules made thereunder.
The Seal, its custody and use	208	(a) The Board shall provide for the safe custody of the seal. (b) 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 one director 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 CAPITALISATION OF RESERVES		
Division of profits	209	(a) 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 paidbut if and so long as nothing is paid upon any of Share in the Company, dividends may be declared and paid according to the amounts of the Shares; (b) No amount paid or credited as paid on a Share in advance of calls shall be treated for the purpose of this Article as paid on the Shares.
The Company at General Meeting may declare dividend	210	The Company in General Meeting may declare dividends, to be paid to Members according to their respective rights and interest in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Companies Act, 2013 but no dividends shall exceed the amount recommended by the Board of Directors. However, the Company may declare a smaller dividend than that recommended by the Board in General Meeting.
Dividends out of profits only	211	No dividend shall be payable except out of profits of the Company arrived at the manner provided for in Section 123 of the Companies Act, 2013.
Interim Dividend	212	The Board of Directors may from time to time pay to the Members such interim dividends as in their judgment the position of the Company justifies.
Debts may be deducted	213	(a) The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists. (b) The Board of Directors may retain the dividend payable upon Shares in respect of which any person is, under the Transmission Article, entitled to become a Member or which any person under that Article is entitled to transfer until such person shall become a Member or shall duly transfer the same.
Capital paid-up in advance to carry interest, not the right to earn dividend	214	Where the capital is paid in advance of the calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to dividend or to participate in profits.

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Dividends in proportion to amounts paid-up	215	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 provided that it shall rank for dividends as from a particular date such Share shall rank for dividend accordingly.
No Member to receive dividend while indebted to the Company and the Company's right in respect thereof	216	No Member shall be entitled to receive payment of any interest or dividend or bonus in respect of his Share or Shares, whilst any money may be due or owing from him to the Company in respect of such Share or Shares (or otherwise however either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend to any Member all such sums of money so due from him to the Company.
Effect of transfer of Shares	217	A transfer of Shares shall not pass the right to any dividend declared therein before the registration of the transfer.
Dividend tojoint holders	218	218.Any one of several persons who are registered as joint holders of any Shares may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such Shares.
Dividend how remitted	219	The dividend payable in cash may be paid by cheque or warrant sent through post directly to registered address of the shareholder entitled to the payment of the dividend or in 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. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transit or for any dividend lost, to the Member or person entitled there to by forged endorsement of any cheque or warrant or forged signature on any pay slip or receipt or the fraudulent recovery of the dividend by any other means.
Notice of dividend	220	Notice of the declaration of any dividend whether interim or otherwise shall be given to the registered holders of Share in the manner herein provided.
Reserves	221	The Directors may, before recommending or declaring any dividend set aside out of the profits of the Company such sums as they think proper as reserve or reserves, which shall, at the discretion of the Directors, be applicable for meeting contingencies or for any other purposes to which the profits of the Company may be properly applied 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 Directors may from time to time think fit.
Dividend to be paid within time	222	The Company shall pay the dividend, or send the warrant in respect thereof to the shareholders entitled to the payment of dividend, within such time as may be required by law from the date of the declaration unless:-where the dividend could

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required by law.		not be paid by reason of the operation on any law; or where a shareholder has given directions regarding the payment of the dividend and those directions cannot be complied with; or where there is dispute regarding the right to receive the dividend; or where the dividend has been lawfully adjusted by the Company against any sum due to it from shareholder; or where for any other reason, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.
Unpaid or unclaimed dividend	223	Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, to any shareholder entitled to the payment of dividend, the Company shall within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty days, to a special account to be opened by the Company in that behalf in any scheduled bank, to be called –Nupur Recyclers Limited (year)Unpaid Dividend Account‖. 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 section 125 of the Companies Act,2013. No unclaimed or unpaid divided shall be forfeited by the Board.
Set-off of calls against dividends	224	Any General Meeting declaring a dividend may on the recommendation of the Directors make a call on the Members of such amount as the Meeting fixes but so that the call on each Member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend, and the dividend may, if so arranged between the Company and the Members, be set off against the calls.
Dividends incash	225	No dividends shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalisation of the profits or reserves of the Company for the purpose of issuing fully paid up bonus Shares or paying up any amount for the time being unpaid on any Shares held by Members of the Company.
Capitalisation	226	1) The Company in General Meeting may, upon the recommendation of the Board, resolve: (a) That is desirable to capitalise any part of the amount for the time being standing to the credit 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 amongst the Members who would have been entitled thereto, if distributed by way of dividend and in the same proportion. 2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in clause (3) either in or towards; (a) paying up any amount for the time being unpaid on any Shares held by such Members respectively, or (b) paying up in full unissued Shares of the Company to be allocated and distributed, credited as fully paid up, to and amongst Members in the proportion aforesaid, or

