

## CAPITAL STRUCTURE

The share capital of our Company as on the date of this Red Herring Prospectus before and after the offer is set forth below:

*(Rs. In Lakhs except share data)*

Sr. No	Particulars	Aggregate Value	
		Face Value	Offer Price*
A	<b>AUTHORISED SHARE CAPITAL</b>		
	1,00,00,000 Equity Shares of face value of Rs. 10 each	1000.00	-
B	<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL PRIOR TO THE ISSUE</b>		
	61,47,397 fully paid-up Equity Shares of face value of Rs. 10 each	614.74	-
C	<b>PRESENT OFFER IN TERMS OF THIS RED HERRING PROSPECTUS</b>		
	Offer of up to 20,73,600 Equity Shares having face value of Rs. 10 each at a price of Rs. [●] per Equity Share	207.36	[●]
	<b>Which comprises of:</b>		
	Fresh Issue of up to 17,13,600 Equity Shares <sup>(1)</sup>	171.36	[●]
	Offer for Sale of up to 3,60,000 Equity Shares <sup>(2)</sup>	36.00	[●]
	<b>Reservation for Market Maker Portion</b> 1,04,400 Equity Shares of face value of Rs.10 each at a price of Rs. [●] per Equity Share reserved as Market Maker Portion.	10.44	[●]
	<b>Net Offer to Public</b> Net Offer to Public of up to 19,69,200 Equity Shares of face value of Rs. 10 each at a price of Rs. [●] per Equity Share to the Public.	196.92	[●]
	<b>Of which:</b>		
	At least 9,74,400 Equity Shares of face value of Rs.10 each aggregating up to Rs. [●] lakhs will be available for allocation to Individual Investors who applies for minimum application size.	97.44	[●]
	At least 9,75,600 Equity Shares of face value of Rs.10 each aggregating up to Rs. [●] lakhs will be available for allocation to Non-Institutional Investors	97.56	[●]
Not more than 19,200 Equity Shares of face value of Rs.10 each aggregating up to Rs. [●] lakhs will be available for allocation to Qualified Institutional Buyers	1.92	[●]	
D	<b>ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL AFTER THE OFFER</b>		
	Up to 78,60,997 Equity Shares of face value of Rs. 10 each	786.10	
E	<b>SECURITIES PREMIUM ACCOUNT</b>		
	Before the Offer	151.36	
	After the Offer		[●]

\* To be updated upon the finalization of the Offer Price.

<sup>(1)</sup> The present Offer has been authorized by the Board of Directors of the Company vide a resolution passed at its meeting held on August 23, 2025 and by the shareholders of our Company vide a Special Resolution passed under Section 62 (1)(c) of the Companies Act, 2013 at the Extraordinary General Meeting held on August 25, 2025.

<sup>(2)</sup> The Offer for Sale has been authorized by the Selling Shareholders, as detailed below:

Name of Selling Shareholders	Date of the Consent Letter	No. of Equity Shares Offered
Srinibas Pradhan	August 26, 2025	1,80,000
Ramakanta Pradhan	August 26, 2025	1,80,000

The Selling Shareholders have confirmed that the Equity Shares proposed to be offered and sold in the Offer are eligible in term of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third-party rights. The Selling Shareholders have also severally confirmed that they are the legal and beneficial owners of the Equity Shares being offered by them under the Offer for Sale.

The number of shares in the Issue has been adjusted according to lot size of [●] Equity Shares.

The issuer company is in compliance with the Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of Red Herring Prospectus

### Classes of Shares

Our Company has only one class of share capital i.e. Equity Shares of face value of Rs. 10/- each only. All Equity Shares issued are fully paid-up.

Our Company has no outstanding convertible instruments as on the date of this Red Herring Prospectus.

## NOTES TO THE CAPITAL STRUCTURE

### 1. History of change in authorized Equity Share capital of Our Company

- The Initial Authorized Share Capital of the Company was Rs. 1,00,00,000/- (Rupees One Crore only) divided into 10,00,000 (Ten Lakhs) Equity Shares of face value of Rs. 10/- each.
- The Authorized Share Capital of Rs. 1,00,00,000/- (Rupees One Crore only) consisting of 10,00,000 (Ten Lakh) Equity shares of face value of Rs. 10/- each was increased to Rs. 7,00,00,000/- (Rupees Seven Crore only) consisting of 70,00,000 (Seventy Lakhs) Equity Shares of face value of Rs. 10/- each pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on December 27, 2023.
- The Authorized Share Capital of Rs. 7,00,00,000/- (Rupees Seven Crore only) consisting of 70,00,000 (Seventy Lakh) Equity shares of face value of Rs. 10/- each was increased to Rs. 10,00,00,000/- (Rupees Ten Crore only) consisting of 1,00,00,000 (One Crore) Equity Shares of face value of Rs. 10/- each pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on June 02, 2025.

