



## SHANKAR LAL RAMPAL DYE-CHEM LIMITED

Our Company was originally constituted as a Private Limited Company having CIN U24114RJ2005PTC021340 in the name and style of "Shankar Lal Rampal Dye-Chem Private Limited" vide an Incorporation Certificate as on September 19, 2005. Subsequently, it was converted into a public limited company pursuant to special resolution passed at its Extra-ordinary General Meeting held on April 23, 2018 and the name of our company was changed to "Shankar Lal Rampal Dye-Chem Limited" vide a fresh Certificate of Incorporation consequent upon conversion dated May 08, 2018 issued by Registrar of Companies, Jaipur. The company got listed on SME Platform of BSE Limited dated December 24, 2018. The current Corporate Identification Number of Our Company is L24114RJ2005PLC021340. For further details of company, please refer to chapter titled "Our History and Certain Other Corporate Matters" beginning on page no. 41 of this Information Memorandum.

**Registered Office:** SG-2730, Suwana, Bhilwara-311001, Rajasthan, India, **Tel No:** 01482-220062

**Contact Person:** Ms. Aditi Babel, Company Secretary & Compliance Officer

**Email ID:** [info@sr dyechem.com](mailto:info@sr dyechem.com), **Website:** [www.srdyechem.com](http://www.srdyechem.com)

**Promoters of the company:** 1) Mr. Rampal Inani, 2) Mr. Jagdish Chandra Inani, 3) Mr. Dinesh Chandra Inani, 4) Mr. Vinod Kumar Inani and 5) Mr. Susheel Kumar Inani

**INFORMATION MEMORANDUM FOR MIGRATION AND LISTING OF 1,06,61,130 EQUITY SHARES HAVING FACE VALUE OF ₹10/- EACH FULLY PAID UP OF SHANKAR LAL RAMPAL DYE-CHEM LIMITED FROM SME PLATFORM OF BSE LIMITED TO MAIN BOARD OF BSE LIMITED**

**NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS INFORMATION MEMORANDUM**

### GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Equity shares of the company 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 the Equity shares of the company. For taking an investment decision, investors must rely on their own examination of our Company, 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 Information Memorandum.

### COMPANY'S ABSOLUTE RESPONSIBILITY

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

### LISTING

The Equity Shares of the Company are already listed on the SME Platform of BSE Limited since December 24, 2018. The Equity Shares of the Company are now proposed to be migrate and listed on the Main Board of BSE Limited.

### REGISTRAR AND SHARE TRANSFER AGENT OF THE COMPANY



#### CAMEO CORPORATE SERVICES LIMITED

"Subramanian Building", #1, Club House Road, Chennai - 600 002, India

**Tel No:** +91-44-40020700, 28460390, **Facsimile:** +91-44-28460129

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**Contact Person:** Mr. R.D. Ramasamy, Director

**SEBI Registration Number:** INR000003753

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## SECTION I: GENERAL

### DEFINITIONS AND ABBREVIATIONS

This Information Memorandum uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the respective meanings given below. References to statutes, regulations, rules, guidelines and policies will be deemed to include all amendments and modifications thereto.

As on the date of this Information Memorandum, our Company has no subsidiary. Consequently, all references to “Our Company”, “The Company”, “we”, “our”, “us”, “Shankar Lal Rampal Dye-Chem”, “SRDL”, “SRDCL” refers to Shankar Lal Rampal Dye-Chem Limited, incorporated under the Companies Act, 1956 and having its Registered Office at SG-2730, Suwana, Bhilwara-311001, Rajasthan, India.

#### Company Related Terms

Term	Description
Articles or Articles of Association or AoA	The Articles of Association of our Company, as amended from time to time.
Auditor of the company (Statutory Auditor)	The Statutory Auditors of our Company, being <b>M/s. Alok Palod &amp; Company</b> , Chartered Accountants
Board of Director(s)/the Board/our Board/Director(s)	The Director(s) on our Board, unless otherwise specified. For further details on our Directors, please refer to Section titled, “ <b>Our Management</b> ” beginning on page 43 of this Information Memorandum.
BSE SME / SME Exchange	The SME platform of BSE Limited, approved by SEBI as SME Exchange for listing of equity shares issued under Section IX of the SEBI ICDR Regulations 2018
Company Secretary & Compliance Officer	The Company Secretary & Compliance officer of our Company is Ms. Aditi Babel
Equity Shares	The Equity Shares of our Company of face value of ₹10/- each, fully paid-up, unless otherwise specified in the context thereof.
Equity Shareholders	Persons/Entities holding Equity Shares of our Company.
Group Companies/Entities	Such companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the board of our company
Information Memorandum	This document dated March 06, 2021 being filed with stock exchange and referred to as the Information Memorandum
Key Managerial Personnel / KMP	The key management personnel mean the officers or personnel, who are members of our core management team (excluding board of directors) and includes members of the management one level below the executive directors, functional heads and ‘key managerial personnel’ as defined under the Companies Act, 2013 or any other person whom we may declare as key managerial personnel
Main Board	Main board means a recognised stock exchange having nationwide trading terminals, other than SME exchange.
Materiality Policy	The policy on determination of materiality, by our Board in accordance with the requirements of the SEBI (LODR) Regulations 2015.
Memorandum/Memorandum of Association/MoA	The Memorandum of Association of our Company, as amended from time to time.
Promoters	1) Mr. Rampal Inani, 2) Mr. Jagdish Chandra Inani, 3) Mr. Dinesh Chandra Inani, 4) Mr. Vinod Kumar Inani and 5) Mr. Susheel Kumar Inani are the promoters of our company.
Promoter Group	Includes such persons and entities constituting the promoter group of our Company in terms of Regulation 2(1) (pp) of the SEBI (ICDR) regulations.
RoC/Registrar of Companies	Registrar of Companies, C/6-7, 1 <sup>st</sup> Floor, Residency Area, Civil Lines, Jaipur-302001, Rajasthan.

## Conventional and General Terms

Term	Description
ACIT	Assistant Commissioner of Income Tax.
AIF(s)	The alternative investment funds, as defined in, and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
Air Act, 1981	Air (Prevention and Control of Pollution) Act, 1981.
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made thereunder.
Companies Act/Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of sections of the Companies Act, 2013, along with the relevant rules made thereunder.
Competition Act	The Competition Act, 2002.
Consolidated FDI Policy	Consolidation FDI Policy dated August 28, 2017, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
CST Act	Central Sales Tax Act, 1956.
FCNR Account	Foreign currency non-resident account.
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations 2000.
FII(s)	Foreign Institutional Investors as defined under the SEBI FPI Regulations.
Financial Year/ Fiscal/ Fiscal Year/F.Y.	Period of twelve (12) months ended March 31 of that particular year, unless otherwise stated.
Foreign Portfolio Investor or FPI	Foreign Portfolio Investors, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India.
FVCI	Foreign Venture Capital Investor, registered under the FVCI Regulations.
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
Hazardous Waste Rules, 2008	Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008.
Income Tax Act or the I.T. Act	The Income Tax Act, 1961.
Ind AS	New Indian Accounting Standards notified by Ministry of Corporate Affairs on February 16, 2015, applicable from Financial Year commencing April 1, 2016, as amended.
LLP Act	The Limited Liability Partnership Act, 2008.
Notified Sections	The sections of the Companies Act, 2013, that have been notified by the Government as having come into effect prior to the date of this Information Memorandum.
NRE Account	Non-resident external account.
NRO Account	Non-resident ordinary account.
RBI Act	Reserve Bank of India Act, 1934.
SCRA	Securities Contracts (Regulation) Act, 1956.
SCRR	Securities Contracts (Regulation) Rules, 1957.
SEBI	The Securities and Exchange Board of India, constituted under the SEBI Act.
SEBI Act	Securities and Exchange Board of India Act, 1992.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI (LODR) Regulations/SEBI Listing Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
SEBI VCF Regulations	The erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996.
Securities Act	U.S. Securities Act of 1933, as amended.
State Government	The government of a state of the Union of India.
STT	Securities Transaction Tax.

Term	Description
Sub-account	Sub-accounts registered with SEBI under the SEBI FII Regulations other than sub-accounts which are foreign corporate or foreign individuals.
VCFs	Venture Capital Funds as defined and registered with SEBI under the SEBI VCF Regulations.
Water Act, 1974	Water (Prevention and Control of Pollution) Act, 1974.
Willful Defaulter(s)	A person or an issuer who or which is categorized as a willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India; as defined under Regulation 2(1)(III) of SEBI Regulations 2018.

#### Technical and Industry related terms

Terms	Description
CAGR	Compounding Annual Growth Rate
GDP	Gross Domestic Product
FDI	Foreign Direct Investment
US	United States
GVA	Gross Value Addition
CPI	Consumer Price Index
MYEA	Mid-Year Economic Analysis
WPI	Wholesale Price Index
FCNR	Foreign Currency Non-Resident
FY	Financial Year
CSO	Central Statistics Office's
IMF	International Monetary Fund
G-sec	Government Securities
EPFO	Employees' Provident Fund Organisation
ESI	Employee State Insurance
CSO	Central Statistics Office's
THSC	Tourism and Hospitality Sector Skill Council
MOU	Memorandum of Understanding
TFA	Trade Facilitation Agreement
DARPAN	Digital Advancement of Rural Post Office for A New India
PMGKY	Pradhan Mantra Garib Kalyan Yojana
GST	Goods & Services Tax
SARDP-NE	Special Accelerated Road Development Programme for North East
NMCG	National Mission for Clean Ganga
AMRUT	Atal Mission for Rejuvenation and Urban Transformation
EEPC	Engineering Export Promotion Council
WA	Washington Accord
ASSOCHAM	Associated Chambers of Commerce of India
ESDM	Electronic System Design and Manufacturing
DIPP	Department of Industries Policy and Promotion
HVAC	Heating Ventilation and Air-Conditioning
LGEI	LG Electronics India
HCCI	Hexagon Capability Centre India
MBDA	Matra BAE Dynamics Alenia
M-SIPS	Modified Special Incentive Package Scheme
NITK	National Institute of Technology Karnataka
MBDA	Matra BAE Dynamics Alenia
PSUs	Private Sector Units
EMC	Electronics Manufacturing Clusters
PMA	Preferential Market Access
ESDM	Electronics System Design & Manufacturing
INR	Indian Rupee Rates

## General terms/Abbreviations

Term	Description
₹ or Rs. or Rupees or INR	Indian Rupees.
AGM	Annual General Meeting.
AS/Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India.
A.Y.	Assessment year.
BC	Before Christ.
BPLR	Bank Prime Lending Rate.
BSE	BSE Limited.
CARO	Companies (Auditor's Report) Order, 2003.
CDSL	Central Depository Services (India) Limited.
CEO	Chief Executive Officer.
CIN	Corporate Identity Number.
CLB	Company Law Board.
CrPC	Criminal Procedure Code, 1973, as amended.
CSR	Corporate Social Responsibility.
DIN	Director Identification Number.
DP ID	Depository participant's identification.
ECS	Electronic Clearing System.
EBITDA	Earnings before Interest, Tax Depreciation and Amortisation.
EGM	Extraordinary General Meeting of the Shareholders of the Company.
EPS	Earnings Per Share.
ESOS	Employee Stock Option Scheme.
FDI	Foreign direct investment.
FIPB	Foreign Investment Promotion Board.
GAAR	General anti avoidance rules.
GBP	Great Britain Pound.
GIR	General index register.
Gol/Government	Government of India.
HNI	High Net Worth Individual.
HUF	Hindu Undivided Family.
ICAI	Institute of Chartered Accountants of India.
IFRS	International Financial Reporting Standards.
Indian GAAP	Generally Accepted Accounting Principles in India.
ISO	International Organization for Standardization.
IT Act	The Income Tax Act, 1961, as amended.
IT Rules	The Income Tax Rules, 1962, as amended.
JV	Joint Venture.
MCA	Ministry of Corporate Affairs, Government of India.
MoU	Memorandum of Understanding.
N.A.	Not Applicable.
NAV/Net Asset Value	Net asset value being paid up equity share capital plus free reserves (excluding reserves created out of revaluation) less deferred expenditure not written off (including miscellaneous expenses not written off) and debit balance of profit and loss account, divided by number of issued Equity Shares.
NECS	National Electronic Clearing Services.
NEFT	National Electronic Fund Transfer.
NoC	No Objection Certificate.
No.	Number.
NR	Non-Resident.
NSDL	National Securities Depository Limited.
NTA	Net Tangible Assets.
p.a.	Per annum.
PAN	Permanent Account Number.
PAT	Profit After Tax.
PBT	Profit Before Tax.
PCB	Pollution Control Board.
P/E Ratio	Price per Earnings Ratio.
Pvt.	Private.
RBI	Reserve Bank of India.

Term	Description
RoC	Registrar of Companies.
RONW	Return on Net Worth.
RTGS	Real Time Gross Settlement.
SCN	Show Cause Notice.
SCSB	Self-Certified Syndicate Bank.
UIN	Unique Identification Number.
US	United States.
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America.
VAT	Value Added Tax.
YoY	Year on Year.

**Certain Conventions**

Unless otherwise specified or the context otherwise requires, all references to “India” in this Information Memorandum are to the Republic of India, all references to the “U.S.”, the “USA” or the “United States” are to the United States of America, together with its territories and possessions.

Unless stated otherwise, all references to page numbers in this Information Memorandum are to the page numbers of this Information Memorandum.

**Use of Financial Data**

Unless stated otherwise, the financial information in this Information Memorandum is extracted from the audited financial statements of our Company for the financial Year ended 31st March 2020 which have been prepared in accordance with Indian GAAP and Limited Review unaudited financials for the period ended September 30, 2020.

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 Information Memorandum, 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.

**Currency and Units of Presentation**

All references to “Rupees”, “Rs.”, “INR” or “₹” are to Indian Rupees, the official currency of the Republic of India. All reference to “£” or “GBP” are to Great Britain Pound, the official currency of the United Kingdom. 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

Our Company has presented certain numerical information in this Information Memorandum in “Lakh” units. One lakh represents 1,00,000. In this Information Memorandum, any discrepancies in any table between the total and the sums of the amounts listed therein are due to rounding-off.

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 ‘one hundred thousand’ and ‘Crore’ means ‘ten million and ‘billion / bn./ Billions’ means ‘one hundred crores’.

**Industry and Market Data**

Unless stated otherwise, industry and market data used throughout this Information Memorandum has been derived from Ministry of Statistics and Programme Implementation (MOSPI), RBI, Press Information Bureau, Department of Industrial Policy & Promotion, India Brand Equity Foundation and industry publications. 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. The extent to which the market and industry data used in this Information Memorandum is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data.

**Exchange Rates**

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



## FORWARD LOOKING STATEMENTS

The Company has included statements in this Information Memorandum which contain words or phrases such as “may”, “will”, “aim”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “potential” and similar expressions or variations of such expressions, that are or may be deemed to be forward looking statements.

All statements regarding the expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements as to the business strategy, the revenue, profitability, planned initiatives. These forward-looking statements and any other projections contained in this Information Memorandum (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause the 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. Important factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the Section titled “**Risk Factors**”; “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**”; “**Industry Overview**”; and “**Our Business**” beginning on page 8, 66, 25 and 29 respectively, of this Information Memorandum.

The forward-looking statements contained in this Information Memorandum are based on the beliefs of our management, as well as the assumptions made by and information currently available to our management. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materializes, or if any of the underlying assumptions prove to be incorrect, the actual results of operations or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent written and oral forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.

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

- General economic and business conditions in India and other countries;
- Increase in price and material components
- Fluctuation in other operating cost
- Ability to retain the customers is heavily dependent upon various factors including our reputation and our ability to maintain a high level of product quality including our satisfactory performance for the customers;
- We operate in a significantly fragmented and competitive market in each of our business segments;
- Regulatory changes relating to the finance and capital market sectors in India and our ability to respond to them;
- Our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks that have an impact on our business activities or investments;
- The monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry;
- Changes in the value of the Rupee and other currencies;
- The occurrence of natural disasters or calamities; and

Forward-looking statements speak only as of the date of this Information Memorandum. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of the foregoing, and the risks, uncertainties and assumptions discussed in the section titled “Risk Factors” and elsewhere in this Information Memorandum, any forward- looking statement discussed in this Information Memorandum may change or may not occur, and our actual results could differ materially from those anticipated in such forward-looking statements. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not regard such statements to be a guarantee of our future performance.

## **RISK FACTORS**

Any investment in equity securities involves a high degree of risk. You should carefully consider all the information in this Information Memorandum, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a more complete understanding, you should read this section together with Sections titled **“Our Business”**, and **“Management’s Discussion and Analysis of Financial Condition and Results of Operations”** beginning on page 29 and 66 respectively, as well as the other financial and statistical information contained in this Information Memorandum.

Any of the following risks, as well as the other risks and uncertainties discussed in this Information Memorandum, could have an adverse effect on our business, financial condition, results of operations and prospects and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or a part of your investment. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial condition and prospects.

This Information Memorandum contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements because of certain factors, including the considerations described below and elsewhere in this Information Memorandum.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in such risk factors. You should not invest in this Issuing unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the consequences to you of an investment in the Equity Shares.

The financial information in this section is, unless otherwise stated, derived from our Audited Financial Statements prepared in accordance with Indian GAAP, as per the requirements of the Companies Act, 2013, and SEBI (ICDR) Regulations. The risk factors have been determined based on their materiality. Some events may not be material individually but may be found to be material collectively, some events may have a material impact qualitatively instead of quantitatively and some events may not be material at present but may have material impacts in the future.