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		(c) partly in the way specified in sub clause (a) and partly in that specified in sub-clause(b) 3) A security premium account and capital redemption reserve account may, for the purpose of this Article, only be applied in the paying up of un issued Shares to be issued to Members of the Company as fully paid bonus shares.
Board to give effect	227	The Board shall give effect to the resolution passed by the Company in pursuance of above Article.
Fractional certificates	228	1) Whenever such a resolution as aforesaid shall have been passed, the Board shall; a. make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid Shares and b. Generally do all acts and things required to give effect thereto. 2) The Board shall have full power: a. to make such provision by the issue of fractional cash certificate or by payment in cash or otherwise as it thinks fit, in the case of Shares becoming distributable in fractions, also 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 thereof of the respective proportions of the profits resolved to be capitalized of the amounts remaining unpaid on their existing Shares. 3) Any agreement made under such authority shall be effective and binding on all such Members. 4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any question or difficulties that mayariseinregardtoanyissueincludingdistributionofnewSharesandfractional certificates as they think fit.
ACCOUNTS		
Books to be kept	229	1) The Company shall keep at its Registered Office proper books of account as would give a true and fair view of the state of affairs of the Company or its transactions with respect to: a. all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place b. all sales and purchases of goods by the company c. the assets and liabilities of the Company and d. if so required by the Central Government, such particulars relating to utilisation of material or labour or to other items of cost as may be prescribed by the Government Provided that all or any of the books of account aforesaid may be kept at such other place in India as the Board of Directors may decide and when the Board of

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		Directors so decides the Company shall within seven days of the decision file with the Registrar a notice in writing giving the full address of that other place. 2) Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with the provisions of clause if proper books of account relating to the transaction effected at the branch are kept at that office and proper summarised returns, made upto date at intervals of not more than three months, are sent by the branch office to the Company at its Registered Office or the other place referred to in sub-clause(1). The books of accounts and other books and papers shall be open to inspection by any Director during business hours.
Inspection by Members	230	No Members (not being a Director) shall have any right of inspecting any account books or documents of the Company except as allowed by law or authorized by the Board.
Statements of accounts to be furnished to General Meeting	231	The Board of Directors shall from time to time in accordance with Sections 129, 133, and 134 of the Companies Act, 2013, cause to be prepared and laid before each Annual General Meeting a profit and loss account for the financial year of the Company and a balance sheet made up as at the end of the financial year which shall be a date which shall not precede the day of the Meeting by more than six months or such extended period as shall have been granted by the Registrar under the provisions of the Act.
Right of Members or others to copies of balance sheet and Auditors' report and statement under Section136	232	1) The Company shall comply with the requirements of Section 136 of the Companies Act,2013. 2) The copies of every balance sheet including the Profit & Loss Account, the Auditors' Report and every other document required to be laid before the Company in General Meeting shall be made available for inspection at the Registered Office of the Company during working hours for a period of 21 days before the Annual General Meeting. 3) A statement containing the salient features of such documents in the prescribed form or copies of the documents aforesaid, as the Company may deem fit will be sent to every Member of the Company and to every trustee of the holders of any Debentures issued by the Company not less than 21 days before the date of the Meeting.
Accounts to be audited	233	Once at least in every year the accounts of the Company shall be examined, balanced and audited and the correctness of the profit and loss Account and the balance sheet ascertained by one or more Auditor or Auditors.
Appointment of Auditors	234	1) Auditors shall be appointed and their qualifications, rights and duties regulated in accordance with Section 139 to 146 of the Companies Act, 2013. 2) The Company shall at each Annual General Meeting appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting. The company shall place the matter relating to such appointment for ratification by members at every annual general meeting. The company shall also inform the auditor concerned of his or its appointment, and also file a notice of such appointment with the Registrar