### 2. Equity Share Capital History:

Date of Allotment	No. of Shares Allotted	Face Value	Issue Price	Nature of Allotment	Nature of Consideration	Cumulative No. of Shares	Cumulative Paid-up Capital
On Incorporation	30,000	10	10	Subscription to MOA <sup>(1)</sup>	Cash	30,000	3,00,000
December 31, 2022	63,750	10	160	Allotment in lieu of conversion of loan <sup>(2)</sup>	Other than Cash	93,750	9,37,500
March 16, 2024	15,00,000	10	10	Rights Issue <sup>(3)</sup>	Cash	15,93,750	1,59,37,500

March 21, 2024	25,49,998	10	-	Bonus Issue <sup>(4)</sup>	Other than Cash	41,43,748	4,14,37,480
April 05, 2024	2,17,200	10	70	Preferential Allotment <sup>(5)</sup>	Cash	43,60,948	4,36,09,480
July 11, 2025	2,49,600	10	80	Preferential Allotment <sup>(6)</sup>	Cash	46,10,548	4,61,05,480
July 24, 2025	15,36,849	10	-	Bonus Issue <sup>(7)</sup>	Other than Cash	61,47,397	6,14,73,970

(1) Initial Subscribers to the Memorandum of Association subscribed 30,000 Equity Shares each of face value of Rs. 10/- each fully paid up as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Srinibas Pradhan	10,000
2.	Ramakanta Pradhan	10,000
3.	Ananda Kumar Sahu	10,000
	<b>Total</b>	<b>30,000</b>

(2) The Company allotted 63,750 Equity Shares of face value of Rs. 10/- each at a premium of Rs. 150/- each against conversion of unsecured loan as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Srinibas Pradhan	23,750
2.	Ramakanta Pradhan	16,875
3.	Jyotshna Pradhan	3,125
4.	Koushalya Pradhan	3,125
5.	Aswini Pradhan	3,125
6.	Durga Dutta Tripathy	3,125
7.	Lambodhar Rohidas	3,125
8.	Nitish Kumar Mishra	7,500
	<b>Total</b>	<b>63,750</b>

(3) The Company allotted 15,00,000 Equity Shares of face value of Rs. 10/- each at par through Rights Issue as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Srinibas Pradhan	7,51,984
2.	Ramakanta Pradhan	6,80,000
3.	Balaji Endeavor LLP	22,672
4.	Megha Jain	22,672
5.	Babli Agrawal	22,672
	<b>Total</b>	<b>15,00,000</b>

(4) The Company allotted 25,49,998 Equity Shares as Bonus Shares of face value of Rs. 10/- each in the ratio of 8 Equity Shares for every 5 Equity Share held as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Srinibas Pradhan	12,88,372
2.	Ramakanta Pradhan	11,31,000
3.	Jyotshna Pradhan	5,000
4.	Koushalya Pradhan	5,000
5.	Durga Dutta Tripathy	5,000
6.	Balaji Endeavor LLP	38,542
7.	Megha Jain	38,542

Sr. No.	Name of Person	No. of Shares Allotted
8.	Babli Agrawal	38,542
	<b>Total</b>	<b>25,49,998</b>

Note: The aforementioned Bonus allotment has been made by free Reserve & Surplus as per Annual Audited Financial Statements for the year ended on the March 31, 2023. Our free Reserve & Surplus immediately before the bonus issue were Rs. 257.29 Lakhs and immediately after the bonus issue were Rs. 357.18 Lakhs.