### **INTERNAL RISK FACTOR:**

- 1. *Our Company/Promoters/Directors/Promoters Group are involved in certain litigations, as per details mentioned below. Any adverse decisions in the cases filed by/against the Company, may impact business and operations of the Company.***

#### **Litigation in the name of Promoter Group**

- a. A Summons were served on 31/08/2018 by enforcement directorate to submit some details regarding import bills, which have already been submitted with the department dated 13/09/2018. The matter pertains to Classic Prime Home Care Pvt Ltd (one of Promoter Group Company).
- b. Our one of the Promoter Group company “Classic Prime Home Care Pvt Ltd, has filed a civil suit no 90/2017 against Sunrise Sales Ltd. Sunrise Complex, Plot No 2 Opp. Invitation Garden, Hissar Bypass Chowk, Rohtak, Haryana for recovery of Rs 5,00,001/- for dues against goods sold at District Judge Court, Bhilwara

Our Company may in the future be, implicated in lawsuits in the ordinary course of our business, including lawsuits and arbitrations involving compensation for loss due to various reasons including tax matters, civil disputes, labour and service matters, statutory notices, regulatory petitions, consumer cases and other matters. Any Litigation or arbitration could result in substantial costs and a diversion of effort by us and/or subject us to significant liabilities to third parties. In addition, our Company is subject to risks of litigation including public interest litigation, contract, employment related, personal injury and property damage. Our Company cannot provide any assurance that these legal proceedings will be decided in our favour. Any adverse decision may have a significant effect on our business including the financial condition of our Company, delay in implementation of our current or future project and results of operations. There can be no assurance that the results of such legal proceedings will not materially harm our business, reputation or standing in the marketplace or that our Company will be able to recover any losses incurred from third parties, regardless of whether our Company is at fault or not. There can be no assurance that losses relating to litigation or arbitration will be covered by insurance, that any such losses would not have a material adverse effect on the results of our operations or financial condition, or that provisions made for litigation and arbitration related losses would be sufficient to cover our ultimate loss or expenditure. Details of outstanding proceedings that have been initiated against our Company, our Promoters, our Group Companies and our Directors are set forth in the chapter titled **“Outstanding Litigation and Material Developments”** starting from page no 69 of this Information Memorandum.

2. ***If we are not able to obtain, renew or maintain the statutory and regulatory permits and approvals required to operate our business it may have a material adverse effect on our business.***

We require certain statutory and regulatory approvals, licenses, registrations and permissions and applications need to be made at the appropriate stages for our business to operate. There can be no assurance that the relevant authorities will issue these approvals or licenses, or renewals thereof in a timely manner, or at all.

Further, some of these approvals are granted for fixed periods of time and need renewal from time to time. We are required to renew such permits, licenses and approvals. Further, certain licenses and registrations obtained by our Company contain certain terms and conditions, which are required to be complied with by us. Any default by our Company in complying with the same, may result in inter alia the cancellation of such licenses, consents, authorizations and/or registrations, which may adversely affect our operations. There can be no assurance that the relevant authorities will issue or renew any of such permits or approvals in time or at all. Failure to renew, maintain or obtain the required permits or approvals in time may result in the interruption of our operations, or penal action be taken against our company and its officers in default and may have a material adverse effect on our business. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change, we may incur increased costs, be subject to penalties or suffer a disruption in our business activities, any of which could adversely affect our results of operations.

3. ***We are in business related to chemicals which faces excessive government regulations.***

Dye and chemical business involves use of numerous toxic acids and its related chemical components. Usages of such intermediates are hazardous to the environment as a whole. This leads to excessive government focus and regulations to follow in such business model. With increased compliances and regulations, Company faces challenges on many aspects such as control on use of materials, discharge of effluent treatment which may affect the business directly. Any such non-compliance may lead to imposition of penalties, fines or imprisonment. Further, operations of the Company may be suspended; trading licenses may be suspended, withdrawn or terminated.

4. ***The Warehouse of Our Company at Bhilwara, Rajasthan is not owned by us.***

We operate from our registered office situated at SG-2730, Suwana, Bhilwara-311001, Rajasthan, India. Out of the total land area of 1 Bigha and 6 Biswa, 10 Biswa is in the name of our Company where the Registered office is situated. The balance area of land on which the warehouse is built is taken on rent by the Company from Mrs. Ganga Devi Inani mother of the Promoters of our Company. Any discontinuance of such arrangement will lead us to locate to any other premises. Our inability to identify the new premises may adversely affect the operations, finances and profitability of our Company.

5. ***The branch offices of Our Company situated at Mumbai is not owned by us.***

Our branch offices situated at Mumbai & has been taken on rent. The Rent agreement for Mumbai is executed for the period 24-12-2020 to 23-12-2022. Any discontinuance of such arrangement will lead us to re-locate to any other premises. Our inability to identify the new premises may adversely affect the operations, finances and profitability of our Company.

6. ***The godowns/warehouses of our Company is not owned by us***

Our godowns/warehouses for stocking our products for trading activity is kept in different warehouses which are taken on rent as and when required and is not owned by us. Any discontinuance of such arrangement will lead us to locate to any other warehouse. Our inability to identify the new warehouse may adversely affect the operations, finances and profitability of our Company.

7. ***We rely on third party labour for our unskilled labour activities***

We require certain unskilled labour at our facility for the loading, unloading, sorting etc. of Dye and Chemical products. We do not employ any such labour on our fixed payroll. Since, we do not have these labours on our pay-roll and we cannot contractually control them, we are unable to assure continued availability of the same or we may experience to disputes or other problems with local work force. This may result in our operations and customer dissatisfaction thus adversely affecting our goodwill and future revenues.

8. ***Our Company does not have any long- term contracts or agreements of supply of products in which we trade, which may adversely affect our results of operations and we are also exposed to price and supply fluctuations.***

We are, to a major extent, dependent on external suppliers for our products in which we trade and we do not have any long-term supply agreements or commitments in relation to the same. Consequently, we are exposed to price and supply fluctuations and these fluctuations may adversely affect our ability to obtain orders and/or to execute them in a timely manner, which would have a material adverse effect on our business, results of operations and financial condition.

In case of non-availability of materials on favorable terms, we may have to procure the same at the terms and conditions prevalent at that point. This will result in reducing our revenues by a considerable amount due to shortage of material or due to inability to procure the same.

**9. *Our Company's insurance coverage may not be adequate to protect us against all material hazards which may result in disruptions of operations/monetary loss on account of stoppage of work.***

Our Company has covered itself against certain risks. In case of any casualty, there can be no assurance that any claim under the insurance policies obtained by our Company will be honored fully/ in part on time. Further, our Company may not have obtained or may not timely renew insurance cover for any of our asset that does not expressly require us to maintain insurance. To the extent that if we suffer losses or damages not adequately covered, the same shall devolve on our Company resulting in operations and financial performance being adversely affected.

**10. *Availability of inadequate labor, work stoppages and other labor problems could adversely affect our business.***

We require skilled and unskilled labor for successful running of our existing, as well as, future operations. Any shortage of adequate labor and stoppage due to any labor related issues may affect smooth running of our operations.

**11. *Our Company is dependent on third party transportation providers for the supply of raw materials and delivery of products.***

Our Company uses services of third party transportation providers for supply of raw materials as well as delivery of finished products. Our company relies on fleet of trucks. In the event of non availability of fleet of trucks, due to strike or any other reason may have an adverse impact on the receipt of supplies of raw material and delivery of the finished products thereby adversely affecting our operations

**12. *In addition to normal remuneration, other benefits and reimbursement of expenses some of our Directors (including our Promoters) and Key Management Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company***

Some of our Directors (including our Promoters) and Key Management Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company, in addition to normal remuneration or benefits and reimbursement of expenses. We cannot assure you that our Directors or our Key Management Personnel would always exercise their rights as Shareholders to the benefit and best interest of our Company. Our Directors may take or block actions with respect to our business, which may conflict with our best interests or the interests of other minority Shareholders, such as actions with respect to future capital raising or acquisitions. We cannot assure you that our Directors will always act to resolve any conflicts of interest in our favour, thereby adversely affecting our business and results of operations and prospects. For further information, see the chapter titled ***“Our Management”*** and ***“Our Promoters and Promoter Group”*** on page no 43 and 51 respectively of this Information Memorandum and the section titled ***“Financial Statements”*** beginning on page no 58 of this Information Memorandum.

**13. *We face competition in our business from organized, unorganized, domestic and international competitors, which may adversely affect our business operation and financial condition.***

We operate in an industry, which faces intense competition from established as well as unorganized players. Our competition depends on several factors, which include quality, price and our pace in keeping up with the changing trends. Competition emerges from both organized as well as unorganized sector.

Further, Dye Trading business is carried majorly in India and China across the globe. Our company faces tough competition from players situated in China as they have a competitive advantage of trading dyestuffs at lower cost. Since majorly only few countries manufactures dyes, there is an intense competition among the countries which are trying to increase their market share.

**14. *If we are unable to manage our growth, our business could be disrupted***

The growth of our business depends on the operations to realize our vision of attaining size and to improve our cost competitiveness in the chemicals and dyes industry, and to reduce costs in our business. In order to achieve such future growth, we need to effectively manage products, accurately assess new markets, attract new customers, obtain sufficient financing, control our input costs, maintain sufficient operational and financial controls and make additional capital investments to take advantage of anticipated market conditions. We expect our growth to place significant demands on our management and other resources. Any inability to manage our growth could have an adverse effect on our business, financial condition and results of operations

**15. *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 or at all. 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.

**16. Rise in input costs may affect our profitability.**

The input costs of the products of the Company may increase due to various reasons. In case the Company is not able to pass on such increase to the consumers because of competition or otherwise, it may affect the profitability of the Company.

**17. Our business may be materially and adversely affected by our reliance on customers who fail to grow at a certain pace and on our ability to attract merchants and customers.**

Our business growth depends on our customer's growth and demands from them. Hence it is necessary for us that our customers too grow at a certain pace with us to support our operations. Further we depend on a limited number of customers for a significant portion of our revenue. The loss of a major customer or significant reduction in production and sales of, or demand for our products from, our major customers may adversely affect our business, financial condition, results of operations and prospects. While we are constantly striving to increase our customer base and reduce dependence on any one particular customer, there is no assurance that we will be able to broaden our customer base in any future periods or that our business or results of operations will not be adversely affected by a reduction in demand or cessation of our relationship with any of our major customers.

**18. We have substantial indebtedness and we require high working capital for our smooth day to day operations of business and any discontinuance or our inability to acquire adequate working capital timely and on favorable terms may have an adverse effect on our operations, profitability and growth prospects.**

Our business demands substantial funds towards working capital requirements. Working capital is required to finance the purchase of products before payment is received from clients. Our working capital requirements may increase if, in certain contracts, payment terms do not provide for advance payments to us or if payment schedules are less favourable to us. We may need to borrow additional funds in the future to fulfill our working capital needs. Continued increases in working capital requirements may have an adverse effect on our financial condition and results of operations.

In case there are insufficient cash flows to meet our working capital requirement or we are unable to arrange the same from other sources or there are delays in disbursement of arranged funds, or we are unable to procure funds on favorable terms, it may result into our inability to finance our working capital needs on a timely basis which may have an adverse effect on our operations, profitability and growth prospects. Further, any untimely demand of unsecured loan taken by us, we have to arrange these funds which may carry higher cost of funding having a negative impact on our financial operations.

**19. Our indebtedness and the conditions and restrictions imposed by our financing arrangements could adversely affect our ability to conduct our business and operations.**

We have entered into agreements with banks for short-term and long term borrowings. Some of these agreements contain restrictive covenants, including, but not limited to, requirements that we obtain written consent from lenders prior to issuing new shares, incurring further debt, creating further encumbrances on our assets, effecting any scheme of amalgamation or restructuring, undertaking guarantee obligations, declaring dividends, undertaking new projects or making investments. There can be no assurance that we will be able to comply with these covenants or that we will be able to obtain the consents necessary to take the actions we believe are required to operate and grow our business. Certain of our loans may be called at any time by our lenders pursuant to terms of the relevant agreements. An event of default under any of these loan arrangements, if not cured or waived, could have a material adverse effect on us.

**20. Our lenders have charge over our movable and immovable properties in respect of finance availed by us.**

We have secured our lenders by creating charge over our properties. In the event we default in repayment of the loans availed by us and any interest thereof, our properties may be forfeited by lenders. For further details, please refer to section titled **"financial indebtedness"** of our company on page 65 of this Information Memorandum.

**21. Our Company had negative cash flow in recent fiscals, details of which are given below. Sustained negative cash flow could adversely impact our business, financial condition and results of operations.**

The detailed break up of cash flows is summarized in below mentioned table and our Company has reported negative cash flow in certain financial years and which could affect our business and growth:

(Rs. in Lacs)

PARTICULARS	31-03-2020	31-03-2019
Net cash from operating activities	-1017.49	-306.48
Net Cash from investing activities	-28.08	-2.83
Net Cash from financing activities	360.84	1466.58
<b>Net Cash flow for the year</b>	<b>-684.73</b>	<b>1157.27</b>

- 22. *We have entered into certain related party transactions and may continue to do so.***  
We have entered into certain related party transactions with our Promoters, its group members/ entities, Directors and other associates. While we believe that all such transactions have been conducted on arm length basis, however it is difficult to ascertain whether more favorable terms would have been achieved had such transactions been entered with unrelated parties. Furthermore, it is likely that we will continue to enter into related party transactions in the near 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 further details regarding the related party transactions, see the disclosure on related party transactions contained in the financial statements included in this Information Memorandum and, also see the section ***“Related Party Transactions”*** on page 56 of this Information Memorandum
- 23. *Our success depends largely on our management team and our ability to attract and retain our key personnel***  
Our success depends on the continued services and performance of the members of our management team and other key employees. Competition for senior management in the industry is intense, and we may not be able to retain our existing senior management or attract and retain new senior management in the future. The loss of the services of our Promoter could seriously impair our ability to continue to manage and expand our business. Further, the loss of any other member of our senior management or other key personnel may adversely affect our business, results of operations and financial condition.
- 24. *Our actual results could differ from the estimates and projections used to prepare our financial statements.***  
The estimates and projections are based on and reflect our current expectations, assumptions and/ or projections as well as our perception of historical trends and current conditions, as well as other factors that we believe are appropriate and reasonable under the circumstances. There can be no assurance that our expectations, estimates, assumptions and/or projections, including with respect to the future earnings and performance will prove to be correct or that any of our expectations, estimates or projections will be achieved.
- 25. *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. 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 of our dividend history, see the chapter titled ***“Dividend Policy”*** beginning on page no 57 of this Information Memorandum.
- 26. *Any future issuance of Equity Shares may dilute your shareholdings, and sale of the Equity Shares by our major shareholders may adversely affect the trading price of our Equity Shares.***  
Any future equity issuances by our Company may lead to the dilution of investors’ shareholdings in our Company. In addition, any sale of substantial Equity Shares in the public market after the completion of this Issue, including by our major shareholders, or the perception that such sales could occur, could adversely affect the market price of the Equity Shares and could significantly impair our future ability to raise capital through offerings of the Equity Shares. We cannot predict what effect, if any, market sales of the Equity Shares held by the major shareholders of our Company or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.
- 27. *Any future acquisitions, joint ventures, partnerships, strategic alliances, tie-ups or investments could fail to achieve expected synergies and may disrupt our business and harm our financial condition and operating results.***  
Our success will depend, in part, on our ability to expand our business in response to changing technologies, customer demands and competitive pressures. We have, in the past, explored and continue to explore opportunities on our own, or through tie-ups, acquisitions, strategic alliances, partnerships or joint ventures across countries and regions of focus. In some circumstances, we may also decide to acquire, or invest in, complementary technologies instead of internal development. Further, the identification of suitable acquisition can be difficult, time-consuming and costly, and we may not be able to successfully complete acquisitions that we target in the future. The risks we face in connection with acquisitions may include integration of product and service offerings, co-ordination of R&D and sales and marketing functions and the diversion of management time and focus from operating our business to addressing acquisition integration challenges. Our failure to address these risks or other problems encountered in connection with our acquisitions and investments could cause us to fail to realise the anticipated benefits of these acquisitions or investments, cause us to incur unanticipated liabilities, and harm our business generally.
- 28. *Managing employee benefit pressures in India may prevent us from sustaining our competitive advantage which could adversely affect our business prospects and future financial performance.***  
Employee benefits represent a major expense for us and our ability to maintain or reduce such costs is critical for our business operations. We may be required to increase employee compensation levels to remain competitive and manage attrition, and consequently we may need to increase the prices of our products and services. An increase in wages/

salaries paid to our employees may result in a material adverse effect on our profits in the event that we are unable to pass on such increased expenditure to our users or customers without losing their business to our competitors. Likewise, if we are unable to sustain or increase the number of employees as necessary to meet growing demand, our business, financial condition and results of operations could be adversely affected.

- 29. *We may become a target for public scrutiny, including complaints to regulatory agencies, negative media coverage, including social media and malicious reports, all of which could severely damage our reputation and materially and adversely affect our business and prospects.***

Post Listing we will be subjected to several regulatory filings and public scrutiny. Since we will be constantly under the public view, there is possibility of complaints to regulatory agencies, negative media coverage, including social media and malicious reports, all of which could severely damage our reputation and materially and adversely affect our business and prospects.

- 30. *We may not be able to secure sufficient financing on favourable terms, or at all, to meet our future capital needs.***

In the future, we may require additional capital to pursue business opportunities or acquisitions or respond to challenges, competition and unforeseen circumstances. We may also decide to engage in equity or debt financings or enter into credit facilities for other reasons. We may not be able to secure debt or equity financing in a timely manner, on favourable terms, or at all. Any debt financing obtained by us in the future could involve restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions.