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		within fifteen days of the meeting in which the auditor is appointed. 3) The company or shall not appoint or re-appoint- (a) an individual as auditor for more than one term of five consecutive years; and (b) an audit firm as auditor for more than two terms of five consecutive years: Provided that— i. an individual auditor who has completed his term under clause (a) shall not be eligible for re-appointment as auditor in the same company for five years from the completion of his term; ii. an audit firm which has completed its term under clause (b), shall not be eligible for re-appointment as auditor in the same company for five years from the completion of suchterm: 4) Subject to the provisions of Clause (1) and the rules made thereunder, a retiring auditor may be re-appointed at an annual general meeting, if— (a) he is not disqualified for re-appointment; (b) he has not given the company a notice in writing of his unwillingness to be re-appointed; and (c) a special resolution has not been passed at that meeting appointing some other auditor or providing expressly that he shall not be re-appointed. 5) Where at any annual general meeting, no auditor is appointed or re- appointed, the existing auditor shall continue to be the auditor of the company. 6) Any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days, but if such casual vacancy is as a result of the resignation of an auditor, such appointment shall also be approved by the company at a general meeting convened within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting. 7) Special notice shall be required for a resolution at an annual general meeting appointing as auditor a person other than a retiring auditor, or providing expressly that a retiring auditor shall not be re-appointed, except where the retiring auditor has completed a consecutive tenure of five years or, as the case may be, ten years, as provided under Clause(3).
Accounts when audited and approved to be conclusive except as to errors discovered within 3 months	235	Every account when audited and approved by a General Meeting shall be conclusive except as regards any errors discovered therein within the next three months after the approval thereof. Whenever any such error is discovered within that period, the account shall be corrected, and amendments effected by the Directors in pursuance of this Article shall be placed before the Members in General Meeting for their consideration and approval and, on such approval, shall be conclusive.
DOCUMENTS AND NOTICES		
To whom documents	236	Document or notice of every Meeting shall be served or given on or to (a) every Member (b) every person entitled to a Share in consequence of the death or

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must be served or given		insolvency of a Member and (c) the Auditor or Auditors for the time being of the Company
Members bound by documents or notices served on or given to previous holders	237	Every person, who by operation of law, transfer or other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such Share, which prior to his name and address being entered in the Register of Members shall have been duly served on or given to the person from whom he derived, his title to such Share.
Service of documents onthe Company	238	A document may be served on the Company or an officer thereof by sending it to the Company or officer at the Registered Office of the Company by post under acertificate of posting or by registered post or by leaving it at its Registered Office.
Authentication of documents and proceedings	239	Save as otherwise expressly provided in the Act, a document or proceedings requiring authentication by the Company may be signed by a Director, the Managing Director, or the Secretary or other authorized officer of the Company and need not be under the Seal of the Company.
REGISTERS AND DOCUMENTS		
Registers and documents to be maintained by the Company	240	The Company shall keep and maintain registers, books and documents required by the Act or these Articles, including the following: (a) Register of investments made by the Company but not held in its own name, as required by Section 187 of the Companies Act,2013 (b) Register of mortgages and charges as required by Section 85 of the Companies Act, 2013 and copies of instruments creating any charge requiring registration according to Section 85 of the Companies Act, 2013. (c) Register and index of Members and debenture holders as required by Section 88 of the Companies Act,2013. (d) Foreign register, if so thought fit, as required by Section 88 of the Companies Act,2013. (e) Register of contracts, with companies and firms in which Directors are interested as required by Section 189 of the Companies Act, 2013. (f) Register of Directors and Secretaries etc. as required by Section 170 of the Companies Act, 2013. (g) Register as to holdings by Directors of Shares and/or Debentures in the Company as required by Section 170 of the Companies Act,2013. (h) Register of investments made by the Company in Shares and Debentures of the bodies corporate in the same group as required by Section 186 of the Companies Act,2013. (i) Copies of annual returns prepared under Section 92 of the Companies Act, 2013 together with the copies of certificates and documents required to be annexed thereto under Section 92 of the Companies Act,2013.
Inspection of Registers	241	The registers mentioned in clauses (f) and (i) of the foregoing Article and the minutes of all proceedings of General Meetings shall be open to inspection and extracts may be taken therefrom and copies thereof may be required by any