- (5) The Company allotted 2,17,200 Equity Shares of face value of Rs. 10/- each at a premium of Rs. 60/- each through Preferential Allotment as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Jaydev Mandal	50,400
2.	AWA Endeavor LLP	28,800
3.	Unlisted Assets Private Limited	28,800
4.	Tanu Jain	7,200
5.	Suman Goyal	8,400
6.	Vipin Chamaria	14,400
7.	Prashant Kandoi	14,400
8.	Megha Tayal	28,800
9.	Sahil Goyal	14,400
10.	Nitin Arora	7,200
11.	Deepak Goyal	14,400
	<b>Total</b>	<b>2,17,200</b>

- (6) The Company allotted 2,49,600 Equity Shares of face value of Rs. 10/- each at a premium of Rs. 70/- each through Preferential Allotment as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Bitchief Endeavor LLP	1,17,600
2.	Shannon Advisors Private Limited	1,04,400
3.	Shiv Bhagwan Aggarwal	13,200
4.	Praduman Bansal	9,600
5.	Shubham Sethi	4,800
	<b>Total</b>	<b>2,49,600</b>

- (7) The Company allotted 15,36,983 Equity Shares as Bonus Shares of face value of Rs. 10/- each in the ratio of 1 Equity Shares for every 3 Equity Share held as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Divine Comex Enterprises Private Limited	9,600
2.	Ramakanta Pradhan	6,12,625
3.	Srinibas Pradhan	6,97,868
4.	Babli Agrawal	20,877
5.	Jaydev Mandal	800
6.	Kanav Gupta	4,800
7.	Megha Jain	18,477
8.	Prashant Kandoi	4,800
9.	Sanjay Dhir	2,000
10.	Tanu Jain	2,400
11.	Dhiraj Kumar	4,000
12.	Jai Prakash Sharma	2,000
13.	Nitin Arora	2,400
14.	Pranav Mehta	2,000

Sr. No.	Name of Person	No. of Shares Allotted
15.	Sandeep Kumar Mishra	2,000
16.	Suman Goyal	2,800
17.	Vinay Kumar Pareek	3,200
18.	Vipin Chamaria	4,800
19.	Deepak Goyal	4,800
20.	Dependra Pundir	2,000
21.	Prasant Kar	2,000
22.	Sachin Kumar	4,800
23.	Durga Dutta Tripathy	8,125
24.	Awa Endeavor LLP	9,600
25.	Balaji Endeavor LLP	18,477
26.	L.C. Rajwani Catalyst LLP	6,400
27.	Bitchief Endeavor LLP	39,200
28.	Shannon Advisors Private Limited	34,800
29.	Shiv Bhagwan Aggarwal	4,400
30.	Praduman Bansal	3,200
31.	Shubham Sethi	1,600
	<b>Total</b>	<b>15,36,849</b>

\* The aforementioned Bonus allotment has been made by free Reserve & Surplus as per Annual Audited Financial Statements for the year ended on the March 31, 2025. Our free Reserve & Surplus immediately before the bonus issue were Rs.1356.10 Lakhs and immediately after the bonus issue were Rs. 1202.42 Lakhs.

### 3. Issue of Equity Shares for consideration other than cash

Date of allotment	Number of Equity Shares	Face value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Reasons for allotment	Allottees	No. of Shares Allotted
December 31, 2022	63,750	10	160	Other than cash	Conversion of Unsecured Loan to Equity Shares	Srinibas Pradhan	23,750
						Ramakanta Pradhan	16,875
						Jyotshna Pradhan	3,125
						Koushalya Pradhan	3,125
						Aswini Pradhan	3,125
						Durga Dutta Tripathy	3,125
						Lambodhar Rohidas	3,125
						Nitish Kumar Mishra	7,500
<b>Total</b>							<b>63,750</b>
March 21, 2024	25,49,998	10	Nil	Other than cash	Bonus issue of Equity Shares in the ratio of 8:5	Srinibas Pradhan	12,88,372
						Ramakanta Pradhan	11,31,000
						Jyotshna Pradhan	5,000
						Koushalya Pradhan	5,000
						Durga Dutta Tripathy	5,000
						Balaji Endeavor LLP	38,542
						Megha Jain	38,542
						Babli Agrawal	38,542
<b>Total</b>							<b>25,49,998</b>

Date of allotment	Number of Equity Shares	Face value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Reasons for allotment	Allottees	No. of Shares Allotted
July 24, 2025	15,36,849	10	Nil	Other than cash	Bonus issue of Equity Shares in the ratio of 1:3	Divine Comex Enterprises Private Limited	9,600
						Ramakanta Pradhan	6,12,625
						Srinibas Pradhan	6,97,868
						Babli Agrawal	20,877
						Jaydev Mandal	800
						Kanav Gupta	4,800
						Megha Jain	18,477
						Prashant Kandoi	4,800
						Sanjay Dhir	2,000
						Tanu Jain	2,400
						Dhiraj Kumar	4,000
						Jai Prakash Sharma	2,000
						Nitin Arora	2,400
						Pranav Mehta	2,000
						Sandeep Kumar Mishra	2,000
						Suman Goyal	2,800
						Vinay Kumar Pareek	3,200
						Vipin Chamaria	4,800
						Deepak Goyal	4,800
						Dependra Pundir	2,000
						Prasant Kar	2,000
						Sachin Kumar	4,800
						Durga Dutta Tripathy	8,125
						Awa Endeavor LLP	9,600
						Balaji Endeavor LLP	18,477
						L.C. Rajwani Catalyst LLP	6,400
Bitchief Endeavor LLP	39,200						
Shannon Advisors Private Limited	34,800						
Shiv Bhagwan Aggarwal	4,400						
Praduman Bansal	3,200						
Shubham Sethi	1,600						
<b>Total</b>						<b>15,36,849</b>	