#### **EXTERNAL RISK FACTORS:**

- 1. *Exchange Rate Fluctuations may have impact on the performance of the Company.***

The Company is exposed to exchange rate fluctuations. Uncertainties in the global financial market may have an adverse impact on the exchange rate between Rupee vis-à-vis other currencies. The exchange rate between the Rupee and other currencies is variable and may continue to fluctuate in the future. Such fluctuations can have a serious impact on the cost structure of the Company.

- 2. *Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.***

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, change in regulatory framework, inflation, deflation, foreign exchange fluctuations, consumer credit availability, consumer debt levels, unemployment trends, terrorist threats and activities, worldwide military and domestic disturbances and conflicts, and other matters that influence consumer confidence, spending and tourism.

- 3. *Any changes in the regulatory framework could adversely affect our operations and growth prospects***

Our Company is subject to various regulations and policies. For details see Section titled “**Key Industry Regulations and Policies**” beginning on page no 38 of this Information Memorandum. Our business and prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that our Company will succeed in obtaining all requisite regulatory approvals in the future for our operations or that compliance issues will not be raised in respect of our operations, either of which could have a material adverse effect on our business, financial condition and results of operations.

- 4. *Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse effects on our operations and financial performance***

Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities may cause interruption in the business undertaken by us. Our operations and financial results and the market price and liquidity of our equity shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.

- 5. *The price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not develop.***

Prior to this Issue, there has been no public market for our Equity Shares. The trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India’s fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets and Finance industry, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnership, joint ventures, or capital commitments.

**6. *There are restrictions on daily/weekly/monthly movements in the price of the Equity Shares, which may adversely affect a shareholder's ability to sell, or the price at which it can sell, Equity Shares at a particular point in time***

Once listed, we would be subject to circuit breakers imposed by all stock exchanges in India, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on circuit breakers is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges do not inform us of the percentage limit of the circuit breaker in effect from time to time, and may change it without our knowledge. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

**7. *Civil unrest, acts of violence including terrorism or war involving India and other countries could materially and adversely affect the financial markets and our business.***

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. Terrorist attacks and other acts of violence may adversely affect the Indian stock markets, where our Equity Shares will trade, and the global equity markets generally.

**8. *Economic developments and volatility in securities markets in other countries may cause the price of the Equity Shares to decline.***

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investor's reactions to developments in one country may have adverse effects on the market price of securities of companies situated in other countries, including India. For instance, the recent financial crisis in the United States and European countries lead to a global financial and economic crisis that adversely affected the market prices in the securities markets around the world, including Indian securities markets. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. The Indian stock exchanges have experienced temporary exchange closures, broker defaults, settlement delays and strikes by brokerage firm employees. In addition, the governing bodies of the Indian stock exchanges have, from time to time, imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Furthermore, from time to time, disputes have occurred between listed companies and stock exchanges and other regulatory bodies, which in some cases may have had a negative effect on market sentiment.

**9. *The Companies Act, 2013, has effected significant changes to the existing Indian company law framework, which may subject us to higher compliance requirements and increase our compliance costs.***

A majority of the provisions and rules under the Companies Act, 2013, have recently been notified and have come into effect from the date of their respective notification, resulting in the corresponding provisions of the Companies Act, 1956, ceasing to have effect. The Companies Act, 2013, has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital, disclosures in Information Memorandum, corporate governance norms, audit matters, related party transactions, introduction of a provision allowing the initiation of class action suits in India against companies by shareholders or depositors, a restriction on investment by an Indian company through more than two layers of subsidiary investment companies (subject to certain permitted exceptions), prohibitions on loans to directors and insider trading and restrictions on directors and key managerial personnel from engaging in forward dealing. To ensure compliance with the requirements of the Companies Act, 2013, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention.

**10. *Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.***

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. 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. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

**11. *We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and trading industry contained in the Information Memorandum.***

While facts and other statistics in the Information Memorandum relating to India, the Indian economy has been based on various government publications and reports from government agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our



respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the Section titled ***“Industry Overview”*** beginning on page no 25 of the Information Memorandum. Due to possibly flawed or ineffective data 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 elsewhere 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 the case may be, elsewhere.

***12. Conditions in the Indian securities market may affect the price or liquidity of our Equity Shares.***

The Indian securities markets are smaller than securities markets in more developed economies and the regulation and monitoring of Indian securities markets and the activities of investors, brokers and other participants differ, in some cases significantly, from those in the more developed economies. Indian stock exchanges have in the past experienced substantial fluctuations in the prices of listed securities. Further, the Indian stock exchanges have experienced volatility in the recent times. The Indian stock exchanges have also experienced problems that have affected the market price and liquidity of the securities of Indian companies, such as temporary exchange closures, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time to time restricted securities from trading and limited price movements. A closure of, or trading stoppage on the SME Platform of BSE could adversely affect the trading price of the Equity Shares.

***13. Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.***

Global economic, social and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in commodities markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude, which may negatively affect our stock prices.

***14. Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.***

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

***15. The extent and reliability of Indian infrastructure could adversely affect our Company's results of operations and financial condition.***

India's physical infrastructure is in developing phase compared to that of many developed nations. Any congestion or disruption in its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our Company's normal business activity. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies, and add costs to doing business in India. These problems could interrupt our Company's business operations, which could have an adverse effect on its results of operations and financial condition.

***16. 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.

***17. 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.

### SECTION III: SUMMARY OF INFORMATION MEMORANDUM

This section is a summary of specific disclosures included in this Information Memorandum and is not exhaustive nor does it purport to contain a summary of all disclosures or details relevant to prospective investors. For additional information and further details with respect to any of the information summarized below, please refer to the relevant sections of this Information Memorandum.

#### (A) PRIMARY BUSINESS OF OUR COMPANY AND THE INDUSTRY IN WHICH IT OPERATES:

##### ❖ Primary Business of Our Company:

Our Company is in the business of trading in Dyes and Chemicals since incorporation in the year 2005. The company mainly deals in Hydrogen Peroxide, Sodium Bi Carbonate 99.5%, Sodium Meta Bi Sulphite 97%, Soda Ash Light, Linear Alkyl Benzene Sulphonic Acid 90% and many others chemicals. Our company trades in all types of Sulphur Dyes. The Dyes and Chemicals in which our Company deals in, mainly caters to Textiles & Garments manufacturing Industry, Food and Beverages Industries, Laboratory, Leather, Candle making industries, Plastic Industries, Agriculture, Water Treatment, Personal Care & Cosmetics Industries, Plywood Industry etc. The Company also trades in speciality performance chemicals used in Textile Dyeing and Printing Industry.

##### ❖ Summary of the industry in which our Company operates:

Covering more than 80,000 commercial products, India's chemical industry is extremely diversified and can be broadly classified into bulk chemicals, specialty chemicals, agrochemicals, petrochemicals, polymers and fertilisers. India accounts for 16% of the world production of dyestuffs and dye intermediates. Indian colorants industry has emerged as a key player with a global market share of ~15%. India's proximity to the Middle East, the world's source of petrochemicals feedstock, enables it to benefit on economies of scale.

The Indian chemicals industry stood at US\$ 178 billion in 2019 and is expected to reach US\$ 304 billion by 2025 registering a CAGR of 9.3%. The demand for chemicals is expected to expand by 9% per annum by 2025. In September 2020, the production of key chemicals was 8,36,435 MT and petrochemicals was 17,26,502 MT. The specialty chemicals constitute 22% of the total chemicals and petrochemicals market in India. The demand for specialty chemicals is expected to rise at a 12% CAGR in 2019-22. The petrochemicals demand is expected to record a 7.5% CAGR between 2019 and 2023, with polymer demand increasing at 8%. The agrochemicals market is expected to witness an 8% CAGR to reach US\$ 3.7 billion by FY22 and US\$ 4.7 billion by FY25. In October 2020, exports of organic chemicals and inorganic chemicals increased by 2% on a y-o-y basis to reach US\$ 1,812.22 million. For petrochemicals, imports of petroleum and crude products decreased by 39% on a y-o-y basis to reach US\$ 3,44.1 million in October 2020.

#### (B) NAME OF THE PROMOTERS OF OUR COMPANY:

1) Mr. Rampal Inani, 2) Mr. Jagdish Chandra Inani, 3) Mr. Dinesh Chandra Inani, 4) Mr. Vinod Kumar Inani and 5) Mr. Susheel Kumar Inani are the promoters of our company.

#### (C) SHAREHOLDING OF OUR PROMOTERS AND MEMBERS OF PROMOTERS GROUP:

SHANKAR LAL RAMPAL DYE-CHEM LIMITED					
Sr. No.	Name of the shareholder	Shareholding as on 30/09/2020		Shareholding as on 26/02/2021	
		No. of Shares held	In %	No. of Shares held	In %
	<b>Promoters (A)</b>	<b>22,31,315</b>	<b>27.91%</b>	<b>29,75,087</b>	<b>27.90</b>
1	Jagdish Chandra Inani	4,60,210	5.76%	6,13,613	5.76%
2	Rampal Inani	3,60,710	4.51%	4,80,947	4.51%
3	Susheel Kumar Inani	5,30,495	6.63%	7,07,327	6.63%
4	Vinod Kumar Inani	4,78,900	5.99%	6,38,533	5.99%
5	Dinesh Chandra Inani	4,01,000	5.02%	5,34,667	5.02%
	<b>Promoters Group(B)</b>	<b>36,46,535</b>	<b>45.61%</b>	<b>48,62,043</b>	<b>45.61%</b>
6	Ganga Devi Inani	1,68,520	2.11%	2,24,693	2.11%
7	Mamta Inani	3,64,800	4.56%	4,86,400	4.56%
8	Sheelu Inani	3,00,520	3.76%	4,00,693	3.76%
9	Usha Inani	1,64,500	2.06%	2,19,333	2.06%
10	Meena Inani	2,55,490	3.20%	3,40,653	3.20%
11	Kiran Inani	3,19,110	3.99%	4,25,480	3.99%
12	Rahul Inani	58,000	0.73%	77,333	0.73%

13	Aayushi Inani	58,000	0.73%	77,333	0.73%
14	Oasis Capital Private Limited	8,59,095	10.74%	11,45,460	10.74%
15	Classic Prime Home Care Private Limited	6,53,700	8.18%	8,71,600	8.18%
16	Rampal Inani (HUF)	2,08,000	2.60%	2,77,333	2.60%
17	Shankar Lal Inani (HUF)	31,800	0.40%	42,400	0.40%
18	Jagdish Chandra Inani (HUF)	66,250	0.83%	88,333	0.83%
19	Susheel Kumar Inani (HUF)	51,250	0.64%	68,333	0.64%
20	Vinod Kumar Inani (HUF)	36,250	0.45%	48,333	0.45%
21	Dinesh Chandra Inani HUF)	51,250	0.64%	68,333	0.64%
	<b>TOTAL (A+B)</b>	<b>58,77,850</b>	<b>73.51%</b>	<b>78,37,130</b>	<b>73.51%</b>

**(D) SUMMARY OF FINANCIAL STATEMENTS:**

(Rs. in Lakhs)

Particulars	For the year period ended on,		
	30-09-2020	31-03-2020	31-03-2019
Share Capital	799.59	799.59	599.79
Net Worth	4410.46	4,226.30	2,975.88
Total Revenue	7903.43	13,291.74	17,596.98
Profit After Tax	192.159	269.50	149.99
Earnings per share	2.403	4.44	2.50
Total Borrowing	1957.101	1,595.55	2,484.07

**(E) AUDITOR QUALIFICATION IN THE FINANCIAL STATEMENT:**

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

**(F) SUMMARY OF OUTSTANDING LITIGATIONS:**

For details pertaining to outstanding litigations, please refer chapter titled *“Outstanding Litigation and Material Development”* beginning from page no 69 of this Information Memorandum.

**(G) SUMMARY OF CONTINGENT LIABILITIES: Nil**

## SECTION IV: GENERAL INFORMATION

Our Company was originally incorporated as a Private Limited Company having CIN U24114RJ2005PTC021340 in the name and styles of 'Shankar Lal Rampal Dye-Chem Private Limited' vide an Incorporation Certificate as on September 19, 2005. Subsequently, it was converted into a public limited company pursuant to special resolution passed at its Extraordinary General Meeting of our company held on April 23, 2018 and the name of our company was changed to "SHANKAR LAL RAMPAL DYE-CHEM LIMITED" vide a fresh Certificate of Incorporation consequent upon conversion dated May08, 2018. The company got listed on SME Platform of BSE Limited dated December 24, 2018. The current Corporate Identification Number of our Company is L24114RJ2005PLC021340.

<i>Brief about the Company</i>	
<b>Our Registered &amp; Corporate Office</b>	<b>SHANKAR LAL RAMPAL DYE-CHEM LIMITED</b> SG-2730, Suwana, Bhilwara-311001, Rajasthan, India <b>Tel No:</b> 01482-220062 <b>Email ID:</b> <a href="mailto:info@srdyechem.com">info@srdyechem.com</a> <b>Website:</b> <a href="http://www.srdyechem.com">www.srdyechem.com</a>
<b>Our Branch Office at Mumbai</b>	67, FLOOR- GRD, PLOT NO. 56, ASHOK CHAMBER, DEV JI RATANSI MARG, CHINCH BUNDER, Mumbai City, Maharashtra, 400009
<b>Date of Incorporation</b>	19/09/2005
<b>Corporate Identification Number</b>	L24114RJ2005PLC021340
<b>Company Category</b>	Indian Non-Government Company Limited by Shares
<b>Class of Company</b>	Public
<b>Whether Listed or Not</b>	Currently Listed at SME Platform of BSE Limited <b>Scrip ID:</b> SRD, <b>Security Code:</b> 542232 <b>ISIN:</b> INE01NE01012
<b>Date of Listing at BSE SME</b>	24/12/2018
<b>Address of Registrar of Companies</b>	<b>REGISTRAR OF COMPANIES, Jaipur, Rajasthan</b> C/6-7, 1 <sup>st</sup> Floor, Residency Area, Civil Lines, Jaipur-302001, Rajasthan, India
<b>Company Secretary and Compliance Officer</b>	<b>Ms. ADITI BABEL</b> SHANKAR LAL RAMPAL DYE-CHEM LIMITED SG-2730, Suwana, Bhilwara-311001, Rajasthan, India <b>Tel No:</b> 01482-220062 <b>Email ID:</b> <a href="mailto:cs@srdyechem.com">cs@srdyechem.com</a> <b>Website:</b> <a href="http://www.srdyechem.com">www.srdyechem.com</a>
<b>Chief Financial Officer</b>	<b>Mr. SUSHEEL KUMAR INANI</b> SHANKAR LAL RAMPAL DYE-CHEM LIMITED SG-2730, Suwana, Bhilwara-311001, Rajasthan, India <b>Tel No:</b> 01482-220062 <b>Email ID:</b> <a href="mailto:cfo@srdyechem.com">cfo@srdyechem.com</a> <b>Website:</b> <a href="http://www.srdyechem.com">www.srdyechem.com</a>
<b>Registrar to the Company</b>	<b>CAMEO CORPORATE SERVICES LIMITED</b> Subramanian Building, #1, Club House Road, Chennai - 600 002, India <b>Tel No:</b> 044 – 40020700, 28460390 <b>Fax No:</b> 044 – 28460129 <b>Contact Person:</b> Mr. R.D. Ramasamy, Director <b>Email ID:</b> <a href="mailto:investor@cameoindia.com">investor@cameoindia.com</a> <b>Website:</b> <a href="http://www.cameoindia.com">www.cameoindia.com</a> <b>SEBI Registration Number:</b> INR000003753
<b>Statutory Auditor of the company</b>	<b>M/s. Alok Palod &amp; Company,</b> Chartered Accountant Shop No.3, Hare Krishna Tower, Rajendra Marg, Bhilwara-311001. <b>Contact Person:</b> Mr. Alok Palod, Partner <b>Membership No:</b> 417729 <b>Tel No:</b> 01482-232328 <b>Email ID:</b> <a href="mailto:caalokpalod@gmail.com">caalokpalod@gmail.com</a> <b>FRN No:</b> 018061C

**BOARD OF DIRECTORS:**

The following table sets out details regarding our Board as on the date of this Information Memorandum:

Sr. No.	Name	Age	DIN No.	Address	Designation
1	Rampal Inani	53 Years	00480021	31/165, Manikya Nagar, Bhilwara-311001, Rajasthan, India	Managing Director
2	Jagdish Chandra Inani	49 Years	00479985	31/165, Manikya Nagar, Bhilwara-311001, Rajasthan, India	Whole Time Director
3	Dinesh Chandra Inani	48 Years	02928287	31/165, Manikya Nagar, Bhilwara-311001, Rajasthan, India	Whole Time Director
4	Vinod Kumar Inani	46 Years	02928272	31/165, Manikya Nagar, Bhilwara-311001, Rajasthan, India	Whole Time Director
5	Susheel Kumar Inani	44 Years	02928254	31/165, Manikya Nagar, Bhilwara-311001, Rajasthan, India	Whole Time Director
6	Murli Atal	27 Years	08150205	Atal Bhawan, Shiv Mandir Wali Gali, Bhilwara-311001, Rajasthan,	Independent Director
7	Apoorva Maheshwari	31 Years	08150259	House No. 77, Kacholi Road, Mansa, Neemuch-458110, Madhya Pradesh	Women Independent Director
8	Harsh Kabra	27 Years	08150255	254, Gujar Mohalla, Sham Ki Sabji Mandi, Bhilwara-311001, Rajasthan	Independent Director
9	Anil Kumar Kabra	52 Years	08150149	A-294, Near Sarvodaya Vidhalaya, Sanjay Colony, Bhilwara-311001, Rajasthan	Independent Director
10	Aditya Soni	27Years	08590851	Shiv Kripa 67-A Manikya Nagar Bhilwara, Rajasthan-311001	Independent Director

*For further details of the Board of Directors, please refer to the Section titled “Our Management” beginning on page 43 of this Information Memorandum.*

**Change in auditors:**

M/s. Kalani & Company, Chartered Accountants, was retired in terms of section 139 to 141 of the Companies Act, 2013 and in specific compliance to rotation of auditors in a public limited co. and the Rules framed there under at the Annual General Meeting of the Company held on August 30, 2019 and;

M/s. Alok Palod & Company, Chartered Accountant, have been appointed as the Statutory Auditor of the company at the Annual General Meeting of the Company held on August 30, 2019 until conclusion of the Annual General Meeting to be held in year 2023.