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		Member of the Company in the same manner to the same extent and on payment of the same fees as in the case of the Register of Members of the Company provided for in clause (c) thereof. Copies of entries in the registers mentioned in the foregoing article shall be furnished to the persons entitled to the same on such days and during such business hours as may be consistent with the provisions of the Act in that behalf as determined by the Company in General Meeting.
		WINDING UP
Distribution of assets	242	242.If the Company shall be wound up, and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in the proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up, on the Shares held by them respectively, and if in the winding up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the Members in proportion to the capital at the commencement of the winding up, paid up or which ought to have been paid up on the Shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of Shares issued upon special terms and conditions.
Distribution in specie or kind	243	(a) If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of a Special Resolution, divide amongst the contributories in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidator, with the like sanction, shall thinkfit. (b) If thought expedient any such division may subject to the provisions of the Act be otherwise than in accordance with the legal rights of the contributions (except where unalterably fixed by the Memorandum of Association and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories, shall be determined on any contributory who would be prejudicial thereby shall have a right to dissent and ancillary rights as if such determination were a Special Resolution passed pursuant to Section 494 of the Act. (c) In case any Shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said Shares may within ten days after the passing of the Special Resolution by notice in writing direct the Liquidator to sell his proportion and pay him the net proceeds and the Liquidator shall, if practicable act accordingly.
Right of shareholders in case of sale	244	A Special Resolution sanctioning a sale to any other Company duly passed pursuant to Section 319 of the Companies Act, 2013 may subject to the provisions of the Act in like manner as aforesaid determine that any Shares or other consideration receivable by the liquidator be distributed against the

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		Members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the Members subject to the rights of dissent and consequential rights conferred by the said sanction.
Directors and others right to indemnity	245	Every Director or officer, or servant of the Company or any person (whether an officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors, out of the funds of the Company to pay all costs, charges, losses and damages which any such person may incur or become liable to pay by reason of any contract entered into or any act, deed, matter or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his dutiesor supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act, neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions against all liabilities incurred by him as such Director, officer or Auditor or other office of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favour, or in which he is acquitted or in connection with any application under Section 463 of the Companies Act, 2013 in which relief is granted to him by the Court.
Director, officer not responsible for acts of others	246	Subject to the provisions of Section 201 of the Act, no Director, Auditor or other officer of the Company shall be liable for the acts, receipts, neglects, or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of the title to any property acquired by order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested for any loss or damages arising from the insolvency or tortuous act of any person, firm or Company to or with whom any moneys, securities or effects shall be entrusted or deposited or any loss occasioned by any error of judgment, omission, default or oversight on his part of for any other loss, damage, or misfortune whatever shall happen in relation toexecution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.
SECRECY CLAUSE		
Secrecy Clause	247	Every Director/Manager, Auditor, treasurer, trustee, member of a committee, officer, servant, agent, accountant or any other person-employed in the business of the Company shall, if so required by the Director, before entering upon his duties, sign a declaration pledging himself, to observe a strict secrecy respecting all transactions and affairs of the Company with the Company customers and the state of the accounts with individuals and in matter thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in discharge of his duties except when required to do so by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.
No Member	248	No Member or other person (not being a Director) shall be entitled to visit or

