

SECTION VI - CAPITAL STRUCTURE

Our Equity Share capital before the Issue and after giving effect on the Issue, as at the date of this Red Herring Prospectus, is set forth below:

Amount (₹ in lakhs except share data)

PRESENT ISSUE IN TERMS OF THIS RED HERRING PROSPECTUS			
Sr. No.	Particulars	Aggregate Nominal Value	Aggregate Value at Issue Price ⁽¹⁾
I.	Authorized Share Capital ⁽²⁾		
	2,05,00,000 Equity Shares of ₹ 10/- each	2050.00	-
II.	Issued, Subscribed & Paid-up Share Capital prior to the Issue ⁽³⁾		
	1,40,85,680 Equity Shares of ₹ 10/- each	1408.57	-
III.	Present Issue in terms of Red Herring Prospectus		
	50,40,000 Equity Shares having face value of ₹ 10 each at price of ₹ [●] per equity share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●].	[●]	[●]
	<i>Which consists of</i>		
	Fresh Issue up to Equity Shares having face value of ₹ 10 each at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●] ⁽⁴⁾	[●]	[●]
	Offer for Sale of 5,08,800 Equity Shares having face value of ₹ 10 each at a price of ₹ [●] per equity share (including a share premium of ₹ [●] per Equity share) aggregating ₹ [●] ⁽⁵⁾	[●]	[●]
IV.	Issued, Subscribed and Paid-Up Share Capital after the Issue		
	[●] Equity Shares of ₹ 10.00 each		[●]
V.	Securities Premium Account		
	Before the Issue		432.44
	After the Issue		[●]

(1) To be finalized upon determination of Issue Price.

(2) For details of the changes in the authorized share capital of our Company, please refer to chapter titled "History and Certain Corporate Matters" beginning on page 236 of this Red Herring Prospectus.

(3) As on the date of this Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company and there is no share application money pending for allotment.

(4) The Fresh Issue has been authorized pursuant to a resolution of our Board of Directors dated August 22, 2025 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting of the members held on August 29, 2025.

(5) For details of authorizations received for the Offer for Sale, please refer to the chapter "The Issue" beginning on page 82 of this Red Herring Prospectus. The Equity Shares being issued by Promoter Selling Shareholders have been held by them for a period of at least one year prior to the date of filing of the Red Herring Prospectus with SEBI, calculated in the manner as set out under SEBI ICDR Regulations and are eligible for being offered for sale in the Issue.

CLASS OF SHARES

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

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

NOTES TO THE CAPITAL STRUCTURE

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

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

Sr. No.	Particulars of Increase	Cumulative no. of Equity Shares	Cumulative Authorized Share Capital (Amount in ₹)	Date of Meeting	Whether AGM/ EGM
1.	On Incorporation	1,50,000	15,00,000	NA	NA

Sr. No.	Particulars of Increase	Cumulative no. of Equity Shares	Cumulative Authorized Share Capital (Amount in ₹)	Date of Meeting	Whether AGM/ EGM
2.	Increase in Authorized Share Capital from ₹ Fifteen lakh to ₹ Twenty crore	2,00,00,000	20,00,00,000	14-05-2025	EGM
3.	Increase in Authorized Share Capital from ₹ Twenty crore to ₹ Twenty crore fifty lakh	2,05,00,000	20,50,00,000	02-06-2025	AGM

2. History of Paid-up Share Capital of our Company:

The history of the paid-up Share capital and the securities premium account of our company is as set out in the following table:

Date of Allotment	No. of Equity Shares Allotted	Face Value per Equity Share (₹)	Issue Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Share Capital (₹)
On Incorporation	10,000	10	10	Cash	Subscription to MOA ⁽ⁱ⁾	10,000	1,00,000
June 02, 2025	1,34,00,000	10	NA	Other than Cash	Bonus Allotment ⁽ⁱⁱ⁾	1,34,10,000	13,41,00,000
July 15, 2025	3,37,838	10	74	Cash	Private Placement ⁽ⁱⁱⁱ⁾	1,37,47,838	13,74,78,380
August 22, 2025	3,37,842	10	74	Cash	Preferential cum Private Placement ^(iv)	1,40,85,680	14,08,56,800