4. We have not issued any Equity Shares out of revaluation reserves or in terms of any scheme approved under Sections 391- 394 of the Companies Act 1956 and/or Sections 230-234 of the Companies Act, 2013.
5. Our Company doesn't have any Employee stock option scheme (hereinafter called as "ESOP")/ Employee Stock purchase scheme (hereinafter called as "ESPS")/ Stock Appreciation Rights Scheme (hereinafter called as "SARs") for our employees and we do not intent to allot any shares to our employees under ESOP and ESPS from the proposed offer. As and when options are granted to our employees under the ESOP scheme, our company shall comply with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
6. As on date of this Red Herring Prospectus, our Company has 31 shareholders
7. We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.

8. Our Company has not issued any equity shares lower than the Offer Price during the preceding 1 (one) year except as stated below:

Date of allotment	Number of Equity Shares	Face value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Reasons for allotment	Allottees	No. of Shares Allotted
July 24, 2025	15,36,849	10	Nil	Other than Cash	Bonus Issue	Divine Comex Enterprises Private Limited	9,600
						Ramakanta Pradhan	6,12,625
						Srinibas Pradhan	6,97,868
						Babli Agrawal	20,877
						Jaydev Mandal	800
						Kanav Gupta	4,800
						Megha Jain	18,477
						Prashant Kandoi	4,800
						Sanjay Dhir	2,000
						Tanu Jain	2,400
						Dhiraj Kumar	4,000
						Jai Prakash Sharma	2,000
						Nitin Arora	2,400
						Pranav Mehta	2,000
						Sandeep Kumar Mishra	2,000
						Suman Goyal	2,800
						Vinay Kumar Pareek	3,200
						Vipin Chamaria	4,800
						Deepak Goyal	4,800
						Dependra Pundir	2,000
						Prasant Kar	2,000
						Sachin Kumar	4,800
						Durga Dutta Tripathy	8,125
Awa Endeavor LLP	9,600						
Balaji Endeavor LLP	18,477						
L.C. Rajwani Catalyst LLP	6,400						
Bitchief Endeavor LLP	39,200						
Shannon Advisors Private Limited	34,800						
Shiv Bhagwan Aggarwal	4,400						
Praduman Bansal	3,200						
Shubham Sethi	1,600						
<b>Total</b>							<b>15,36,849</b>
July 11, 2025	2,49,600	10	80	Cash	Preferential Allotment	Bitchief Endeavor LLP	1,17,600
						Shannon Advisors Private Limited	1,04,400
						Shiv Bhagwan Aggarwal	13,200
						Praduman Bansal	9,600
						Shubham Sethi	4,800
<b>Total</b>							<b>2,49,600</b>

1.	Bitchief Endeavor LLP	1,17,600
2.	Shannon Advisors Private Limited	1,04,400
3.	Shiv Bhagwan Aggarwal	13,200
4.	Praduman Bansal	9,600
5.	Shubham Sethi	4,800
	<b>Total</b>	<b>2,49,600</b>

## 9. Details of shareholding of promoters:

### A. Ramakanta Pradhan

Date of Allotment/ Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)	Nature of Transactions	Pre-offer shareholding %	Post-offer shareholding %	No. of Shares Pledged	% of Shares Pledged
On Incorporation	10,000	10	10	Subscription to MOA	0.16	[●]	0	0.00
December 31, 2022	16,875	10	160	Allotment in lieu of conversion of loan	0.27	[●]	0	0.00
March 16, 2024	6,80,000	10	10	Rights Issue	11.06	[●]	0	0.00
March 21, 2024	11,31,000	10	Nil	Bonus Issue	18.40	[●]	0	0.00
July 24, 2025	6,12,625	10	Nil	Bonus Issue	9.97	[●]	0	0.00
<b>Total</b>	<b>24,50,500</b>				<b>39.86</b>	[●]		