Apart from the above stated fact, there has been no change in the statutory auditors of our Company in past 3 (three) financial years.

**Secretarial Auditor:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Company has appointed CS Sanjana Jain, a Practicing Company Secretary to undertake the Secretarial Audit of the Company.

**Internal Auditor:**

In pursuant to Section 138 of the Companies Act, 2013; the company has appointed M/s Laxman Kumar & Associates, Chartered Accountants, Bhilwara; as Internal Auditor of the Company.

**Authority for Listing:**

In accordance with the bye-laws and the criteria laid down by BSE for migration of Company from SME Platform to Main Board of BSE Limited, the Equity Shares of our Company shall be listed and admitted to trading on the Main Board of BSE Limited. Such admission and listing are not automatic and will be subject to fulfillment of the respective listing criteria of BSE by our Company and also subject to such other terms and conditions as may be prescribed by the Stock Exchange at the time of the application made by our Company to the Stock Exchange for seeking approval for migration of company.

**Eligibility Criteria:**

In accordance with the BSE Circular dated November 26, 2012, our Company will have to be mandatorily listed and traded on the SME Platform of the BSE for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Regulation 277 of SEBI (ICDR) Regulations, 2018.

Our company is eligible for Migration in accordance with Regulation 277 of SEBI (ICDR) Regulations, 2018 as the paid-up capital is more than ₹10.00Crore and not exceeding ₹25.00Crore and our securities are listed on SME Platform of BSE

Limited since December 24, 2018. The Company has therefore obtained the shareholders' approval by passing a special resolution through postal ballot, the result of which was declared on March 04, 2021.

Our Company is in compliance with the Circular of BSE Limited dated 29-11-2016 read with circular dated 14-10-2019 with respect to eligibility criteria for migration from SME Platform of BSE Limited to Main Board of BSE Limited as under:

- a) There is no any SEBI debarment order against the company or its promoters or its directors.
- b) The company has not been debarred from accessing the security market.
- c) Post issue capital is more than ₹10.00 crores at the time of application to exchange for migration.
- d) Market capitalisation would be minimum ₹25.00 cores at the time of application to exchange for migration.

**Prohibition by SEBI:**

The Company, its directors, its promoters, other companies promoted by the promoters and companies with which the Company's directors are associated as directors have not been prohibited from accessing the capital markets under any order or direction passed by SEBI.

**Disposal of Investor Grievances by our Company:**

Our Company estimates that the average time required by our Company or the Registrar to the Company for the redressal of routine investor grievances shall be seven (7) to fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Ms. Aditi Babel as Company Secretary and the Compliance Officer to redress investor grievances / complaints, if any, of the investors. Contact details for our Company Secretary and Compliance Officer are as follows:

**COMPANY SECRETARY & COMPLIANCE OFFICER:**

**Ms. ADITI BABEL**

SHANKAR LAL RAMPAL DYE-CHEM LIMITED

SG-2730, Suwana, Bhilwara-311001, Rajasthan, India

**Tel No:** 01482-220062

**Email ID:** cs@sr dyechem.com

**Website:** www.srdyechem.com

Investors can contact the Compliance Officer or the Registrar in case of any problems. Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in)

**Status of outstanding investor complaints in relation to our Company:**

As on the date of this information memorandum, there were no outstanding investor complaints in relation to our Company.

**General Disclaimer from the Company:**

Our Company, our Promoters and our Directors do not accept any responsibility for statements made otherwise than in this Information Memorandum. Anyone placing reliance on any other source of information would be doing so at his or her own risk.

## SECTION V: CAPITAL STRUCTURE

Our Equity Share capital as at the date of this Information Memorandum, is set forth below:

*(Rs. in Lakhs except share data)*

No.	Particulars	Aggregate Nominal Value
<b>A</b>	<b>Authorized Share Capital</b>	
	1,10,00,000 Equity Shares of face value of ₹10/- each	1100.00
<b>B</b>	<b>Issued, Subscribed &amp; Paid-up Share Capital</b>	
	1,06,61,130 Equity Shares of face value of ₹10/- each	1066.113

### Details of changes in Authorized Share Capital of Our Company since incorporation:

Sr. No.	Date of Shareholders approval	EGM/AGM/ Postal Ballot	Authorised Share Capital (₹)	Details of change
1	On Incorporation	--	1,00,000	Incorporated with an Authorized Share Capital of Rs. 1,00,000 comprising of 10,000 Equity Shares of Rs. 10/- each.
2	15/10/2005	EGM	10,00,000	Increase in Authorized Share Capital from Rs. 1,00,000 comprising of 10,000 Equity Shares of Rs.10/- each to Rs. 10,00,000 comprising of 1,00,000 Equity Shares of Rs. 10/- each.
3	11/02/2006	EGM	25,00,000	Increase in Authorized Share Capital from Rs. 10,00,000 comprising of 1,00,000 Equity Shares of Rs.10/- each to Rs. 25,00,000 comprising of 2,50,000 Equity Shares of Rs. 10/- each.
4	07/09/2006	EGM	50,00,000	Increase in Authorized Share Capital from Rs. 25,00,000 comprising of 2,50,000 Equity Shares of Rs.10/- each to Rs. 50,00,000 comprising of 5,00,000 Equity Shares of Rs. 10/- each.
5	16/04/2007	EGM	1,00,00,000	Increase in Authorized Share Capital from Rs. 50,00,000 comprising of 5,00,000 Equity Shares of Rs.10/- each to Rs. 1,00,00,000 comprising of 10,00,000 Equity Shares of Rs. 10/- each.
6	03/12/2008	EGM	1,50,00,000	Increase in Authorized Share Capital from Rs. 1,00,00,000 comprising of 10,00,000 Equity Shares of Rs.10/- each to Rs. 1,50,00,000 comprising of 15,00,000 Equity Shares of Rs. 10/- each.
7	05/12/2012	EGM	5,00,00,000	Increase in Authorized Share Capital from Rs. 1,50,00,000 comprising of 15,00,000 Equity Shares of Rs.10/- each to Rs. 5,00,00,000 comprising of 50,00,000 Equity Shares of Rs. 10/- each.
8	23/04/2018	EGM	6,50,00,000	Increase in Authorized Share Capital from Rs. 5,00,00,000 comprising of 50,00,000 Equity Shares of Rs.10/- each to Rs. 6,50,00,000 comprising of 65,00,000 Equity Shares of Rs. 10/- each.
9	29/02/2020	EGM	9,00,00,000	Increase in Authorized Share Capital from Rs. 6,50,00,000 comprising of 65,00,000 Equity Shares of Rs.10/- each to Rs. 9,00,00,000 comprising of 90,00,000 Equity Shares of Rs. 10/- each.
10	19/10/2020	EGM	11,00,00,000	Increase in Authorized Share Capital from Rs. 9,00,00,000 comprising of 90,00,000 Equity Shares of Rs.10/- each to Rs. 11,00,00,000 comprising of 1,10,00,000 Equity Shares of Rs. 10/- each.

## Notes to Capital Structure

### 1. Share capital history of our Company

#### A. Equity shares capital history of our Company

The following is the history of the equity share capital of our Company:

Date of Allotment /Fully Paid-up	No. of Equity Share allotted	Face Value (In ₹)	Issue Price (In ₹)	Nature of Consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Paid-up Capital (In ₹)
On Incorporation	10,000	10.00	10.00	Cash	Subscription to MOA	10,000	1,00,000
11-Feb-2006	63,100	10.00	50.00	Cash	Preferential Issue	73,100	7,31,000
22-Aug-2006	1,37,920	10.00	50.00	Cash	Preferential Issue	2,11,020	21,10,200
19-Feb-2007	2,88,000	10.00	50.00	Cash	Preferential Issue	4,99,020	49,90,200
18-Jun-2007	3,00,320	10.00	50.00	Cash	Preferential Issue	7,99,340	79,93,400
20-Oct-2007	50,000	10.00	50.00	Cash	preferential Issue	8,49,340	84,93,400
07-Oct-2008	1,50,660	10.00	30.00	Cash	Preferential Issue	10,00,000	1,00,00,000
10-Jun-2009	3,10,300	10.00	25.00	Cash	Preferential Issue	13,10,300	1,31,03,000
14-Mar-2015	4,23,645	10.00	44.00	Cash	Preferential Issue	17,33,945	1,73,39,450
19-Feb-2018	9,00,000	10.00	45.70	Cash	Preferential Issue	26,33,945	2,63,39,450
06-Mar-2018	12,66,322	10.00	45.70	Cash	Right Issue	39,00,267	3,90,02,670
28-Mar-2018	4,77,583	10.00	45.70	Cash	Right Issue	43,77,850	4,37,78,500
19-Dec-2018	16,20,000	10.00	45.00	Cash	Initial Public Issue (IPO)	59,97,850	5,99,78,500
18-Mar-2020	19,98,000	10.00	50.00	Cash	Preferential Issue	79,95,850	7,99,58,500
09-Nov-2020	26,65,280	10.00	-	NA	Bonus Issue	1,06,61,130	10,66,11,300

B. As on the date of this Information Memorandum, our Company does not have any preference share capital.

C. As on the date of this Information Memorandum, Our Company has not issued any Equity shares for consideration other than cash except the bonus issue mentioned above.

D. We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

E. Our Company has not issued any Equity Shares out of revaluation reserves or in terms of any scheme approved under Sections 391- 394 of the Companies Act or under section 230-234 of the Companies Act, 2013.

F. Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme since incorporation till the date of this information memorandum.

### 2. Shareholding Pattern of our company:



*a) The shareholding pattern of our Company for quarter ending December 2020:*

Category	Category of Shareholder	Nos. of Shareholders	Total nos. shares held	Shareholding as a % of total no. of shares	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
					No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
A.	Promoter & Promoter Group	21	78,37,130	73.51	36,00,000	45.94	0	0	78,37,130
B.	Public	65	28,24,000	26.49	6,64,000	23.51	0	0	28,24,000
	<b>Total</b>	<b>86</b>	<b>1,06,61,130</b>	<b>100.00</b>	<b>42,64,000</b>	<b>40.00</b>	<b>0</b>	<b>0</b>	<b>1,06,61,130</b>

*b) The statement showing holding of Equity Shares of persons belonging to the category “Promoter and Promoter Group” including the details of lock-in, pledge of and encumbrance thereon, for quarter ending December 2020,*

	Category & Name of the Shareholders	Total nos. shares held	Shareholding %	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
				No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
<b>a.</b>	<b>Individuals/Hindu undivided Family</b>	<b>58,20,070</b>	<b>54.59</b>	<b>36,00,000</b>	<b>45.94</b>	<b>-</b>	<b>-</b>	<b>58,20,070</b>
1	SUSHEEL KUMAR INANI	7,07,327	6.63	5,04,000	6.43	-	-	7,07,327
2	VINOD KUMAR INANI	6,38,533	5.99	4,32,000	5.51	-	-	6,38,533
3	JAGDISH CHANDRA INANI	6,13,613	5.76	4,88,000	6.23	-	-	6,13,613
4	DINESH CHANDRA INANI	5,34,667	5.02	4,88,000	6.23	-	-	5,34,667
5	MAMTA INANI	4,86,400	4.56	1,68,000	2.14	-	-	4,86,400
6	RAMPAL INANI	4,80,947	4.51	4,44,000	5.67	-	-	4,80,947
7	KIRAN INANI	4,25,480	3.99	1,88,000	2.40	-	-	4,25,480
8	SHEELU INANI	4,00,693	3.76	1,60,000	2.04	-	-	4,00,693
9	MEENA INANI	3,40,653	3.20	44,000	0.56	-	-	3,40,653
10	RAMPAL INANI HUF	2,77,333	2.60	80,000	1.02	-	-	2,77,333
11	GANGA DEVI INANI	2,24,693	2.11	1,24,000	1.58	-	-	2,24,693
12	USHA INANI	2,19,333	2.06	80,000	1.02	-	-	2,19,333
13	JAGDISH CHANDRA INANI HUF	88,333	0.83	88,000	1.12	-	-	88,333
14	RAHUL INANI	77,333	0.73	64,000	0.82	-	-	77,333
15	AAYUSHI INANI	77,333	0.73	64,000	0.82	-	-	77,333
16	DINESH CHAND INANI HUF	68,333	0.64	68,000	0.87	-	-	68,333
17	SUSHIL INANI (HUF)	68,333	0.64	68,000	0.87	-	-	68,333
18	VINOD KUMAR INANI HUF	48,333	0.45	48,000	0.61	-	-	48,333
19	SHANKER LAL INANI HUF	42,400	0.40	-	-	-	-	42,400
<b>b.</b>	<b>Bodies Corporate</b>	<b>20,17,060</b>	<b>18.92</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>20,17,060</b>
	OASIS CAPITAL PRIVATE LIMITED	11,45,460	10.74	-	-	-	-	11,45,460
	CLASSIC PRIME HOME CARE PRIVATE LIMITED	8,71,600	8.18	-	-	-	-	8,71,600
	<b>Total Shareholding of Promoter and Promoter Group</b>	<b>78,37,130</b>	<b>73.51</b>	<b>36,00,000</b>	<b>33.77</b>	<b>-</b>	<b>-</b>	<b>78,37,130</b>

c) The statement showing shareholders holding more than 1% of the total number of Equity Shares for quarter ending December 2020, is as follows:

SL_NO	NAME1	CATEGORY	TOTAL SHARES	PERCENTAGE
1	OASIS CAPITAL PRIVATE LIMITED	Promoters-Group Co	11,45,460	10.74%
2	CLASSIC PRIME HOME CARE PRIVATE LIMITED	Promoters-Group Co	8,71,600	8.18%
3	SUSHEEL KUMAR INANI	Promoters	7,07,327	6.63%
4	VINOD KUMAR INANI	Promoters	6,38,533	5.99%
5	JAGDISH CHANDRA INANI	Promoters	6,13,613	5.76%
6	DINESH CHANDRA INANI	Promoters	5,34,667	5.02%
7	MAMTA INANI	Promoters-Group Individual	4,86,400	4.56%
8	RAMPAL INANI	Promoters	4,80,947	4.51%
9	KIRAN INANI	Promoters-Group Individual	4,25,480	3.99%
10	SHEELU INANI	Promoters-Group Individual	4,00,693	3.76%
11	MEENA INANI	Promoters-Group Individual	3,40,653	3.20%
12	RAMPAL INANI HUF	Promoter -Resident (HUF)	2,77,333	2.60%
13	GANGA DEVI INANI	Promoters-Group Individual	2,24,693	2.11%
14	USHA INANI	Promoters-Group Individual	2,19,333	2.06%
15	DWARKA PRASAD BHADADA	Public	1,92,000	1.80%
16	SANJAY KUMAR AGAL HUF	Public	1,88,000	1.76%
17	SANJAY KUMAR AGAL	Public	1,80,000	1.69%
18	RAJ KUMAR AGAL HUF	Public	1,76,000	1.65%
19	PUSHPA DEVI JAGETIYA	Public	1,36,000	1.28%
20	RAJ KUMAR AGAL	Public	1,32,000	1.24%
21	KAILASH CHANDRA JAGETIYA	Public	1,28,000	1.20%
22	CHANDRA KANTA KABRA	Public	1,12,000	1.05%
23	PINKI DEVI AGAL	Public	1,12,000	1.05%
24	AMISHA AGAL	Public	1,08,000	1.01%

d) The statement showing specified securities acquired by the promoter and promoter group in the last one year immediately preceding the date of filing of the information memorandum with the designated stock exchange:

The company has allotted 19,98,000 equity shares @ ₹50/- each including share premium of ₹40/- per shares to Promoters and Non-Promoters on a preferential basis on March 18, 2020 and 26,65,280 Bonus Equity shares as **1 (One)** Bonus equity share of ₹10/- each for every **03 (Three)** existing equity shares of ₹10/- each held with record date of November 07, 2020.

Out of which, the promoters and promoter groups got 15,00,000 equity shares on preferential basis and 19,59,280 equity shares as Bonus issue.