Notes:

- i. *Initial Subscribers to the Memorandum of Association subscribed to 10,000 Equity Shares of Face Value of ₹ 10/- each as per the details given below:*

Sr. No.	Names of Person	Number of Shares Allotted
1.	Mustafa Esmail Kapasi	5,000
2.	Kumarshri Rajkumar Bahety	5,000
	Total	10,000

- ii. *Bonus Allotment of 1,34,00,000 Equity Shares of ₹ 10/- each in the ratio of 1340:1 i.e. 1340 equity share for every 1 Equity Share held to the following Shareholders:*

Sr. No.	Names of Person	Number of Shares Allotted
1.	Mustafa Esmail Kapasi	67,00,000
2.	Kumarshri Rajkumar Bahety	67,00,000
	Total	1,34,00,000

- iii. *Private Placement of 3,37,838 Equity Shares of face value of ₹ 10/- each at a premium of ₹ 64/- fully paid as per the details given below :*

Sr. No.	Names of Person	Number of Shares Allotted
1.	Vishal Nanda	13,514
2.	Aditya Bahety	13,514
3.	Ajaykumar Govardhandas Bahety	13,514
4.	Raghav Mohata	13,514
5.	Ankita Rohit Bagri	13,514
6.	Aarti Agrawal	13,514
7.	Rakshenda S Malgi	13,514
8.	Mustafa Lokhandwala	40,541
9.	Malik Mansurali Charania	27,028
10.	Arun Ratilal Khandor	13,514
11.	Fatema H Bhinderwala	13,514
12.	Tanzeela Shahalam Sokhiya	13,514
13.	Kothia Manish Madhukant	13,514
14.	Anam Salim Tyrewala	13,514

Sr. No.	Names of Person	Number of Shares Allotted
15.	Tauqeer Siraj Noorani	13,514
16.	Ishaque Esufi Chinikamwala jointly with Rukaiya Ishaque Chinikamwala	13,514
17.	Rumde Sachin Ashok	13,514
18.	Krishna Dutt Pandey	13,514
19.	Satya Deo Pandey	13,514
20.	Esmail Fakhruddin Kapasi	27,017
21.	Himanshi Pandey	13,514
	Total	3,37,838

iv. *Preferential cum Private Placement of 3,37,842 Equity Shares of face value of ₹ 10/- each at a premium of ₹ 64/- fully paid as per the details given below :*

Sr. No.	Names of Person	Number of Shares Allotted
1.	Tanzeela Shahalam Sokhiya	13,514
2.	Mustafa Lokhandwala	27,027
3.	Abhiranjan Bihari Gupta	27,027
4.	Ameet Arun Paradkar	13,514
5.	Rohit Goyal	13,514
6.	Vishal Goyal	13,514
7.	Anuj Gaur	13,514
8.	Sagar Suhas Rege	40,541
9.	Deepak Gupta	27,027
10.	Raghav M Kumar	13,514
11.	Ramanujam Narayan	13,514
12.	Jigna Haresh Doshi	13,514
13.	SME Growth Fund- Series Alpha	13,514
14.	Satyajit Sanjay Holkar	27,027
15.	Sejal Manish Kothia	13,513
16.	Manali Jeet Gala	27,027
17.	Hemlata Mulchand Shah	13,514
18.	Kalpana Shantilal Haria	13,513
	Total	3,37,842

3. As on the date of this Red Herring Prospectus, our Company does not have any preference share capital.

4. **Equity shares are issued for consideration other than cash, bonus issue or out-of-revaluation reserves:**

Except for Bonus issue as disclosed below, our Company has not issued any equity shares for consideration other than cash at any time since incorporation:

Date of Allotment	Name of the Allottees	No. of Equity Shares Allotted	Total Equity Shares	Face Value per Equity Share (₹)	Issue Price (₹)	Reasons for allotment
June 02, 2025	Mustafa Esmail Kapasi	67,00,000	1,34,00,000	10	NA	Bonus Shares
	Kumarshri Rajkumar Bahety	67,00,000				