### B. Srinibas Pradhan

Date of Allotment/ Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)	Nature of Transactions	Pre-offer shareholding %	Post-offer shareholding %	No. of Shares Pledged	% of Shares Pledged
On Incorporation	10,000	10	10	Subscription to MOA	0.16	[●]	0	0.00
December 31, 2022	23,750	10	160	Allotment in lieu of conversion of loan	0.39	[●]	0	0.00
January 25, 2024	9,998	10	286.10	Transfer from Ananda Kumar Sahu	0.16	[●]	0	0.00
January 25, 2024	2,000	10	286.10	Transfer from Lambodhar Rohidas	0.03	[●]	0	0.00
January 25, 2024	7,501	10	286.10	Transfer from Nitish	0.12	[●]	0	0.00

				Kumar Mishra				
March 16, 2024	7,51,984	10	10	Rights Issue	12.23	[●]	0	0.00
March 21, 2024	12,88,372	10	Nil	Bonus Issue	20.96	[●]	0	0.00
July 24, 2025	6,97,868	10	Nil	Bonus Issue	11.35	[●]	0	0.00
<b>Total</b>	<b>27,91,473</b>				<b>45.41</b>	[●]		

### C. Ms. Jyotshna Pradhan

Date of Allotment/ Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)	Nature of Transactions	Pre-offer shareholding %	Post-offer shareholding %	No. of Shares Pledged	% of Shares Pledged
December 31, 2022	3,125	10	160	Allotment in lieu of conversion of loan	0.05	0	0	0.00
March 21, 2024	5,000	10	Nil	Bonus Issue	0.08	0	0	0.00
May 21, 2024	(8,125)	10	70	Transfer to Durga Dutta Tripathy	(0.13)	0	0	0.00
<b>Total</b>	<b>0</b>				<b>0</b>	<b>0</b>		

10. Our Promoter Group, Directors and their immediate relatives have not purchased/sold Equity Shares of the Company during last 6 months.
11. Our Promoters have confirmed to the Company and the Book Running Lead Manager that the Equity Shares held by our Promoters have been financed from their personal funds or their internal accruals, as the case may be, and no loans or financial assistance from any bank or financial institution has been availed by him for this purpose.
12. There are no financing arrangements whereby the Promoter Group, the Directors of our Company and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of filing offer document with the Stock Exchange.
13. **Details of Promoter' Contribution Locked-in for Three Years**

Pursuant to Regulation 236 and 238 of SEBI (ICDR) Regulations, an aggregate of 20% of the post-Issue capital held by our Promoter shall be considered as Promoters Contribution ("Minimum Promoters' Contribution") and locked-in for a period of three years from the date of allotment of equity shares issued pursuant to this Offer. The lock-in of the Promoters Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

As on the date of this Red Herring Prospectus, our Promoters hold 52,41,973 Equity Shares constituting 66.68% of the Post – Offered, subscribed and paid-up Equity Shares Capital of our Company, which are eligible for the Promoter' contribution.

Date of Allotment / Acquisition	Date when made fully paid up	No. of Shares Locked In*	Face Value	Offer / Acquisition Price	Nature of Allotment / Acquisition	% of Post Offer Capital
<b>Srinibas Pradhan</b>						
March 21, 2024	March 21, 2024	787500	10	NIL	Bonus Issue	10.02
<b>Total</b>		787500				10.02
<b>Ramakanta Pradhan</b>						
March 21, 2024	March 21, 2024	787500	10	NIL	Bonus Issue	10.02
<b>Total</b>		787500				10.02
<b>Grand Total</b>		1575000	10			20.04

The Equity Shares above that e locked-in with the Depositories are not, , ineligible for computation of Promoter's Contribution under Regulation 237 of the SEBI ICDR Regulations. In this computation, as per Regulation 237 of the SEBI ICDR Regulations, our Company confirms that the Equity Shares locked-in do not, , consist of:

- Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction.
- Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum Promoter' contribution
- specified securities acquired by the promoters and alternative investment funds or foreign venture capital investors or scheduled commercial banks or public financial institutions or insurance companies registered with Insurance Regulatory and Development Authority of India [or any non-individual public shareholder holding at least five per cent. of the post-issue capital or any entity (individual or non-individual) forming part of promoter group other than the promoter(s)], during the preceding one year at a price lower than the price at which specified securities are being offered to the public in the initial public offer.
- Specified securities allotted to promoters during the preceding one year at a price less than the offer price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoters of the issuer and there is no change in the management.
- Specified securities pledged with any creditor.