## INDUSTRY OVERVIEW

*Unless specified otherwise, the information in this section has been obtained from other Sources of which Link are mentioned (As available on Public domain). So, all the Information Shared is believed to be accurate and reliable. None of the Company or any other person connected with the Company has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources 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, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on or base their investment decision on this information.*

**ABOUT INDIAN ECONOMY GROWTH RATE & STATISTICS****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 GDP (at constant 2011-12 prices) was estimated at Rs. 33.14 trillion (US\$ 452.74 billion) for the second quarter of FY2020-21, against Rs. 35.84 trillion (US\$ 489.62 billion) in the second quarter of FY2019-20. 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\$ 581.131 billion in the week up to December 18, 2020 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) companies expanded from US\$ 36.3 billion (1,012 deals) in 2019 to US\$ 39.2 billion (across 814 deals) in 2020. Some of the important recent developments in Indian economy are as follows:

- India's overall exports from April 2020 to November 2020 were estimated at US\$ 304.25 billion, (a 14.03% decrease over the same period last year). Overall imports from April 2020 to November 2020 were estimated at US\$ 290.66 billion, (a 29.96% decrease over the same period last year).
- According to IHS Markit, Purchasing Managers' Index (PMI) for manufacturing stood at 56.4 in December 2020, against 56.3 in November 2020, indicating a higher growth for manufacturers speeding up production and boosting efforts to rebuild their inventories.
- Gross tax revenue stood at Rs. 7.21 trillion (US\$ 98.50 billion) in the first six months of FY21.
- FDI inflows in India stood at US\$ 39.93 billion between April 2020 and September 2020, 10% higher than the first six months of 2019-20 (US\$ 36.05 billion).
- India's Index of Industrial Production (IIP) for October 2020 stood at 128.5, against 123.2 for September 2020.
- Consumer Food Price Index (CFPI) – combined inflation was 9.43% in November 2020, against 11.07% in October 2020.
- Consumer Price Index (CPI) – combined inflation was 6.93% in November 2020, against 7.61% in October 2020.

**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 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:

- On January 6, 2021, the Government of India and New Development Bank (NDB) signed two loan agreements for US\$ 646 million to upgrade the State Highway network and district road network in Andhra Pradesh.
- On January 5, 2021, the Citizen Assistance and Relief in Emergency Situations (PM CARES) Fund Trust of the Prime Minister allocated Rs. 201.58 crore (US\$ 27.56 million) to establish 162 additional dedicated pressure swing adsorption (PSA) medical oxygen generation plants within the country's public health facilities.
- On January 5, 2021, a US\$ 105 million project to develop the inland water transport system in Kolkata, West Bengal, was signed by the Government of India, Government of West Bengal and the World Bank.
- In December 2020, the Government of India and Asian Development Bank (ADB) signed a US\$ 231 million loan to boost electricity generation capacity in Assam through the establishment of a hydroelectric power plant of 120 megawatts (MW) that will strengthen household electricity availability.
- In December 2020, the Government of India and Asian Development Bank (ADB) signed a US\$ 100 million loan to modernise and upgrade the power distribution system to boost the quality and efficiency of electricity supply in Bengaluru, Karnataka.
- In December 2020, the Indian cabinet approved assistance of ~Rs. 3,500 crore (US\$ 478.60 million) for sugarcane farmers (Ganna Kisan).
- The Prime Minister of India, Shri. Narendra Modi announced various economic packages worth ~Rs. 30 trillion (US\$ 410 billion), which was ~15% of India's GDP.
- In December 2020, the Government of India and New Development Bank (NDB) signed a loan agreement to lend US\$ 1 billion via the Mahatma Gandhi National Rural Employment Guarantee Scheme to support the 'Aatmanirbhar Bharat' initiative.
- 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.

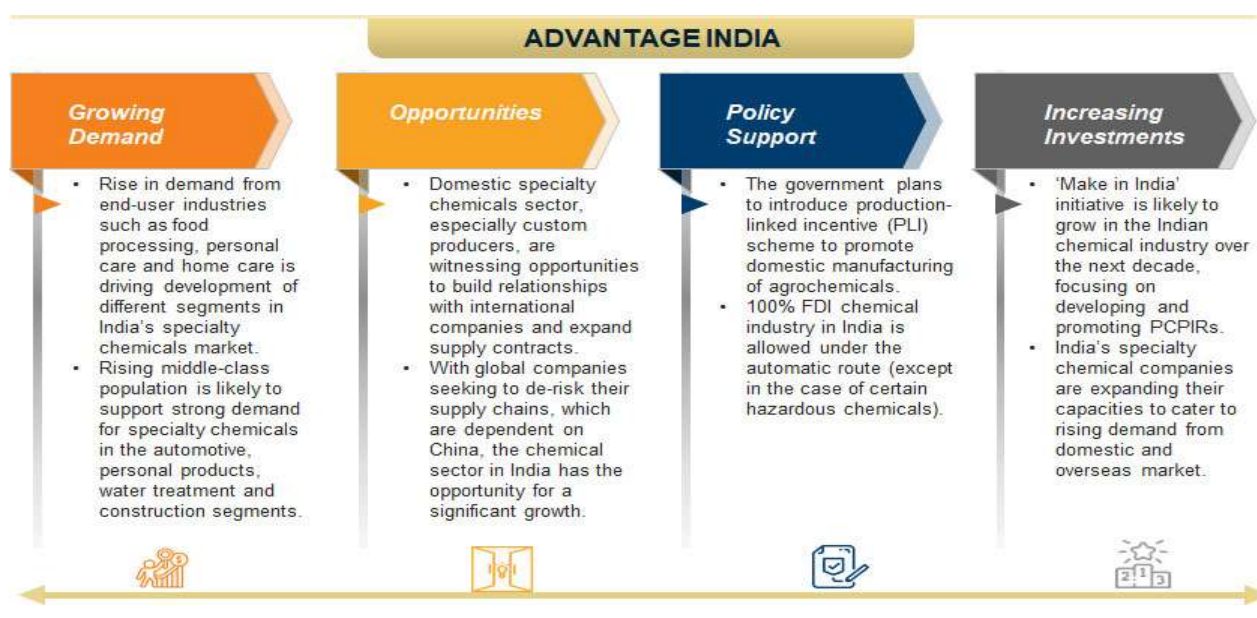
### Road Ahead

India's GDP is expected to reach US\$ 5 trillion by FY25 and achieve upper-middle income status on the back of digitization, globalization, favorable demographics, and reforms. India is also 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 giga watt (GW) by 2022.

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 behavior 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.

*Note: Conversion rate used for December 2020 is Rs. 1 = US\$ 0.014*

### INDIAN CHEMICALS INDUSTRY REPORT

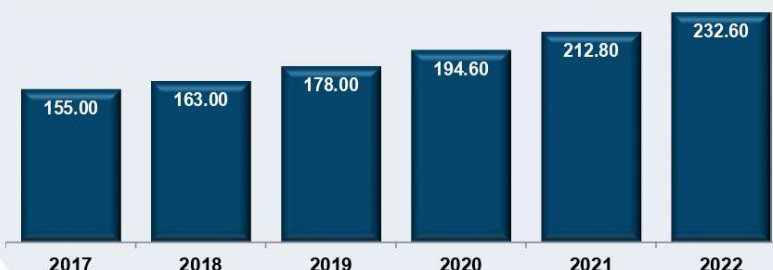




# Chemicals

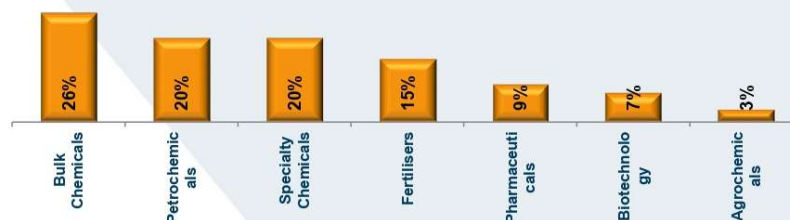
## Market Size

Market Size of Indian Chemical Sector (US\$ billion)



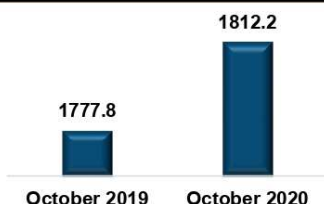
## Sector Composition

Indian Chemical Segmentation as % of production (2019)

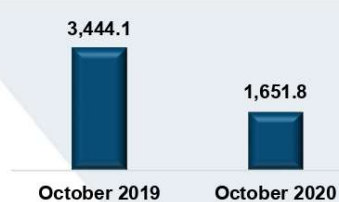


## Key Trends

Chemical Exports from India (US\$ million)



Petrochemical Exports from India (US\$ million)



## Government Initiative



Make in India

Production-linked incentive scheme



100% FDI

## Introduction

Covering more than 80,000 commercial products, India's chemical industry is extremely diversified and can be broadly classified into bulk chemicals, specialty chemicals, agrochemicals, petrochemicals, polymers and fertilisers. India accounts for ~16% of the world production of dyestuffs and dye intermediates. Indian colorants industry has emerged as a key player with a global market share of ~15%. India's proximity to the Middle East, the world's source of petrochemicals feedstock, enables it to benefit on economies of scale.

## Market Size

The Indian chemicals industry stood at US\$ 178 billion in 2019 and is expected to reach US\$ 304 billion by 2025 registering a CAGR of 9.3%. The demand for chemicals is expected to expand by 9% per annum by 2025. In September 2020, the production of key chemicals was 8,36,435 MT and petrochemicals was 17,26,502 MT. The specialty chemicals constitute 22% of the total chemicals and petrochemicals market in India. The demand for specialty chemicals is expected to rise at a 12% CAGR in 2019-22. The petrochemicals demand is expected to record a 7.5% CAGR between 2019 and 2023, with polymer demand increasing at 8%. The agrochemicals market is expected to witness an 8% CAGR to reach US\$ 3.7 billion by FY22 and US\$ 4.7 billion by FY25. In October 2020, exports of organic chemicals and inorganic chemicals increased by 2% on a y-o-y basis to reach US\$ 1,812.22 million. For petrochemicals, imports of petroleum and crude products decreased by 39% on a y-o-y basis to reach US\$ 3,44.1 million in October 2020.

## Investments and Recent Developments

A few recent developments/investments in the Indian chemical sector are as follows:

- In November 2020, Indian companies are witnessing interest from strategic investors led by Japan, Korea and Thailand, as they seek to diversify supply chains from China. This includes large deals in FY 2020—KKR's \$414 million acquisition of JB Chemicals and Pharmaceuticals Ltd. and Carlyle's US\$ 210 million acquisition of SeQuent Scientific Ltd.
- On November 06, 2020, HIL (Hindustan Insecticides Limited) signed a memorandum of understanding with the Department of Chemicals & Petro Chemicals to achieve revenue target of Rs. 451 crore (US\$ 60.86 million).
- On November 04, 2020, Pidilite Industries acquired Huntsman Group's Indian subsidiary for Rs. 2,100 crore (US\$ 283.38 million) to strengthen adhesives and sealants portfolio that will complement the company's retail portfolio.
- In October 2020, Grasim Industries signed a definitive agreement with Lubrizol Advanced Materials (speciality chemical company) to manufacture and supply chlorinated polyvinyl chloride (CPVC) resin in Gujarat. The initial production is expected to begin in end-2022.

## Government Initiatives

The government has started various initiatives such as mandating BIS-like certification for imported chemicals to prevent dumping of cheap and substandard chemicals into the country.

The Indian government recognises chemical industry as a key growth element and forecast to increase share of the chemical sector to ~25% of the GDP in the manufacturing sector by 2025.

- A 2034 vision for the chemicals and petrochemicals sector has been set up by the government to explore opportunities to improve domestic production, reduce imports and attract investments in the sector. The government plans to implement production-link incentive system with 10-20% output incentives for the agrochemical sector; to create an end-to-end manufacturing ecosystem through the growth of clusters.
- In October 2020, the government urged players in the agrochemicals industry to come out with new molecules of global standards for the farmers' benefit, while CropLife India, the industry body, pitched for stable policies and regulatory regimes to boost growth in the sector.
- 100% FDI is allowed under the automatic route in the chemicals sector with few exceptions that include hazardous chemicals. Total FDI inflow in the chemicals (other than fertilisers) sector reached US\$ 17.77 billion between April 2000 and June 2020.
- The government has proposed several incentives for setting up a sourcing or manufacturing platform within an Indian SEZ:
  - Effective April 1, 2020, 100% Income Tax exemption on export income for SEZ units for the first five years, 50% for the next five years thereafter and 50% of the ploughed back export profit for next five years.
  - Single window clearance for central and state-level approvals.
  - Duty free import/domestic procurement of goods for development, operation and maintenance of SEZ units.
- In December 2020, the PCPIR policy is being completely redesigned. Under the new PCPIR Policy 2020-35, a combined investment of Rs. 10 lakh crore (US\$ 142 billion) is targeted by 2025, Rs. 15 lakh crore (US\$ 213 billion) by 2030 and Rs. 20 lakh crore (US\$ 284 billion) by 2035 in all PCPIRs across the country.

## Road Ahead

Despite the current pandemic situation, the Indian chemical industry has numerous opportunities considering the supply chain disruption in China and trade conflict among the US, Europe and China. Anti-pollution measures in China will also create opportunities for the Indian chemical industry in specific segments. Additional support, in terms of fiscal incentives, such as tax breaks and special incentives through PCPIRs or SEZs to encourage downstream units will enhance production and development of the industry. To bring about structural changes in the working of domestic chemical industry, future investments should not only focus on transportation of fuels such as petrol and diesel, but also on crude-to-chemicals complexes or refineries set up to cater to the production of chemicals.

**Note:** Conversion rate used in December 2020, Rs. 1 = US\$ 0.01357, **References:** RBSA Advisors, Department of Chemicals and Petrochemicals, India Chem report 2020, Dyestuffs Manufacturers Association of India, **Disclaimer:** This information has been collected through secondary research and our company is not responsible for any errors in the same.



**Overview:**




Our Company's business in the trading of Dyes and Chemicals was started by Late Shree Shankar Lal Inani. In the year 2005 with a vision to corporatize the business and to expand its operations, we have constituted a Private Limited Company having CIN U24114RJ2005PTC021340 in the name and styles of 'Shankar Lal Rampal Dye-Chem Private Limited' vide an Incorporation Certificate as on September 19, 2005. Mr. Rampal Inani [son of Shree Shankar Lal Inani (Late)] and Mrs. Ganga Devi Inani [wife of Shree Shankar Lal Inani (Late)] were the initial subscribers to our Company. Subsequently, it was converted into a public limited company pursuant to special resolution passed at its Extra-ordinary General Meeting of our company held on April 23, 2018 and the name of our company was changed to 'SHANKAR LAL RAMPAL DYE-CHEM LIMITED' vide a fresh Certificate of Incorporation consequent upon conversion dated May08, 2018. The company got listed on SME Platform of BSE Limited dated December 24, 2018. The Corporate Identification Number of our Company is L24114RJ2005PLC021340.




Our Company is promoted and currently managed by 1) Mr. Rampal Inani, 2) Mr. Jagdish Chandra Inani, 3) Mr. Dinesh Chandra Inani, 4) Mr. Vinod Kumar Inani and 5) Mr. Susheel Kumar Inani (All brothers). Our promoters are actively and fully involved in the day-today affairs of our company's operations.

Our Company initially started its operations from its Registered office at 31/165, Manikya Nagar, Bhilwara, India as a trader of Dyes & Chemical products. Subsequently the registered office has been changed to Plot No. SG 2730, Suwana, Bhilwara - 311001, Rajasthan from 21<sup>st</sup> April 2006. We are also operating in Maharashtra and in the process of expanding to other states.






Our Company is in the business of trading in Dyes and Chemicals since incorporation, year 2005. The company mainly specializes in Hydrogen Peroxide, Sodium Bi Carbonate 99.5%, Sodium Meta Bi Sulphite 97%, Soda Ash Light, Linear Alkyl Benzene Sulphonic Acid 90% and many others chemicals. Our company trades in all types of Sulphur Dyes. The Dyes and Chemicals in which our Company deals in, mainly caters to Textiles & Garments manufacturing Industry, Food and Beverages Industries, Laboratory, Leather, Candle making industries, Plastic Industries, Agriculture, Water Treatment, Personal Care & Cosmetics Industries, Plywood Industry etc. The Company also trades in speciality performance chemicals used in Textile Dyeing and Printing Industry. The Trading facility of the Company is situated at Bhilwara (Rajasthan) where our operations are centralised which controls the trading activities in Mumbai (Maharashtra) where we have rented warehouses for stocking our products and onward sale to our customers. The company is an ISO 9001:2015, ISO 14001:2015 certified company.

Our Major Products: **Dyes**











Sr. No.	PRODCT NAME	IMAGE	DESCRIPTION
1	Sulphur Blue BRN		For the dyeing of cotton fabric, and cotton combination
2	Sulphur Bordeaux 3B		
3	Sulphur Green Blue CV		
4	Sulphur Light Yellow GC		

Sr. No.	PRODUCT NAME	IMAGE	DESCRIPTION
5	Sulphur Yellow Brown 5G		
6	Sulphur Bright Green F		
7	Sulphur Red LGF		


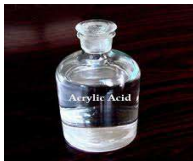








Our Major Products: **Chemicals**



Sr. No	PRODUCT NAME	IMAGE	DESCRIPTION
1	Hydrogen Peroxide 50%		It is used to bleach textile and paper products, manufacture or process minerals, petrochemicals and consumer products(detergent).it is also used for industrial waste treatment(detoxification).
2	Phosphoric Acid 85%		Used in the acidity regulator, clarifier in sugar cane industry, palm oil industry, yeast nutrient
3	Refined Glycerine 99.7%		Usage is useful in a variety of applications, glycerol is used as a solvent, plasticizer and humectant. In polyacrylamide gel electrophoresis, glycerol is used in sample preparation and gel formation.
4	Soda Ash Light		Widely used in glass, dyestuff, papermaking, detergent, industry etc.
5	Sodium Bicarbonate 99.5%		Sodium bicarbonate can be used in a process for removing paint and corrosion called soda blasting, to extinguish small grease or electrical fires by being thrown over the fire, in cooking (baking), as a leavening agent.