5. **Details of allotment made in the last one year preceding the date of Red Herring Prospectus:**

Date of Allotment	No. of Equity Shares Allotted	Face Value per Equity Share (₹)	Issue Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Share Capital (₹)
June 02, 2025	1,34,00,000	10	NA	Other than Cash	Bonus Allotment	1,34,00,000	13,40,00,000
July 15,	3,37,838	10	74	Cash	Private	1,37,37,838	13,73,78,380

Date of Allotment	No. of Equity Shares Allotted	Face Value per Equity Share (₹)	Issue Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Share Capital (₹)
2025					Placement		
August 22, 2025	3,37,842	10	74	Cash	Preferential cum Private Placement	1,40,75,680	14,07,56,800

6. Our Company has not issued or allotted any equity shares or preference shares pursuant to schemes of arrangement approved under Sections 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act, as applicable.
7. Our Company has not issued Equity Shares pursuant to the ESOP Plan and ESARP Plan (Employees Stock Appreciation Right Plan).
8. Our Company has not revalued its assets since its inception and has not issued equity shares (including bonus shares) by capitalizing any revaluation reserves.
9. Our Company has not made any public issues (including any rights issue to the public) since its incorporation.
10. All allotment of shares to the public over the years is done in accordance with applicable provisions of the Companies Act, 2013.
11. The 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.
12. As on the date of this Red Herring Prospectus, our Promoters do not hold any preference shares in our Company.
13. Our Company has 44 shareholders, as on the date of this Red Herring Prospectus.
14. We hereby confirm that none of the members of the Promoter Group, Directors and their immediate relatives have financed the purchase by any other person of Equity shares of our Company other than in the normal course of business of the financing entity within the period of six months immediately preceding the date of this Red Herring Prospectus.
15. 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.

Sr. No.	Particulars	Yes/No	Promoters and Promoter Group	Public Shareholder	Non-Promoter-Non-Public
1.	Whether the Company has issued any partly paid-up shares?	No	No	No	No
2.	Whether the Company has issued any Convertible Securities?	No	No	No	No
3.	Whether the Company has issued any Warrants?	No	No	No	No
4.	Whether the Company has any shares against which depository receipts are issued?	No	No	No	No
5.	Whether the Company has any shares in locked-in?*	No	No	No	No
6.	Whether any shares held by promoter are pledge or otherwise encumbered?	No	No	No	No
7.	Whether Company has equity shares with differential voting rights?	No	No	No	No
8.	Whether the listed entity has any Significant beneficial owner.	No	No	No	No

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

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. The Shareholding Pattern will be uploaded on the Website of the NSE before commencement of trading of such Equity Shares.

IPO PREMIUM

Shareholding Pattern:

The table below represents the shareholding pattern of our Company in accordance with Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as on the date of the Red Herring Prospectus:

Category code	Category of shareholders	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 no. 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 ¹				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+C)	Number of Locked in shares ³		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No. of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class Equity Shares of ₹10/-each ²	Class Y	Total								
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI=VII+ X	XII		XIII		XIV
(A)	Promoters & Promoter Group	6	1,34,50,530	-	-	1,34,50,530	95.49	1,34,50,530	-	1,34,50,530	95.49	-	95.49	-	-	-	-	1,34,50,530
(B)	Public	38	6,35,150	-	-	6,35,150	4.51	6,35,150	-	6,35,150	4.51	-	4.51	-	-	-	-	6,35,150
(C)	Non-Promoters-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	44	1,40,85,680	-	-	1,40,85,680	100.00	1,40,85,680	-	1,40,85,680	100.00	-	-	-	-	-	-	1,40,85,680

Note:

¹As on date of this Red Herring Prospectus one (1) Equity share holds one (1) vote.

²We have only one class of Equity Shares of face value of ₹ 10/- each.

³All Pre-IPO Equity Shares of our Company will be locked in as mentioned above prior to listing of shares on Emerge Platform of NSE Limited.