Specific written consent has been obtained from the Promoters for inclusion of 15,75,000 Equity Shares for ensuring lock-in of three years to the extent of minimum 20.04 % of post issue Paid-up Equity Share Capital from the date of allotment in the public Offer.

***Details of Promoter' Contribution Locked-in for One Year and Two Years***

In terms of Regulation 238(b) of the SEBI (ICDR) Regulations, 2018 and SEBI (ICDR) (Amendment) Regulations, 2025, in addition to the Minimum Promoters contribution which is locked in for three years held by the promoters, as specified above, the 50% of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of one year and remaining 50% of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of two years from the date of allotment of Equity Shares in this Offer.

***Details of pre-offer equity shares held by persons other than the promoters locked-in for One Year***

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoters contribution as per regulation 238(a) and 238(b) of the SEBI (ICDR) Regulations, 2018, the entire pre-offer equity share held by persons other than the promoters shall be locked in for a period of one year from the date of allotment of Equity Shares in this Offer.

### ***Inscription or recording of non-transferability***

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

### ***Pledge of Locked in Equity Shares***

Pursuant to Regulation 242 of the SEBI ICDR Regulations, the locked-in Equity Shares held by the promoters and locked-in may be pledged as a collateral security for a loan granted by a scheduled commercial bank or a public financial institution or a systemically important non-banking finance company or a housing finance company, provided that:

- a. if the equity shares are locked-in in terms of clause (a) of Regulation 238, the loan has been granted to the company or its subsidiary(ies) for the purpose of financing one or more of the objects of the Offer and pledge of equity shares is one of the terms of sanction of the loan;
- b. if the specified securities are locked-in in terms of clause (b) of Regulation 238 and the pledge of specified securities is one of the terms of sanction of the loan.

Provided that such 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 in these regulations has expired.

### ***Transferability of Locked in Equity Shares***

- a. Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by our Promoters, which are locked in as per Regulation 238 of the SEBI ICDR Regulations, may be transferred to and amongst our Promoters/ Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.
- b. Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by shareholders other than our Promoters, which are locked-in as per Regulation 239 of the SEBI ICDR Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.

### ***Details of Anchor Investors Lock-in***

As per Schedule XIII of SEBI (ICDR) Regulation, 2018, there shall be a lock-in of 90 days on 50% of the Equity Shares allotted to the Anchor Investors from the date of Allotment, and a lock-in of 30 days on the remaining 50% of the Equity Shares allotted to the Anchor Investors from the date of Allotment

14. The shareholding pattern of our Company before the offer as per Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given here below:

Summary of Shareholding Pattern as on date of this Red Herring Prospectus

Col-1	Col-2	Col-3	Col-4	Col-5	Col-6	Col-7	Col-8	Col-9	Col-10	Col-11	Col-12	Col-13	Col-14	Col-15	Col-16	Col-17	Col-18	Col-19
Category	Category of shareholder	Nos. 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	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	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)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form	
								No. of Voting Rights					Total as a % (A+B+C)	No.	As a % of total shares held (b)	No.		As a % of total shares held (b)
								Class (Equity)	Class (Preference)	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII) As a % of (A+B+C 2)	(IX)			(X)	(XI) = (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)	
(A)	Promoter and Promoter Group	2	52,41,973	-	-	52,41,973	85.27	52,41,973	-	52,41,973	85.27	-	-	0	0	0	0	52,41,973
(B)	Public Shares	29	9,05,424	-	-	9,05,424	14.73	9,05,424	-	9,05,424	14.73	-	-	0	0	0	0	9,05,424
(C)	Non-Promoter-Non-Public			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>31</b>	<b>61,47,397</b>	<b>-</b>	<b>-</b>	<b>61,47,397</b>	<b>100</b>	<b>61,47,397</b>	<b>-</b>	<b>61,47,397</b>	<b>100</b>	<b>-</b>	<b>-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>61,47,397</b>

Notes:

- As on date of this Red Herring Prospectus 1 Equity share holds 1 vote.
- We have only one class of Equity Shares of face value of Rs. 10/- each.
- We have entered into tripartite agreement dated February 22, 2024 and March 01, 2024 with NSDL & CDSL respectively.
- Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the listing of the Equity shares.

## 15. Shareholding of our Promoters and Promoter Group

The table below presents the current shareholding pattern of our Promoters and Promoter Group (individuals and companies).