Sr. No	PRODCT NAME	IMAGE	DESCRIPTION
6	Sodium Meta Bi Sulphite 97%		Sodium metabi-sulphite application use in mining and dyes intermediate.
7	Sodium Hydro Sulfite 88%		Sodium hydrosulfite is widely used in textile industry for vat dyeing, reduction cleaning, printing and stripping, textile bleaching
8	Paraffin Wax Semi Refined		Used in the production of: Candles, Torches, Tapers, Matches, Floor Polishes Car Polishes, corrosion protectors Electrical industries, Cable filling compound
9	Paraffin Wax Fully Refined		This product is widely used in candles, cosmetic, matches, fire starter, crayon, adhesive, waterproof, lubricating, wax paper, sealing, rubber, polishing and wrapper industries, etc.
10	Linear Alkyl Benzene Sulphonic Acid 90%		Widely applied in hair shampoo, bath shampoo, dish detergents and complex soap, laundry powder, dishware cleaner in daily chemical industrial
11	Sodium Sulphide Yellow Flake 60%		Used in dye intermediates manufacturing. Used in pharmaceuticals industries as a selective and cost-efficient reducing agent. Used to remove heavy metals from waste waters in many industries in the craft wood- pulping process Used in synthetic cooking Used in the manufacture of lubricating oils Molecular.
12	N.P.E. 9.5 Mol		It is also known as Nonyl Phenol Ethoxylate, Nid, Washing Agent, Soap for Textile etc
13	Oxalic Acid		Purifying agent in pharmaceutical industry, special in antibiotic medication, such as oxytetracycline, Chloramphenicol etc
14	Palm wax		Palm wax is fully natural, biodegradable, It is a renewable and inexhaustible resource. In addition, it is a comparatively environment -protecting biological wax
15	Potassium Hydroxide 90% Flakes		It's mainly used in alkaline batteries industry, high-class detergents and cosmetics. Industrial soaps, potassium chemicals, synthetic rubber, ABS resin, natural dyestuffs, zymolysis.

Sr. No	PRODUCT NAME	IMAGE	DESCRIPTION
16	Residue wax		This product is used as blending components or waterproofing agents in the manufacture of various industrial products such as candles, polishes, matches, inks, carbon paper.
17	slack wax		Mainly used as candles, board, plastics, rubber and other commodity (like waxed paper, crayons, candles, carbon paper) of the component and packing materials etc.
18	Sodium bichromate		Used in the preparation of chromic anhydride, chrome oxide green and potassium dichromate. Oxidant, finishing agent, used in dyeing and printing, planting, pharmaceutical industry.
19	Sodium Formate 98%		Mainly applied to the manufacture of formic acid and oxalic acid, as well as to the manufacture of dimethyl formamide.
20	Sodium hexa meta phosphate		Industrial grade: used in such industries as oil field, paper making, petro chemical industry, tanning industry, metallurgical industry and building material industry, and used as a water softening agent in solution for printing
21	Sodium Nitrite 99%		Used for dyeing and printing textile fabrics (color fixative); for bleaching flax, silk, and linen; for recovering tin from scrap;
22	Sodium Per Carbonate (Coted)		Sodium Percarbonate is used in Aquaculture to improve the oxygen available in the <b>water</b> and provide a Suitable environment for the aquatic organisms. .
23	Sodium perborate		Sodium perborate may be used in a large number of cleaning products, such as laundry detergents, automatic dishwasher detergents, oxygen powder bleaches, fabric softeners, hand dishwashing detergents, all-purpose cleaners, air fresheners and stain removers.
24	Sodium Tri Poly Phosphate 94%		Industrial grade sodium tripolyphosphate is mainly used for synthetic detergent additives can also be used in petroleum, metallurgy, mining, water treatment, etc.;
25	Tri sodium phosphate		Tri sodium phosphate is a strong chemical typically used as a cleaning agent, stain remover and degreaser.

Sr. No	PRODUCT NAME	IMAGE	DESCRIPTION
26	Urea Prilled		IT is widely used throughout the agriculture landscape as an ideal source of nitrogen.
27	Acrylic acid 99.5%		Can be used in coating, emulsion, paper disperse and etc.
28	Activated Bleaching Earth		Used in refining various vegetable oils such as Palm Oil, Rice Bran Oil and Soya Bean Oil etc.
29	Ammonium Chloride 99.5%		Mainly used for dry batteries, batteries, ammonium salt, tanning, electroplating, medicine, photography, electrodes, adhesives and so on.
30	Barium carbonate		Used to handle sewage containing chrome, produce glass products, produce radio ceramic.
31	Barium chloride		Used as an insecticide to prevent and control many plant pests and it also can be used to prepare pigments
32	Bleaching powder		Efficient disinfectant and bleaching agent, it can whiten cotton, hemp, fibre, and starch, also can sterilize drinking water and swimming pool.
33	Caustic Soda Flakes 98.5%		Mainly used in soap and paper making.
34	Citric Acid Anhydrous		White Crystal Powder, mainly used in food and beverage industries as acidulous agent and flavoring agent, also widely used in chemical and detergent industries.
35	Citric Acid Monohydrate		Colourless Crystal, mainly used in food and beverage industries as acidulous agent and flavoring agent, also widely used in chemical and detergent industries.

Sr. No	PRODCT NAME	IMAGE	DESCRIPTION
36	Formic Acid 85%		Formic acid 85% is one of the basic organic chemical raw materials, widely used in pesticides, tanning leather, dyes, pharmaceuticals, rubber cougulant and other industries. Formic acid can be used directly in the fabric processing, tanning leather, textile printing and dyeing and green fodder storage.
37	Mono Sodium Glutamate 99%		With the glycine, fumaric acid, malic acid, Sodium glutamate can make different characteristics of the composite flavor material, widely used in all kinds of food.

#### OUR COMPETITIVE STRENGTHS:

##### 1. Focus on quality and innovation

We believe our strength and success factor has been our constant focus on quality and innovation. To keep sailing on it, we stress on and we constantly strive to deal in only quality products procured from credible suppliers. As part of our quality management practice, imported products are periodically sent for sample testing for quality.

##### 2. Experienced Promoters and Management

We have an experienced management team who have more than 2 decades of experience in dye and chemical industry. Our Company is led by our promoters, 1) Mr. Rampal Inani, 2) Mr. Jagdish Chandra Inani, 3) Mr. Dinesh Chandra Inani, 4) Mr. Vinod Kumar Inani and 5) Mr. Susheel Kumar Inani, who are having strong experience and a vast knowledge of the industry. Their vision and values have been the foundation of our growth story. We understand quality forms an important aspect in dye and chemical industry and hence we ensure trading in quality products.

It is through the constant vision and experience of our management team, we have been able to build a sustainable business model and created a strong market reach. We strongly believe that the success of our organization lies in the efforts of our human resources.

##### 3. Wide range of products

Our Company deals in large number of products and offers an entire range of specialty chemicals used in Textiles & Garments Processing namely the Pre-treatment, Printing, Dyeing and Finishing Process. We also offer specialty performance chemicals to the Leather & Agrochemicals industry. We are also trading in some other products for comfort of our Buyers. Those products include Food Colour, Pigment Powder, Paste Acids and Direct Dyes.

##### 4. Location Advantage

Reducing cost of trading is something which our company has been focusing on since its inception. Procuring material at a competitive price effects our financial position quite substantially. We deal in more than 40 kinds of materials traded in Rajasthan and Maharashtra. As a cost-effective measure, we import the goods in the respective States and stock in rented warehouses and supply locally. Hence reducing the cost of transportation substantially without compromising on the quality of the material procured. It also ensures us a continuous supply of materials.

##### 5. Well established relationship with clients

Our company generates most of its revenue from domestic operations; it has trusted buyers who give repeated orders at frequent intervals. The repetition of orders is basically owing to the quality of the product we provide and also the healthy relationship we maintain. Our promoter visits regularly to them to understand their needs, concerns and address them personally. We understand the dye and Chemical industry is highly competitive and maintaining healthy relationship with them will help us to be in the competition.

#### BUSINESS STRATEGY:

Our vision is to grow in existing and new markets by providing quality products. We intend to capitalize on the growing demand for our products in India and abroad. In line with this vision, our Company is implementing a business strategy with the following key components. Our strategy will be to focus on capitalizing on our core strengths and expanding the operations of our business.

##### 1. Reduction of costs

Till date, we have been procuring materials and intermediates from some specific parties. However, our management will be devising a plan of Import from various Countries and presently we are importing from more than 10 countries,

by which we can reduce our cost significantly. This will not only reduce the cost of buying due to healthy competitive and international market available with us.

## 2. Expanding customer base

Dye manufacturing is mostly done in India, China and Indonesia. But most of the global demand is met by India and China, hence the market for us is huge. The company's product is currently marketed majorly in Indian region. The strategy going forward is to cater the market of other international locations, viz., Pakistan, Bangladesh, Vietnam. The demand for such dye and chemical is ever increasing even in India where catering to newer customer will be comparatively an easier task.

## SWOT ANALYSIS:

### *Strengths:*

- 1) **Location Advantage** - our company is located at Bhilwara (Rajasthan), with Branches at Maharashtra, which is very close from Mundra Port and Navashava Port respectively, allowing easy Import and export, from and to the major markets. Material procurements are mostly done from players in international market which are in near proximity to the trading facility. This reduces our costs significantly.
- 2) **Strong customer base** - We supply our products to the Manufacturers and Traders/resellers in India. These customers make repetitive orders and ensure continuous business to our company. This industry being a highly competitive industry requires strong customer base to grow and stay ahead.
- 3) **Experienced management** - Our promoters are in the dyes and chemicals industry for more than two decades. Our qualified people have the relevant specialized knowledge. Their vast knowledge and experience gives our company a major benefit in devising and implementing the perfect strategy to stand above the competition.

### *Weakness:*

- 1) **Manufacturing Facility Not available** - Although the company is dealing in variety of colour shades in dyes, but as presently we don't have manufacturing facility. This restricts us to cater wider category of customers and competition. However, going forward our company would intend to expand its portfolio to develop and establish manufacturing plant in future.
- 2) **Dependent on third party suppliers** - Our company deals in Dye and chemical intermediates from third party producers. It does not have its own manufacturing facility for producing intermediates and hence is largely dependent on third parties. In the past, company has faced cost issues owing to higher prices of intermediates charged by them, we are prone to such threats by them. However, the relationship and the volume of business we generate for them mitigates this weakness of us.
- 3) **Failure to implement plans** - We believe successful implementation of strategy is more important than devising the strategy. If the plan as envisaged is not implemented properly, it may affect the business. However, with the decades of experience our management possess and the past trend of our business, we believe we would implement our strategies at the right direction without any difficulties.

### *Opportunities:*

- 1) **Decreasing competition from China** - Dye industry has only two major players across the globe, India and China. With increasing environmental norms and strict government regulations w.r.t operating a dye and chemical industry, the competition which was being faced by China is slowly eroding.
- 2) **Introduction of GST** - Introduction of GST is expected to benefit all the organized sector players in the industry in long term. This will help the organized players like ours to tighten their grip over the market by maintaining a cost structure more efficient than that of any unorganized local manufacturers. Indian Dyes and Chemicals market are highly fragmented, with 40-50% of the market being unorganized. The recent events including GST, stricter environment norms, rising compliance needs from global clients could eventually lead to a need to consolidate, large and efficient players growing higher than the industry and smaller units closing or consolidating with large players.
- 3) **Debt-Equity Ratio** - Our company has a very low level of debt equity ratio of 0.38:1 as on 31st March 2020. With such low debts in the books, it gives the company a cushion by which they can use prudent level of debt to foster a new growth phase in future. Our company has been continuously paying off its debt with a view to avoid high finance cost and has kept its financial position healthier.

**Threats:**

- 1) **Increasing competition** – Dye and chemical industry is highly competitive, facing stiff competition from both organized and unorganized player. Our company faces tough competition from them in terms of pricing and customer base. Also, there are always the chances of new players entering this sector since barriers to entry are low.
- 2) **Regulatory risks** - Our Company deals in hazardous chemicals. It is toxic and non-biodegradable. Hence here there is huge amount of compliance risk wherein it is obvious to state that if the Company fails to comply with Environmental Laws and Regulations, the results of operations will be adversely affected. Since our Company is into Trading only so most of the Regulatory risks are not applicable to us.

**OUR TRADING PROCESS:**

The trading of dyes and chemicals requires the following steps:

- a) **Product procurement** - We intend to maintain sufficient level of inventory. To achieve this, we plan and forecast our procurement and accordingly the order for products is placed. Further, our Management team ensures that the product we procure are meeting the quality standards. Once the products are procured from suppliers, it is stored in warehousing facility having adequate storage capacity.
- b) **Product Quality Testing** - Our Company is an ISO 9001:2015 (Quality Management), ISO 14001:2015 (Environment Management) certified company. The products procured are periodically sent for testing for checking the quality of products so that our traded products are of good quality.
- c) **Storage & Delivery** –We ensure proper storage and delivery is made after proper checking.

**HUMAN RESOURCE:**

The following table provides information about our full-time employees:

Sl. No.	Category	No. of Employees
1	Executive Directors	5
2	Company Secretary	1
3	Sales & Marketing	3
4	Purchase Department	2
5	Administration	1
6	Supervisor Quality Control	2
	<b>Total</b>	<b>14</b>

**MARKETING:**

The efficiency of the marketing and sales network is critical success of our Company. Our success lies in the strength of our relationship with the Manufacturers and traders/resellers who have been associated with our Company. Our team through their vast experience and good rapport with these Manufacturers and traders/resellers owing to timely and quality delivery of service plays an instrumental role in creating and expanding the reach for our Company. We believe the relationship with our business partners is strong and established, as we receive repeated orders. To retain our customers, our team having adequate experience and competencies, regularly interact with them and focus on gaining an insight into the additional needs of customers.

**END USERS:**

Textiles & Garments manufacturing Industry, Food and Beverages Industries, Laboratory, Leather, Candle making industries, Plastic Industries, Agriculture, Water Treatment, Personal Care & Cosmetics Industries, Plywood Industry etc

**COMPETITION:**

Dye and Chemical industry being a large and concentrated industry, we face competition from various domestic players and international players. The Industry which we cater to is highly competitive, unorganized and fragmented with many small and medium-sized companies and entities and we compete with organized as well as unorganized sector on the basis of pricing of product, product quality and product range. Most of our competitors in the regional level are from the unorganized sector. We intend to continue competing vigorously to capture more market share and manage our growth in an optimal way.

**FUTURE PROSPECTS:**

The future plans of our Company are in line with the way the industry is thinking and planning ahead. Our Company is trying to increase the geographical areas of operations to cater to the growing market.



**INSURANCE POLICY DETAILS OF THE COMPANY:**

Sr. No.	Name of the insured	Type of policy	Policy No.	Description of Cover under the Policy	Address of the Properties where the insured assets are situated	Sum Insured (Rs.)	Date of Expiry	Premium p.a. (excluding GST)
1	<i>Shankar Lal Rampal Dye-Chem Limited</i>	Burglary Floater Policy	2908021220P104 701419	Stock in Trade or Goods in the custody of the Insured-Other General goods	Mumbai Location	3.00 crore	10-08-2021	6600/-
2	<i>Shankar Lal Rampal Dye-Chem Limited</i>	Standard Fire and Special Perils Policy	2908021120P104 701335	Building & Stock	Mumbai Location	6.00 Crore	10-08-2021	86130/-
3	<i>Shankar Lal Rampal Dye-Chem Limited</i>	Burglary Standard Policy	2908021220P104 702367	On stock of all types of dyes & chemicals	At Bhilwara location and stock of all types of dyes & chemicals	2.00 Crore	10-08-2021	4000/-
4	<i>Shankar Lal Rampal Dye-Chem Limited</i>	Standard Fire and Special Perils Policy (Floater Policy)	2908021120P104 702293	Building & Stock	Building premises situated at Bhilwara location and stock of all types of dyes & chemicals	2.20 Crore	10-08-2021	56320/-

**IMMOVABLE PROPERTIES OF OUR COMPANY:**

As on the date of this Information Memorandum, the details are as under:

Sr. No.	Location	Title (Leased /Owned/ Rental)	Agreement Valid from	Agreement Valid till	Rent / Acquisition Cost
1	SG-2730, Suwana, Bhilwara-311001, Rajasthan, India	Owned	Not Applicable	Not Applicable	Not Applicable

Note: Beside the above-mentioned property, the company owned approx. 30 warehouses situated at different locations at Maharashtra for storage purpose which is taken on rental basis.

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

As on the date of this Information Memorandum, our Company does not have any collaboration agreements.

**INFRASTRUCTURES & UTILITIES:**

Our registered and branch offices are well equipped with computer systems, internet connectivity, other communications equipment, security and other facilities, which are required for our business operations to function smoothly.

The main utilities required in our activity are as under

**Raw Material:** Our Company procures more than 40 products of different types and nature. Major products in which our company deals are Hydrogen Peroxide, Sodium Bi Carbonate 99.5%, Sodium Meta Bi Sulphite 97%, Soda Ash Light, Linear Alkyl Benzene Sulphonic Acid 90% and many others chemicals

**Power:** Our Company meets its power requirement from AVVNL (Ajmer Vidyut Vitran Nigam Limited).

**Water:** Water requirements are met by Submersible pump and storage Tank

**EXPORT & EXPORT OBLIGATION:**

As on the date, we do not have any export obligation.

**HEALTH SAFETY AND ENVIRONMENTS:**

We believe that ensuring the health and safety of our employees is critical to the successful conduct of our business and operations. We are therefore committed to complying with applicable health, safety and environmental regulations and other requirements in our operation.