16. **Details of the Shareholding of major Shareholders:**

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

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

Sr. No	Names	Number of Equity Shares*	% of the then existing paid up capital**#
1.	Mustafa Esmail Kapasi	67,04,995	47.60%
2.	Kumarshri Rajkumar Bahety	67,05,000	47.60%
Total		1,34,09,995	95.20%

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

** Rounded off

the % has been calculated based on existing (pre-issue) paid up capital of the Company

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

Sr. No	Names	Number of Equity Shares*	% of the then existing paid up capital**#
1.	Mustafa Esmail Kapasi	67,04,995	47.60%
2.	Kumarshri Rajkumar Bahety	67,05,000	47.60%
Total		1,34,09,995	95.20%

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

** Rounded off

the % has been calculated based on existing (pre-issue) paid up capital of the Company

- c) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on One (1) year prior to the date of the Red Herring Prospectus:

Sr. No	Names	Number of Equity Shares	% of the then existing paid up capital
1.	Mustafa Esmail Kapasi	5000	50%
2.	Kumarshri Rajkumar Bahety	5000	50%
Total		10,000	100%

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

** Rounded off

the % has been calculated based on existing (pre-issue) paid up capital of the Company

- d) List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on Two (2) year prior to the date of the Red Herring Prospectus:

Sr. No	Names	Number of Equity Shares	% of the then existing paid up capital
3.	Mustafa Esmail Kapasi	5000	50%
4.	Kumarshri Rajkumar Bahety	5000	50%
Total		10,000	100%

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

** Rounded off

the % has been calculated based on existing (pre-issue) paid up capital of the Company

17. **Build-up of our Promoters and Shareholding of our Promoters:**

- a. **Build-up of our Promoters:**

The current Promoters are Mustafa Esmail Kapasi, Mariya Mustafa Kapasi and Kumarshri Rajkumar Bahety. As on the date of this Red Herring Prospectus, our Promoters hold 1,34,09,995 Equity Shares, which constitutes 95.20% of the issued, subscribed, and paid-up Equity Share Capital of our Company. The build-up of the equity shareholding of our Promoters since incorporation of our Company is set forth in the table below:

Date of Allotment / acquisition / transaction and when made fully paid up*	Nature (Allotment/ transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹)	Issue/ Transfer price per Equity Share (in ₹)	Consideration (cash/ other than cash)	Percentage of the pre-Issue equity share capital (%)	Percentage of the post- Issue equity share capital (%)
Mustafa Esmail Kapasi							
Upon Incorporation	Subscription to MOA	5,000	10	10	Cash	0.04%	0.03%
June 02, 2025	Bonus Allotment	67,00,000	10	NA	Other than Cash	47.56 %	35.99%
June 30, 2025	Share Transfer to Fatema Huzefa Bhinderwala	(1)	10	10	Cash	Negligible	Negligible
June 30, 2025	Share Transfer to Huzaifa Shabbir Pittalwala	(1)	10	10	Cash	Negligible	Negligible
June 30, 2025	Share Transfer to Naseem Esmail Kapasi jointly with Esmail Fakhruddin Kapasi	(1)	10	10	Cash	Negligible	Negligible
June 30, 2025	Share Transfer to Esmail Fakhruddin Kapasi	(1)	10	10	Cash	Negligible	Negligible
June 30, 2025	Share Transfer to Veena Rajiv Bahety	(1)	10	10	Cash	Negligible	Negligible
Total		67,04,995				47.60%	36.02%
Kumarshri Rajkumar Bahety							
Upon Incorporation	Subscription to MOA	5,000	10	10	Cash	0.04%	0.03%
June 02, 2025	Bonus Allotment	67,00,000	10	NA	Other than Cash	47.56 %	35.99%
Total		67,05,000				47.60 %	36.02%
Mariya Mustafa Kapasi							
-	-	-	-	-	-	-	-
Grand Total		1,34,09,995				95.20 %	72.04%

*All the Equity Shares held by our Promoters were fully paid up as on the respective dates of acquisition of such Equity Shares.

b. The build-up of the equity shareholding of our Promoter Group since incorporation of our Company is set forth in the table below:

Date of Allotment / acquisition / transaction and when made fully paid up*	Nature (Allotment/ transfer)	Number of Equity Shares	Face Value Per Equity Share (In ₹)	Issue/ Transfer Price Per Equity Share (In ₹)	Consideration (cash/ other than cash)	Percentage of the pre-Issue equity share capital (%)	Percentage of the post- Issue equity share capital (%)
Fatema Huzefa Bhinderwala							
June 30, 2025	Share Transfer from Mustafa Esmail Kapasi	1	10	10	Cash	Negligible	Negligible
July 15, 2025	Private Placement	13,514	10	10	Cash	0.10%	0.07
Total		13,515					
Esmail Fakhruddin Kapasi							
June 30, 2025	Share Transfer from Mustafa Esmail Kapasi	1	10	10	Cash	Negligible	Negligible
July 15, 2025	Private Placement	27,017	10	10	Cash	0.19%	0.15
Total		27,018					
Naseem Esmail Kapasi jointly with Esmail Fakhruddin Kapasi							
June 30, 2025	Share Transfer from Mustafa Esmail Kapasi	1	10	10	Cash	Negligible	Negligible
Total		1					
Veena Rajiv Bahety							
June 30, 2025	Share Transfer from Mustafa Esmail Kapasi	1	10	10	Cash	Negligible	Negligible
Total		1					

18. **Pre-Issue and Post-Issue Shareholding of our Promoters and Promoter Group:**

Below are details of Equity Shares held by our Promoters and the members of our Promoter Group as on the date of this Red Herring Prospectus:

Sr. No.	Category of Promoter	Pre-Issue		Post- Issue	
		No. of Equity Shares	Percentage of pre-Issue capital (%)	No. of Equity Shares	Percentage of post- Issue capital (%)
Promoters					
1	Mustafa Esmail Kapasi	67,04,995	47.60%	64,50,595	34.65
2	Kumarshri Rajkumar Bahety	67,05,000	47.60%	64,50,600	34.65
3	Mariya Mustafa Kapasi	0	Nil	0	Nil
Total (A)		1,34,09,995	95.20%	1,29,01,195	69.30
Promoter Group Members					
1	Fatema Huzefa Bhinderwala	13,515	0.10	13,515	0.07
2	Esmail Fakhruddin Kapasi	27,018	0.19	27,018	0.15
3	Naseem Esmail Kapasi jointly with Esmail Fakhruddin Kapasi	1	Negligible	1	Negligible
4	Veena Rajiv Bahety	1	Negligible	1	Negligible
Total (B)		40,535	0.29	40,535	0.22
Total (A+B)		1,34,50,530	95.49	1,29,41,730	69.52

19. Except for mentioned in this RHP, there are no Equity Shares purchased/acquired or sold by our Promoters, Promoter Group and/or by our directors and their immediate relatives within six months immediately preceding the date of filing of the Red Herring Prospectus.

20. Except for any grant of ESOP, equity shares allotted pursuant to ESOP, our Company presently does not intend or propose to alter its capital structure for a period of six (6) months from the Bid/Issue Opening Date, by way of split or consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), whether on a preferential basis, or by way of further public issue of Equity Shares, or otherwise. However, if business needs of our Company so require, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

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

Pursuant to Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of 20.00% of the post issue capital held by our Promoters shall be considered as minimum promoter’s contribution (“Minimum Promoters Contribution”) and shall be locked-in for a period of three years from the date of allotment of Equity Shares issued pursuant to this Issue. The lock in of Minimum Promoter’s 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 1,34,09,995 Equity Shares constituting 72.03 % of the post-Issued, subscribed and paid up Equity Share capital of our Company, which are eligible for the Promoter’s contribution

Our Promoters have given written consent to include [●] Equity Shares subscribed and held by them as a part of Minimum Promoters’ Contribution constituting [●]% of the post issue Paid-up Equity Share Capital of our Company (“Minimum Promoters’ contribution”) in terms of Sub-Regulation (1) of Regulation 236 of the SEBI (ICDR) Regulations, 2018 and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Minimum Promoters’ Contribution, and to be marked Minimum Promoters’ Contribution as locked-in.- **Noted for compliance.**