Sr. No.	Name of the Shareholder	Pre – Offer		Post – Offer	
		No. of Equity Shares	% of Pre- Offer Capital	No. of Equity Shares	% of Post- Offer Capital
(I)	(II)	(III)	(IV)	(V)	(VI)
	<b>Promoters</b>				
1.	Ramakanta Pradhan	24,50,500	39.86	22,70,500	[●]
2.	Srinibas Pradhan	27,91,473	45.41	26,11,473	[●]
3.	Jyotshna Pradhan	-	-	-	-
	<b>Total</b>	<b>52,41,973</b>	<b>85.27</b>	<b>48,81,973</b>	<b>[●]</b>

## 16. Other details of shareholding of our Company.

- a) Particulars of the shareholders holding 1% or more of the paid-up share capital of our Company aggregating to 80% or more of the paid-up share capital and the number of shares held by them as on the date of filing of this Red Herring Prospectus:

Sr. No.	Name of shareholder	No. of Equity Shares	% of Pre-Issue paid up share capital
1.	Ramakanta Pradhan	24,50,500	39.86
2.	Srinibas Pradhan	27,91,473	45.41
3.	Bitchief Endeavor LLP	1,56,800	2.55
4.	Shannon Advisors Private Limited	1,46,400	2.38
5.	Babli Agrawal	83,508	1.36
6.	Megha Jain	73,908	1.20
7.	Balaji Endeavor LLP	73,908	1.20
	<b>Total</b>	<b>57,76,497</b>	<b>93.96</b>

- b) None of the shareholders of our Company holding 1% or more of the paid-up capital of the Company as on the date of the filing of this Red Herring Prospectus are entitled to any Equity Shares upon exercise of warrant, option or right to convert a debenture, loan or other instrument.

- c) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them ten (10) days prior to the date of filing of this Red Herring Prospectus:

Sr. No.	Name of shareholder	No. of Equity Shares	% of Pre-Offer paid up share capital
1.	Ramakanta Pradhan	24,50,500	39.86
2.	Srinibas Pradhan	27,91,473	45.41
3.	Bitchief Endeavor LLP	1,56,800	2.55
4.	Shannon Advisors Private Limited	1,46,400	2.38
5.	Babli Agrawal	83,508	1.36
6.	Megha Jain	73,908	1.20
7.	Balaji Endeavor LLP	73,908	1.20
	<b>Total</b>	<b>57,76,497</b>	<b>93.96</b>

- d) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them one (1) year from the date of filing of this Red Herring Prospectus:

Sr. No.	Name of shareholder	No. of Equity Shares	% of Pre-Offer paid up share capital
1.	Ramakanta Pradhan	18,37,875	42.14
2.	Srinibas Pradhan	20,93,605	48.01
3.	Babli Agrawal	62,631	1.44
4.	Megha Jain	62,631	1.44
5.	Balaji Endeavor LLP	62,631	1.44
	<b>Total</b>	<b>41,19,373</b>	<b>94.47</b>

- e) Particulars of the shareholders holding 1% or more of the paid-up equity share capital of our Company and the number of shares held by them two (2) years prior to filing of this Red Herring Prospectus:

Sr. No.	Name of shareholder	No. of Equity Shares	% of Pre-Offer paid up share capital
1.	Ramakanta Pradhan	18,37,875	44.35
2.	Srinibas Pradhan	20,93,605	50.52
3.	Babli Agrawal	62,631	1.51
4.	Megha Jain	62,631	1.51
5.	Balaji Endeavor LLP	62,631	1.51
	<b>Total</b>	<b>41,19,373</b>	<b>99.40</b>

- f) Our Company has not made any initial public Offer of its Equity Shares or any convertible securities during the preceding two (2) years from the date of this Red Herring Prospectus.

17. No subscription to or sale or purchase of the securities of our Company within three years preceding the date of filing of the Red Herring Prospectus by our Promoters or Directors or Promoter Group which in aggregate equals to or is greater than 1% of the pre-offer share capital of our Company other than set below.

Sr. No.	Name of shareholder	Nature of Transaction	No. of Equity Shares	% of Pre-Offer capital
1.	Ramakanta Pradhan	Right Issue	6,80,000	11.06
2.	Srinibas Pradhan	Right Issue	7,51,984	12.23

18. None of our Directors or Key Managerial Personnel hold any Equity Shares other than as set out below:

Sr. No.	Name	Designation	No. of Equity Shares	% of Pre-Offer capital
1.	Ramakanta Pradhan	Whole Time Director	24,50,500	39.86
2.	Srinibas Pradhan	Managing Director	27,91,473	45.41
3.	Durga Dutta Tripathy	Chief Financial Officer	32,500	0.53

19. The post-issue paid up Equity Share Capital of our Company shall not exceed the authorised Equity Share Capital of our Company.