## KEY INDUSTRY REGULATIONS AND POLICIES

*The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the chapter titled “Government and Other Approvals” beginning on page no 72 of this Information Memorandum.*

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

*In addition to what has been specified in this Information Memorandum, taxation statutes such as the Income Tax Act, 1961 and Central Goods and Services Tax Act, 2017, various labor laws and other miscellaneous laws apply to us as they do to any other Indian company. The statements below are based on the 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 no 72 of this Information Memorandum.*

Depending upon the nature of the activities undertaken by our Company the following are the various regulations are applicable to our company

### APPROVALS

For the purpose of the business undertaken by our Company, our Company is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled “Government and Other Statutory Approvals” beginning on page 72 of this Information Memorandum.

### LAWS REGULATING LABOUR AND EMPLOYMENT:

#### **The Employees State Insurance Act, 1948**

The Employees State Insurance Act, 1948 (the “ESI Act”), provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

#### **Payment of Bonus Act, 1965**

Pursuant to the Payment of Bonus Act, 1965, as amended (the “Bonus Act”), an employee in a factory or in any establishment where twenty or more persons are employed on any day during an accounting year, who has worked for at least 30 working days in a year is eligible to be paid a bonus.

Contravention of the provisions of the Bonus Act by a company is punishable by imprisonment for 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.

#### **The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013(SHWW Act)**

The SHWW Act provides for the protection of women and prevention of sexual harassment at work place. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behavior namely, physical contact and advances or a demand or request for sexual favors or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to Rs.50,000/-.

### **The Employees Provident Fund and Miscellaneous Provisions Act, 1952**

The Employees Provident Fund and Miscellaneous Provisions Act, 1952 (the “EPF Act”), provides for the institution of compulsory provident fund, pension fund and deposit linked insurance funds for the benefit of employees in factories and other establishments. A liability is placed both on the employer and the employee to make certain contributions to the funds mentioned above.

### **Payment of Gratuity Act, 1972**

Under the Payment of Gratuity Act, 1972, as amended (the “Gratuity Act”), an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement or resignation, superannuation or death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent on an employee having completed five years of continuous service. An employee in a factory is said to be in ‘continuous service’ for a certain period notwithstanding that his service has been interrupted during that period by sickness, accident, leave, absence without leave, lay-off, strike, lock-out or cessation of work not due to the fault of the employee. The employee is also deemed to be in continuous service if the employee has worked (in an establishment that works for at least six days in a week) for at least 240 days in a period of 12 months or 120 days in a period of six months immediately preceding the date of reckoning.

### **Child Labour (Prohibition and Regulation) Act, 1986:**

This statute prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Under this Act the employment of child labour in the building and construction industry is prohibited.

## **INTELLECTUAL PROPERTY LEGISLATIONS:**

### **The Trademarks Act, 1999 (TM Act):**

The TM Act provides for the application and registration of trademarks in India. The purpose of the Trade Marks Act is to grant exclusive rights to marks such as a brand, label and heading and to obtain relief in case of infringement for commercial purposes as a trade description. The registration of a trademark is valid for a period of 10 years, and can be renewed in accordance with the specified procedure.

Application for trademark registry has to be made to Controller-General of Patents, Designs and **TM Act** who is the Registrar of Trademarks for the purposes of the **TM Act**. The **TM Act** prohibits any registration of deceptively similar trademarks or chemical compound among others. It also provides for penalties for infringement, falsifying and falsely applying trademarks.

## **TAX RELATED LEGISLATIONS:**

### **Income-tax Act, 1961**

The Income-tax Act, 1961 (“IT Act”) is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its “Residential Status” and “Type of Income” involved. Every Company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like.

### **Goods and Service Tax Act, 2017**

Goods and Service Tax (GST) is one of the most remarkable tax reforms that has taken place in India so far. The Central Goods and Services Tax Act, 2017 (GST Act), simplifies the process of taxation on goods and services in India. The act bestows power on the Parliament and the State legislatures to make laws for imposing taxes on goods and services at the national level. GST is an indirect tax which was introduced in India on 1 July 2017 and is applicable throughout India which has replaced multiple cascading taxes levied by the central and state governments. The single GST replaced several former taxes and levies which includes central excise duty, services tax, additional customs duty, surcharges, state-level value added tax and Octroi. Other levies which were applicable on inter-state transportation of goods have also been done away with in GST regime.

### **Important General laws:**

### **The Companies Act, 1956:**

The Companies Act, 1956 dealt with laws relating to companies and certain other associations. It was enacted by the Parliament in 1956. The Act primarily regulated the formation, financing, functioning and winding up of companies. The Act prescribed regulatory mechanism regarding all relevant aspects, including organizational, financial and managerial aspects of companies. Regulation of the financial and management aspects constituted the main focus of the Act. In the functioning of the corporate sector, although freedom of companies was important, protection of the investors and shareholders, on whose funds they flourish, was equally important. The Act played the balancing role between these two competing factors, namely, management autonomy and investor protection.

**The Companies Act, 2013:**

The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Ministry of Corporate Affairs vide its notification dated September 12, 2013 has notified 98 sections of the Companies Act, 2013 and the same are applicable from the date of the aforesaid notification. Further 183 sections have been notified on March 26, 2014 and have become applicable from April 1, 2014. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

**The Indian Contract Act, 1872 (Contract Act):**

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

**The Consumer Protection Act, 1986(COPRA):**

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.

**The Public Liability Insurance Act, 1991(PLI Act):**

The PLI Act provides for public liability insurance for the purpose of providing immediate relief to persons affected by accident occurring while handling any hazardous substance and for matters connected therewith or incidental thereto. Every owner (in the case of a company, any of its directors, managers, secretaries or other officers who is directly in charge of, and is responsible to the company for the conduct of the business of the company) is obligated to take out, before he starts handling any hazardous substance, one or more insurance policies providing for contracts of insurance whereby he is insured against liability to give relief under the PLI Act. The said insurance policy shall be for a minimum amount of the paid-up capital of the Company and not exceeding fifty crore rupees.

**The Negotiable Instruments Act, 1881(NI Act):**

In India, the laws governing monetary instruments such as cheques are contained in the NI Act, which is largely a codification of the English Law on the subject. To ensure prompt remedy against defaulters and to ensure credibility of the holders of the negotiable instrument a criminal remedy of penalty was inserted in Negotiable Instruments Act, 1881 in form of the Banking, Public Financial Institutions and Negotiable Instruments Laws (Amendment), 1988 which were further modified by the Negotiable Instruments (Amendment and Miscellaneous Provisions) Act, 2002. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honored by their bankers and returned unpaid.

**Foreign Exchange Management Act, 1999 (FEMA):**

The Foreign Exchange Management Act, 1999 was enacted to consolidate and amend the law relating to foreign exchange with the objective of facilitating external trade and for promoting the orderly development and maintenance of foreign exchange market in India. FEMA extends to the whole of India. The Act also applies to all branches, offices and agencies outside India owned or controlled by a person resident in India and also to any contravention committed there under outside India by any person to whom this Act is applies.

## **History and Background**

Our Company's business in the trading of Dyes and Chemicals was started by Shree Shankar Lal Inani (Late). In the year 2005 with a vision to corporatize the business and to expand its operations, we have constituted a Private Limited Company having CIN U24114RJ2005PTC021340 in the name and style of 'Shankar Lal Rampal Dye-Chem Private Limited' vide an Incorporation Certificate as on September 19, 2005. Mr. Rampal Inani, son of Shree Shankar Lal Inani (Late) and Mrs. Ganga Devi Inani wife of Shree Shankar Lal Inani (Late) were the initial subscribers to our Company. Subsequently, it was converted into a public limited company pursuant to special resolution passed at its Extra-ordinary General Meeting of our company held on April 23, 2018 and the name of our company was changed to 'SHANKAR LAL RAMPAL DYE-CHEM LIMITED' vide a fresh Certificate of Incorporation consequent upon conversion dated May 08, 2018.

The company got listed on SME Platform of BSE Limited dated December 24, 2018. The Corporate Identification Number of our Company is L24114RJ2005PLC021340.

Our Company is promoted and currently managed by 1) Mr. Rampal Inani, 2) Mr. Jagdish Chandra Inani, 3) Mr. Dinesh Chandra Inani, 4) Mr. Vinod Kumar Inani and 5) Mr. Susheel Kumar Inani (All brothers). Our promoters are actively and fully involved in the day-to-day affairs of our company's operations.

Our Company initially started its operations from its Registered office at 31/165, Manikya Nagar, Bhilwara, India as a trader of Dyes & Chemical products. Subsequently the registered office has been changed to Plot No. SG 2730, Suwana, Bhilwara - 311001, Rajasthan from 21<sup>st</sup> April 2006. Now we have expanded our operations to Mumbai and in the process of expanding to other states.

Our Company is in the business of trading in Dyes and Chemicals since year 2005. The company mainly specializes in Hydrogen Peroxide, Sodium Bi Carbonate 99.5%, Sodium Meta Bi Sulphite 97%, Soda Ash Light, Linear Alkyl Benzene Sulphonic Acid 90% and many others chemicals. Our company trades in all types of Sulphur Dyes. The Dyes and Chemicals in which our Company deals in, mainly caters to Textiles & Garments manufacturing Industry, Food and Beverages Industries, Laboratory, Leather, Candel making industries, Plastic Industries, Agriculture, Water Treatment, Personal Care & Cosmetics Industries, Plywood Industry etc. The Company also trades in speciality performance chemicals used in Textile Dyeing and Printing Industry. The Trading facility of the Company is situated at Bhilwara (Rajasthan) where our operations are centralised which controls the trading activities in Mumbai (Maharashtra) where we have rented warehouses for stocking our products and onward sale to our customers. The company is an ISO 9001:2015, ISO 14001:2015 certified company.

## **Changes in registered office of Our Company since incorporation**

The current Registered Office of the Company is at SG-2730, Suwana, Bhilwara-311001, Rajasthan, India. Except as mentioned below, there has been no change in our Registered Office since incorporation:

<b>From</b>	<b>To</b>	<b>Effective Date</b>	<b>Reason for Changes</b>
31/165, Manikya Nagar, Bhilwara, India	SG-2730, Suwana, Bhilwara-311001, Rajasthan, India	21/04/2006	For Administrative Convenience

## **Key Milestones**

<b>Year</b>	<b>Key Milestones</b>
2005	Incorporation of our Company vide Certificate of Incorporation dated 19 <sup>th</sup> September 2005
2018	Conversion of the Company from Private Limited Company to Public limited Company vide fresh Certificate of Incorporation consequent to conversion dated May 08, 2018
2018	Received ISO certification for Quality Management System
2018	Received ISO certification for Environment Management System
2018	Listed on SME Platform of BSE Limited
2020	Trademark got registered on Indian Trademark Registry

## Main Objects

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. To carry on the business as manufactures, traders, distributors, stockiest, suppliers, dealers, commission, agent, C and f agent, export, import and to deal in all kind of chemicals. Chemical elements and compound inorganic and organic including chlorinated paraffins, chlorinated paraffins wax, hydrochloric acid, plasticizers, sodium chloride based chemicals, caustic soda, soda ash, sodium sulphate, sulphur blue and black, normal paraffin, heavy normal paraffin, chlorine, barium, acids, acid slurry, resins, lacquers, thinners, sulphates, phosphate, oxides, nitrates, chlorides, chlorides zinc, stearates, elastomers, anhydrides, hydrates, acids, alkalies, their salts, alums, polyesters, precipitated carbon, activated carbon, bleaching earth, pesticides, agricultural chemicals, chemical compounds, colouring material such as pigments, dyes, dyestuffs, finishers insecticides, fumicides, weedicides, surface active agents, tanning agents, solvents, marine chemicals, petro chemicals, electro chemicals, PVC chemicals, rubber chemical, and regent various merchandisable items, intending agents.
2. To carry on the business as manufactures, traders, distributors, stockiest, suppliers, dealers, commission, agent, C&f agent, export, import and to deal in all kind of food grains, food intermediaries, chemicals, food items, food preservatives, food chemicals and colors and etc.

**Capital raising (Debt / Equity):** Except as set out in the sections titled *“Capital Structure”* and *“Financial Indebtedness”* beginning on page no 21 and 65 respectively of this Information Memorandum, our Company has not raised any capital in the form of Equity Shares or debentures.

**Holding Company:** Our Company has no holding company as on the date of this Information Memorandum.

**Subsidiary(ies) of our Company:** Our Company has no subsidiary company as on the date of this Information Memorandum.

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

**Defaults or Rescheduling of Borrowings with Financial Institutions/ Banks:** There are no defaults or rescheduling of borrowings with financial institutions/ banks, conversion of loans into equity in relation to our Company.

**Details regarding acquisition of business /undertakings, mergers, amalgamation, revaluation of assets etc.:** Our Company has not merged/amalgamated itself nor has acquired any business/undertaking, since incorporation.

**Changes in the activities of our Company during the last five (5) years:** Except as mentioned in chapter *“Our History and Certain Corporate Matters”* beginning on page no 41 there have been no changes in the activity of our Company during the last five (5) years preceding as on the date of this Information Memorandum, which may have had a material effect on the profits or loss, including discontinuance of the lines of business, loss of agencies or markets and similar factors of our Company.

**Revaluation of Assets:** Our Company has not revalued its assets as on the date of this Information Memorandum.

**Collaboration Agreements:** As on the date of this Information Memorandum, our Company is not a party to any collaboration agreements.

**Shareholders Agreements:** Our Company has entered into any shareholders agreement as on the date of this Information Memorandum.

**Other Agreements:** Our Company has not entered into any specific or special agreements except that have been entered into in ordinary course of business as on the date of filing of this Information Memorandum.

**Non-Compete Agreement:** Our Company has not entered into any Non-compete Agreement as on the date of this Information Memorandum.

**Strategic Partners:** Our Company does not have any strategic partners as on the date of this Information Memorandum.

**Financial Partners:** Our Company does not have any financial partners as on the date of this Information Memorandum.

**Strike & Lockouts:** There have been no strikes or lockouts in our Company since incorporation.

## OUR MANAGEMENT

### Board of Directors

As per the Articles of Association, our Company is required to have not less than 3 (Three) directors and not more than 15 (Fifteen) Directors. Currently, our Company has 10 (Ten) Directors. The following table sets forth details regarding the Board of Directors as on the date of this Information Memorandum:

Sr. No.	Details of Directors	Date of Appointment/ Change in Designation	Other Directorships as on the date of this Information Memorandum
1	<b>Name:</b> Mr. Rampal Inani <b>Age:</b> 53 Years <b>Father's Name:</b> Mr. Shankar Lal Inani <b>Designation:</b> Managing Director <b>Address:</b> 31/165, Manikya Nagar, Bhilwara-311001, Rajasthan, India <b>Nationality:</b> Indian <b>Occupation:</b> Business <b>DIN No:</b> 00480021	19/09/2005  Designated to Managing Director on 02/06/2018	<b>Public Limited Entities:</b>  NIL <b>Private Limited Entities:</b>  NIL <b>Foreign Entities:</b>  NIL <b>Limited Liability Partnership:</b>  NIL
2	<b>Name:</b> Mr. Jagdish Chandra Inani <b>Age:</b> 49 Years <b>Father's Name:</b> Mr. Shankar Lal Inani <b>Designation:</b> Whole Time Director <b>Address:</b> 31/165, Manikya Nagar, Bhilwara-311001, Rajasthan, India <b>Nationality:</b> Indian <b>Occupation:</b> Business <b>DIN No:</b> 00479985	23/04/2018  Designated to Whole Time Director on 22/08/2018	<b>Public Limited Entities:</b>  NIL <b>Private Limited Entities:</b>  NIL <b>Foreign Entities:</b>  NIL <b>Limited Liability Partnership:</b>  NIL
3	<b>Name:</b> Mr. Dinesh Chandra Inani <b>Age:</b> 48 Years <b>Father's Name:</b> Mr. Shankar Lal Inani <b>Designation:</b> Whole Time Director <b>Address:</b> 31/165, Manikya Nagar, Bhilwara-311001, Rajasthan, India <b>Nationality:</b> Indian <b>Occupation:</b> Business <b>DIN No:</b> 02928287	14/3/2015  Designated to Whole Time Director on 22/08/2018	<b>Public Limited Entities:</b>  NIL <b>Private Limited Entities:</b>  NIL <b>Foreign Entities:</b>  NIL <b>Limited Liability Partnership:</b>  NIL
4	<b>Name:</b> Mr. Vinod Kumar Inani <b>Age:</b> 46 Years <b>Father's Name:</b> Mr. Shankar Lal Inani <b>Designation:</b> Whole Time Director	23/04/2018  Designated to Whole Time Director on 22/08/2018	<b>Public Limited Entities:</b>  NIL <b>Private Limited Entities:</b>  NIL