Following are the details of Minimum Promoters’ Contribution:

[●]									
Date of Allotment / Transfer	Date when Fully Paid-up	Nature of Issue/ Allotment / Transfer	Number of Equity shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Source of Contribution	%of Pre issue Capital	%of post issue Capital	Date up to which Equity Shares are subject to Lock-in
Mustafa Esmail Kapasi	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Kumarshri Rajkumar Bahety	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total			[●]				[●]	[●]	

The Minimum Promoter’s Contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as “**Promoter**” under the SEBI (ICDR) Regulations, 2018. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 237 of the SEBI (ICDR) Regulations, 2018 and are being locked in for 3 years as per Regulation 238(a) of the SEBI (ICDR) Regulations, 2018 i.e. for a period of three years from the date of allotment of Equity Shares in this issue.

- a. The entire pre-issue shareholding of the Promoter, in excess of the Minimum Promoters contribution, which is locked in for three years, shall be locked in a phased manner from the date of allotment in this issue as below 50% promoters’ holding shall be locked in for 1 year
- b. 50% promoters’ holding shall be locked in for 2 years

Eligibility of Share for “Minimum Promoters Contribution in terms of clauses of Regulation 237(1) of SEBI (ICDR) Regulations, 2018

Reg. No.	Promoters' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
237(1)(a) (i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction	The minimum Promoter's contribution does not consist of such Equity Shares. Hence Eligible
237 (1)(a)(ii)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum promoters' contribution	The minimum Promoter's contribution does not consist of such Equity Shares. Hence Eligible
237 (1)(b)	Specified securities acquired by promoters during the preceding one year at a price lower than the price at which specified securities are being offered to public in the initial public offer <i>The price per share for determining securities ineligible for minimum promoters' contribution, shall be determined after adjusting the same for corporate actions such as share split, bonus issue, etc. undertaken by the issuer.</i>	The minimum Promoter's contribution does not consist of such Equity Shares. Hence Eligible.
237(1)(c)	Specified securities allotted to promoters during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoters of the issuer and there is no change in the management: Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible	Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm.
237 (1)(d)	Specified securities pledged with any creditor.	Our Promoters have not Pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares. Hence Eligible.

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

In terms of Regulation 238(b) of the SEBI (ICDR) Regulations, 2018 and in compliance with additional eligibility criteria for in principle approval for listing on NSE Emerge Platform in accordance with press release dt 18/12/24 of 208th SEBI Board meeting on "Review of SME framework under SEBI (ICDR) Regulations, 2018, and applicability of corporate governance provisions under SEBI (LODR) Regulations, 2015 on SME companies", in addition to the Minimum Promoters contribution which is locked in for three years held by the promoters, as specified above, the 50% of pre-issue Equity Shares share capital constituting [●] Equity Shares shall be locked in for a period of one year and remaining 50% of pre-issue Equity Shares share capital constituting [●] Equity Shares shall be locked in for a period of two years from the date of allotment of Equity Shares in this Issue.

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

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

Fifty percent of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

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:

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018 the locked in Equity Shares held by the Promoters, as specified above, can be pledged with any scheduled commercial bank or public financial institution or a systemically important non-banking finance company or a housing finance company as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.

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.

Transferability of Locked in Equity Shares:

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 the specified securities held by the promoters and locked-in as per regulation 238 may be transferred to another promoter or any person of the promoter group or a new promoter or a person in control of the issuer subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

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.

Other requirements in respect of ‘lock-in’

In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 239 of the SEBI (ICDR) Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Code as applicable.

In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by our Promoters which are locked in as per the provisions of Regulation 238 of the SEBI (ICDR) Regulations, may be transferred to and amongst Promoters / members of the Promoter Group or to a new promoter or persons in control of our Company, subject to continuation of lock-in in the hands of transferees for the remaining period and compliance of Takeover Code, as applicable.