20. Our Company has no outstanding warrants, options to be issued or rights to convert debentures, loans or other convertible instruments into Equity Shares as on the date of this Red Herring Prospectus.

21. There is no "Buyback", "Standby", or similar arrangement for the purchase of Equity Shares by our Company/Promoters/Directors/Lead Manager for purchase of Equity Shares offered through this Red Herring Prospectus.

22. As on the date of this Red Herring 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.
23. Except, as otherwise disclosed in the chapter titled "*Objects of the Offer*" beginning on page 111 of this Red Herring Prospectus, we have not raised any loans against the proceeds of the Offer.
24. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed in heading on "*Basis of Allotment*" on page 380 under Chapter titled "*Offer Procedure*" of this Red Herring Prospectus.
25. The Equity Shares issued pursuant to this Offer shall be fully paid-up at the time of Allotment, failing which no allotment shall be made.
26. Our Company has not issued any Equity Shares at a price less than the Offer Price in the last one year preceding the date of filing of this Red Herring Prospectus, except as disclosed in this chapter.
27. 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 Book Running Lead Manager and the Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
28. As per Regulation 268(2) of SEBI (ICDR) Regulations an over-subscription to the extent of 10% of the Net Offer can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Offer. Consequently, the actual allotment may go up by a maximum of 10% of the Net Offer. In such an event, the Equity Shares held by the Promoter is used for allotment and lock- in for three years shall be suitably increased; so as to ensure that 20% of the post Offer paid-up capital is locked in.
29. As on the date of this Red Herring Prospectus, the entire Issued Share, Subscribed and Paid-up Share Capital of our Company is fully paid up. Since the entire offer price in respect of the offer is payable on application, all the successful applicants will be allotted fully paid- up Equity shares.
30. On the date of filing this Red Herring Prospectus with Stock Exchange, there are no outstanding financial instruments or any other rights that would entitle the existing Promoters or shareholders or any other person any option to receive Equity Shares after the Offer.
31. As on the date of this Red Herring Prospectus, the Book Running Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Book Running Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.
32. As on date of the Red Herring Prospectus, the Book Running Lead Managers to the Offer, namely Novus Capital Advisors Private limited (formerly known as Fast Track Finsec Private Limited) and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any equity Shares of our Company and is not related to the public shareholders of the Company in any way directly or indirectly including any related party transactions, etc. and/or are not connected with the Company in any manner directly or indirectly other than in the capacity as the Book Running Lead Manager.
33. As on date of the Red Herring Prospectus public shareholders of the Company are not related in any way directly or indirectly to the issuer, promoter, director and any member of the promoter group.
34. There are no Equity Shares against which depository receipts have been issued.
35. Our Company has not made any Public Issue of any kind or class of securities since its incorporation.
36. There will be only one denomination of the Equity Shares of our Company unless otherwise permitted by law.
37. Our Company shall comply with such disclosure, and accounting norms as may be specified by SEBI from time to time.

38. There will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, and rights issue or in any other manner during the period commencing from submission of this Red Herring Prospectus with Stock Exchange until the Equity Shares to be issued pursuant to the Offer have been listed or application money unblocked on account of failure of Offer.
39. Except as disclosed in the Red Herring Prospectus, our Company presently does not have any intention or proposal to alter its capital structure for a period of six (6) months from the date of opening of the Offer, by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise. However, during such period or a later date, it may issue Equity Shares or securities linked to Equity Shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.
40. An investor cannot make an application for more than the number of Equity Shares offered in this Offer, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
41. Our Company does not have any ESOS/ESPS scheme for our employees and we do not intend to allot any shares to our employees under ESOS/ESPS scheme from the proposed Issue. As and when, options are granted to our employees under the ESOP scheme, our Company shall comply with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
42. Our Promoters and Promoter Group will not participate in this Public Offer.
43. This Offer is being made through Book Building Process.
44. Except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository.
45. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Offer.
46. As per RBI regulations, OCBs are not allowed to participate in this Offer.
47. There are no safety net arrangements for this Public Offer.
48. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Offer is being made for at least 25% of the post-Offer paid-up Equity Share capital of our Company. Further, this Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
49. No person connected with the Offer shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.

We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of filing the Red Herring Prospectus and the Offer Closing Date are reported to the Stock Exchanges within twenty-four hours of such transaction.