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to enter the premises of the Company without permission		inspect any property or premises of the Company without the permission of the Board of Directors or Managing Director, or to inquire discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be in expedient in the interest of the Company to disclose.
GENERAL		
General Power	249	Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

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SECTION X- OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by ourCompany or contracts entered into more than two (2) years before the date of filing of this Prospectus)which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Prospectus to be delivered to the RoC forfiling and also the documents for inspection referred to hereunder, may be inspected at the Registered office:Plot No. 5, G/F,Kh No. 12/8 & 12/9Kh-12, Arjun Gali New Mandoli Industrial Area Near Shri Ram Bal BhartiPublic School North East Delhi 110093 from the date of filing this Prospectus with RoC to Issue ClosingDate on working days from 10.00 a.m. to 5.00 p.m.

MATERIAL CONTRACTS

1. Issue Agreement dated October 06, 2021 between our company and the Lead Manager.
2. Agreement dated October 06, 2021 between our company and the Registrar to the Issue.
3. Public Issue Agreement dated October 06, 2021 among our Company, the Lead Manager, The Banker to the Issue/Public Issue Bank/Sponsor Bank, and the Registrar to the Issue.
4. Underwriting Agreement dated October 06, 2021 between our company and the Underwriters.
5. Market making Agreement dated November 26, 2021 between our company, the Lead Manager and the Market Maker.
6. Agreement among NSDL, our company and the registrar to the issue dated October 29, 2021.
7. Agreement among CDSL, our company and the registrar to the issue dated October 28, 2021.

MATERIAL DOCUMENTS FOR THE ISSUE

8. Certified true copy of Certificate of Incorporation, the Memorandum of Association and Articles of Association of our Company, as amended.
9. Resolutions of the Board of Directors dated October 06, 2021 in relation to the Issue and other related matters.
10. Shareholders‘ resolution dated October 06, 2021 in relation to the Issue and other related matters.
11. Consents of Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, the Lead Manager, Registrar to the Issue, Peer review Auditor and Legal Advisor to act in their respective capacities.
12. Peer Review Auditors Report dated October 06, 2021 on Restated Financial Statements of our Company for the period ended June 30, 2021 and for the years ended March 31, 2021, 2020 and 2019.
13. The Report dated October 06, 2021 from the Peer Reviewed Auditors of our Company, confirming the Statement of Possible Tax Benefits available to our Company and its Shareholders as disclosed in this Prospectus.
14. The Report dated October 06, 2021 by Legal Advisor to the Company confirming status of Outstanding Litigation and Material Development.
15. Copy of approval from NSE Emerge vide letter dated November 26, 2021 to use the name of NSE in this offer document for listing of Equity Shares on Emerge Platform of NSE.
16. Due diligence certificate submitted to NSE Emerge dated November 27, 2021from Lead Manager to the Issue.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

SECTION XI - DECLARATION

We, hereby declares that, all the relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securitiesand Exchange Board of India, established under section 3 of the Securities Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Prospectus is contrary to the provisions of the Companies Act, 1956, notified provisions of Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case maybe. We further certify that all the statements made in this Prospectus are true and correct.

Signed by the Directors of our Company				
S.N.	Name	Category	Designation	Signature
1.	Rajesh Gupta	Executive	Managing Director	sd/-
2.	Devender Kumar Poter	Executive	Director	sd/-
3.	Nupur Gupta	Non-Executive	Director	sd/-
4.	Gurjeet Kaur	Non-Executive	Independent Director	sd/-
5.	Bharat Bhushan Mithal	Non-Executive	Independent Director	sd/-
Signed by the Chief Financial Officer and Company Secretary of our Company				
6.	Payal Vig	Whole-Time	Company Secretary	sd/-
7.	Devender Kumar Poter	Whole-Time	Chief Financial Officer	sd/-

Place: Delhi
Date : November 27, 2021