In terms of Regulation 242(a) of the SEBI (ICDR) Regulations, the locked-in Equity Shares held by our Promoters can be pledged only with any scheduled commercial banks or public financial institutions or a systemically important non-banking finance company or a housing finance company as collateral security for loans granted by such banks or financial institutions, provided that such loans have been granted for the purpose of financing one or more of the objects of the Issue and pledge of the Equity Shares is a term of sanction of such loans.

In terms of Regulation 242(b) of the SEBI ICDR Regulations, the Equity Shares held by the Promoters which are locked-in for a period of one year from the date of allotment may be pledged only with scheduled commercial banks, public financial institutions, systemically important non-banking finance companies or housing finance companies as collateral security for loans granted by such entities, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans.

22. The average cost of acquisition of or subscription of shares by our promoters are set forth in the table below:

Sr. No.	Name of Promoters	No. of equity shares held	Average cost of acquisition (in ₹ per equity share)
1.	Mustafa Esmail Kapasi	67,04,995	0.01

Sr. No.	Name of Promoters	No. of equity shares held	Average cost of acquisition (in ₹ per equity share)
2.	Kumarshri Rajkumar Bahety	67,05,000	0.01
3.	Mariya Mustafa Kapasi	0	0.00

* As certified by V R S K D & Co , Chartered Accountants, by way of their certificate dated February 19, 2026 being UDIN: 26135589GZSDVF2775

23. Our Company, our Directors and the Book Running Lead Manager have not entered into any buy-back arrangements for the purchase of Equity Shares being issued through the Prospectus from any person.
24. All the Equity Shares of our Company are fully paid up as on the date of the Red Herring Prospectus.
25. All Equity Shares issued pursuant to the Issue shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Red Herring Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful Applicants will be issued fully paid-up Equity Shares.
26. No person connected with the issue shall issue any incentive, whether direct or indirect, in any manner, whether in cash or kind or otherwise, to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the issue.
27. 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.
28. None of our Directors or Key Managerial Personnel holds Equity Shares in the Company, except as stated in the chapter titled "Our Management" beginning on page 243 of this Red Herring Prospectus.
29. As on date of the Red Herring Prospectus, there are no Partly Paid-up Shares and all the Equity Shares of our Company are fully paid up. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up equity shares.
30. Neither the Book Running Lead Manager, nor their associates hold any Equity Shares of our Company as on the date of the Red Herring Prospectus.
31. Prior to this Initial Public Issue, our Company has not made any public issue or right issue to the public at large.
32. There are no safety net arrangements for this public issue.
33. As on the date of filing of the Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
34. As per RBI regulations, OCBs are not allowed to participate in this issue.
35. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we may consider raising bridge financing facilities, pending receipt of the Net Proceeds.
36. There are no Equity Shares against which depository receipts have been issued.
37. As on date of the Red Herring Prospectus, other than the Equity Shares, there is no other class of securities issued by our Company.
38. An Applicant cannot make an application for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
39. Since present issue is a Book Built Issue, the allocation in the net issue to the public category in terms of Regulation 253(1) of the SEBI (ICDR) (Amendment) Regulations, 2018 shall be made as follows:
 - a. not less than thirty-five per cent to Individual Investors;
 - b. not less than fifteen per cent to Non-Institutional Investors;
 - c. not more than fifty per cent to Qualified Institutional Buyers, five per cent of which shall be allocated to mutual

funds.

40. Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in any other category.

Provided further that in addition to five per cent allocation available in terms of clause (c), mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers.

41. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under Basis of Allotment in the chapter titled "*Issue Procedure*" beginning on page 323 of this Red Herring Prospectus. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 (2) of SEBI (ICDR) Regulations, as amended from time to time.
42. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post Issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
43. Subject to valid applications being received at or above the Issue Price, under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company and selling shareholders in consultation with the Book Running Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
44. 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 Issue.
45. There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.
46. Our Company shall ensure that transactions in the Equity Shares by our Promoters and our Promoter Group between the date of this Red Herring Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.
47. Our Promoters and Promoter Group will not participate in the Issue.
48. Our Company has not re-valued its assets and we do not have any revaluation reserves till date.