Sr. No.	Details of Directors	Date of Appointment/ Change in Designation	Other Directorships as on the date of this Information Memorandum
	<b>Address:</b> 31/165, Manikya Nagar, Bhilwara-311001, Rajasthan, India <b>Nationality:</b> Indian <b>Occupation:</b> Business <b>DIN No:</b> 02928272		<b>Foreign Entities:</b> NIL <b>Limited Liability Partnership:</b> NIL
5	<b>Name:</b> Mr. Susheel Kumar Inani <b>Age:</b> 44 Years <b>Father's Name:</b> Mr. Shankar Lal Inani <b>Designation:</b> Whole Time Director& C.F.O <b>Address:</b> 31/165, Manikya Nagar, Bhilwara-311001, Rajasthan, India <b>Nationality:</b> Indian <b>Occupation:</b> Business <b>DIN No:</b> 02928254	23/04/2018  Designated to Whole Time Director on 22/08/2018	<b>Public Limited Entities:</b> NIL <b>Private Limited Entities:</b> NIL <b>Foreign Entities:</b> NIL <b>Limited Liability Partnership:</b> NIL
6	<b>Name:</b> Mr. Murli Atal <b>Age:</b> 27Years <b>Father's Name:</b> Mr. Jagdish Chandra Atal <b>Designation:</b> Independent Director <b>Address:</b> Atal Bhawan, Manikya Nagar, Bhilwara-311001, Rajasthan, India <b>Nationality:</b> Indian <b>Occupation:</b> Professional (Chartered Accountant) <b>DIN No:</b> 08150205	09/06/2018	<b>Public Limited Entities:</b> NIL <b>Private Limited Entities:</b> NIL <b>Foreign Entities:</b> NIL <b>Limited Liability Partnership:</b> NIL
7	<b>Name:</b> Ms. Apoorva Maheshwari <b>Age:</b> 31Years <b>Father's Name:</b> Mr. Chandan Lal Maheshwari <b>Designation:</b> Women and Independent Director <b>Address:</b> House No.77, kacholi Road, Manasa, Neemuch - 458110 <b>Nationality:</b> Indian <b>Occupation:</b> MBA <b>DIN No:</b> 08150259	09/06/2018	<b>Public Limited Entities:</b> NIL <b>Private Limited Entities:</b> NIL <b>Foreign Entities:</b> NIL <b>Limited Liability Partnership:</b> NIL
8	<b>Name:</b> Mr. Harsh Kabra	09/06/2018	<b>Public Limited Entities:</b>



Sr. No.	Details of Directors	Date of Appointment/ Change in Designation	Other Directorships as on the date of this Information Memorandum
	<b>Age:</b> 27 Years <b>Father's Name:</b> Mr. Balmukund Kabra <b>Designation:</b> Independent Director <b>Address:</b> Gurjar Mohalla Nai Syam Ki Sabji Mandi, Bhilwara – 311001, Rajasthan <b>Nationality:</b> Indian <b>Occupation:</b> Professional (Chartered Accountant) <b>DIN No:</b> 08150255		NIL <b>Private Limited Entities:</b> NIL <b>Foreign Entities:</b> NIL <b>Limited Liability Partnership:</b> NIL
9	<b>Name:</b> Mr. Anil Kumar Kabra <b>Age:</b> 52Years <b>Father's Name:</b> Mr. Ram Gopal Kabra <b>Designation:</b> Independent Director <b>Address:</b> A-294, Near Sarvodaya School, Sanjay Colony, Bhilwara – 311001, Rajasthan <b>Nationality:</b> Indian <b>Occupation:</b> Professional (Chartered Accountant) <b>DIN No:</b> 08150149	09/06/2018	<b>Public Limited Entities:</b> NIL <b>Private Limited Entities:</b> NIL <b>Foreign Entities:</b> NIL <b>Limited Liability Partnership:</b> NIL
10	<b>Name:</b> Mr. Aditya Soni <b>Age:</b> 27 Years <b>Father's Name:</b> PRAHALAD LAL SONI <b>Designation:</b> Independent Director <b>Address:</b> SHIV KRIPA 67-A MANIKYA NAGAR BHILWARA ,311001 <b>Nationality:</b> Indian <b>Occupation:</b> Business <b>DIN No:</b> 08590851	26/10/2019	<b>Public Limited Entities:</b> NIL <b>Private Limited Entities:</b> NIL <b>Foreign Entities:</b> NIL <b>Limited Liability Partnership:</b> NIL

#### Family Relationships between the Directors

None of the directors mentioned above of our Company have family relationship except the INANI families who are brothers.

#### Brief Biographies of the Directors

- 1) **RAMPAL INANI:** Mr. Rampal Inani, aged 53 years, is the Promoter and Managing Director of our Company. He holds a Bachelor's degree in Commerce from University of Rajasthan and has a rich knowledge in chemical industry and is presently looking after sales, marketing, production and quality control department in company. He is guiding force behind all the corporate decisions of the company.
- 2) **JAGDISH CHANDRA INANI:** Mr. Jagdish Chandra Inani, aged 49 years, is Whole Time Director of our Company. He currently looks after general corporate affairs in the company.

- 3) **DINESH CHANDRA INANI:** Mr. Dinesh Chandra Inani, aged 48 years, is Whole Time Director of our Company. He currently looks after overall business activity in the company.
- 4) **VINOD KUMAR INANI:** Mr. Vinod Kumar Inani, aged 46 years, is Whole Time Director of our Company. He holds a Bachelor's degree in Commerce from Maharishi Dayanand University, Rajasthan. He currently looks after sales, purchase and marketing department in the company.
- 5) **SUSHEEL KUMAR INANI:** Mr. Susheel Kumar Inani, aged 43 years, is Whole Time Director & Chief Financial Officer of our Company. He holds a Bachelor's degree in Commerce from Maharshi Dayanand University, Rajasthan, and also he had cleared intermediate level of Chartered Accountant Exams. He currently looks after finance, exports, administration and accounting department in the company.
- 6) **MURLI ATAL:** Mr. Murli Atal aged 27 years, is the Independent Director of our Company. He was appointed as Independent Director as on June 09, 2018. He is a Chartered Accountant by profession.
- 7) **APOORVA MAHESHWARI:** Ms. Apoorva Maheshwari, aged 31 years, is the Independent Director of our Company. She was appointed as Independent Director as on June 09, 2018. She is an M.B.A. by profession.
- 8) **HARSH KABRA:** Mr. Harsh Kabra, aged 27 years, is the Independent Director of our Company. He was appointed as Independent Director as on June 09, 2018. He is a Chartered Accountant by profession.
- 9) **ANIL KUMAR KABRA:** Mr. Anil Kumar Kabra, aged 52 years, is the Independent Director of our Company. He was appointed as Independent Director as on June 09, 2018. He is a Chartered Accountant by profession.
- 10) **ADITYA SONI:** Mr. Aditya Soni, aged 27 years, is the independent Director of our Company. He is Masters in Business Management.

#### **Arrangements with major Shareholders, Customers, Suppliers or Others**

There are no arrangements or understanding between major shareholders, customers, suppliers or others pursuant to which any of the Directors were selected as a Director or member of a senior management as on the date of this Information Memorandum.

#### **Service Contracts**

Our Company has not executed any service contracts with its directors providing for benefits upon termination of their employment.

#### **Common directorships of the Directors in companies whose shares are/were suspended from trading on the BSE and/or the BSE for a period beginning from five (5) years prior to the date of this Information Memorandum**

None of our Directors are or were directors of any company whose shares were suspended from trading by Stock Exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five (5) years.

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

#### **Director's association with the Securities Market**

None of the Directors of our Company are associated with securities market.

#### **Directors on the RBI list of willful defaulters.**

None of the directors are on the RBI list of willful defaulters

#### **Common directorships of the Directors in listed companies that have been/were delisted from stock exchanges in India**

None of the Directors are/ were directors of any entity whose shares were delisted from any Stock Exchange(s).

#### **Borrowing Powers of the Board**

The Articles, subject to the provisions of Section 180(1)(c) of the Companies Act, 2013 authorize the Board to raise, borrow or secure the payment of any sum or sums of money for the purposes of our Company. The shareholders have, pursuant to a resolution passed at the Annual General Meeting held on September 15, 2018 in accordance with Section 180(1)(c) of the Companies Act, 2013 authorized the Board to borrow monies from time to time, such sums of money even though the money so borrowed together with money already borrowed exceeds the aggregate of the paid-up capital and free reserves of the Company provided, however, that the total borrowing (apart from the temporary loans taken from the company's

bankers) shall not exceed 50.00 crores.

### Remuneration to Executive Directors

The compensation payable to Managing Director/Whole Time Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2 (54), 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force)

### Payment or benefit to Non-Executive Directors of Our Company

Apart from the remuneration to Executive Directors, if any as provided, our Non-Executive Directors are entitled to be paid a sitting fee up to the limits prescribed by the Companies Act, 2013 and the Rules made there under and actual travel, boarding and lodging expenses for attending the Board or committee meetings. They may also be paid commissions and any other amounts as may be decided by the Board in accordance with the provisions of the Articles, the Companies Act and any other applicable Indian laws and regulations.

### Shareholding of Directors in our Company

The details of the shareholding of our Directors are as follows.

Sr. No.	Name of the Promoters	No. of Shares held as on date 26/02/2021	in %
1	JAGDISH CHANDRA INANI	6,13,613	5.75%
2	RAMPAL INANI	4,80,947	4.51%
3	SUSHEEL KUMAR INANI	7,07,327	6.63%
4	VINOD KUMAR INANI	6,38,533	5.99%
5	DINESH CHANDRA INANI	5,34,667	5.01%
	<b>Total</b>	<b>29,75,087</b>	<b>27.90%</b>

### Interests of our Directors

Our Directors may be deemed to be interested to the extent of their remunerations paid to them for services rendered and with the reimbursement of expenses payable to them. In addition, as on the date of this Information Memorandum, our Managing Director receives managerial remuneration from our Company in terms of the proviso to Section 197(4) of the Companies Act. For further details, please refer to section titled **“Our Promoters and Promoter Group”** beginning on page 51 of this Information Memorandum.

### Changes in our Company’s Board of Directors during the last three (3) years

The changes in the Board of Directors of our Company in the last three (3) years are as follows:

Name	Date of event	Nature of event	Reason
Rampal Inani	02/06/2018	Change in Designation	Designated as Managing Director
Jagdish Chandra Inani	23/04/2018	Appointment	Appointed as Executive Director
	22/08/2018	Change in Designation	Whole Time Director
Dinesh Chandra Inani	22/08/2018	Change in Designation	Whole Time Director
	23/04/2018	Appointment	Appointed as Executive Director
Vinod Kumar Inani	22/08/2018	Change in Designation	Whole Time Director
	23/04/2018	Appointment	Appointed as Executive Director
Susheel Kumar Inani	22/08/2018	Change in Designation	Whole Time Director
	23/04/2018	Appointment	Appointed as Executive Director
Anil Kumar Kabra	09/06/2018	Appointment	Appointed as Independent Director
Harsh Kabra	09/06/2018	Appointment	Appointed as Independent Director
Himanshu Jain	09/06/2018	Appointment	Appointed as Independent Director
	29/07/2019	Resignation	Resignation as Independent Director
Apoorva Maheshwari	09/06/2018	Appointment	Appointed as Independent Director
Murli Atal	09/06/2018	Appointment	Appointed as Independent Director
Aditya Soni	26/10/2019	Appointment	Appointed as Independent Director

### Corporate Governance

The provisions of the Companies Act, 2013 along with the SEBI Listing Regulations 2015 with respect to corporate governance will be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchange. We are in compliance with the requirements of the applicable regulations, including the SEBI (LODR) Regulations, the SEBI (ICDR) Regulations and the Companies Act, 2013 in respect of corporate governance including constitution of the Board and committees thereof.

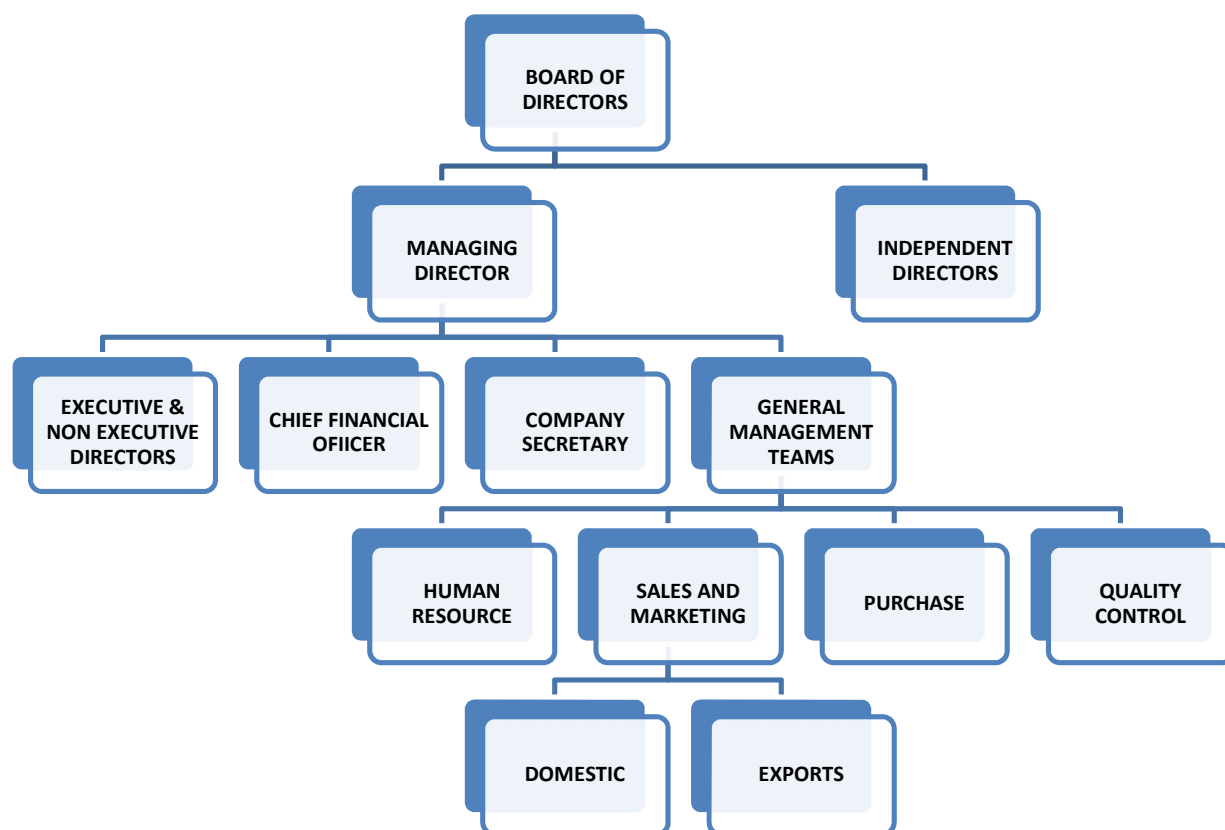
Our Board has been constituted in compliance with the Companies Act and SEBI (LODR) Regulations, to the extent applicable. Our Board functions either as a full board or through various committees constituted to oversee specific functions. In compliance with the requirements of the Companies Act and the SEBI (LODR) Regulations, to the extent applicable our Board of Directors consists of Ten Directors (including one-woman Independent Director) of which five are non-executive Independent Directors which is in compliance with the requirements of Companies Act, 2013 and SEBI (LODR) Regulations.

***Policy on Disclosures and Internal Procedure for Prevention of Insider Trading:***

The provisions of Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 is applicable to our Company immediately upon the listing of its Equity Shares on BSE SME Platform. We have complied with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges.

Our Company Secretary & Compliance Officer, is responsible for setting forth policies, procedures, monitoring and adhering to the rules for the prevention of dissemination of price sensitive information and the implementation of the code of conduct under the overall supervision of the Board.

**Our Organizational Structure:**



**Profiles of our Key Managerial Personnel**

The details of the Key Managerial Personnel as on the date of this Information Memorandum are set out below. All the Key Managerial Personals are permanent employees of our Company. Except for certain statutory benefits, there are no other benefits accruing to the Key Managerial Personnel.

- 1) ***Rampal Inani, Managing Director:*** Mr. Rampal Inani, aged 53 years, is the Promoter & Managing Director of our company. He has been an Executive Director of the Company from September 19, 2005 and thereafter has been designated as Managing Director of the Company from June 02, 2018. In view of the overall growth of company under leadership of Mr. Rampal Inani, the Company has achieved extraordinary growth in performance in a fiercely competitive environment, realized primarily through management interventions led by Mr. Rampal Inani. Significant improvements were noted in sales turnover, product mix, cost reduction, operational efficiencies and bottom line figures.

- 2) **Jagdish Chandra Inani, Whole Time Director:** Mr. Jagdish Chandra Inani, aged 49 years, is the Whole Time Director of our Company. He has been a Whole-time Executive Director of the Company from April 23, 2018. He is having more than 2 decades of experience in business and industry. He is playing a vital role in future planning of the business.
- 3) **Dinesh Chandra Inani, Whole Time Director:** Mr. Dinesh Chandra Inani, aged 48 years, is Whole Time Director of our Company. He has been an Executive Director of the Company from March 14, 2015. He is having vast experience in business, trade and commerce. He is playing a vital role in developing business strategies for the company and under his supervision company has enhanced its business.
- 4) **Vinod Kumar Inani, Whole Time Director:** Mr. Vinod Kumar Inani, aged 46 years is expert in Corporate Business planning. He has been a Whole-time Executive Director of the Company from April 23, 2018. He is playing a vital role in future planning of the business.
- 5) **Susheel Kumar Inani, Chief Financial Officer cum Whole Time Director:** Mr. Susheel Kumar Inani, aged 44 years, has been a Whole Time Director with effect from April 23, 2018 and later was appointed as the Chief Financial Officer of our company w.e.f. July 01, 2018. He is expert in project and industry planning. He is playing a vital role in future financial planning of the business. He is currently responsible for handling the financial, accounting and taxation matters of the Company.
- 6) **Aditi Babel, Company Secretary:** Ms. Aditi Babel, aged 24 years, has been appointed as the Company Secretary of our company w.e.f. July 01, 2018. She is qualified Company Secretary and an associate member of the Institute of Company Secretaries of India. She handles Corporate Secretarial and legal department in the Company.

#### **Status of Key Management Personnel in our Company**

All our key managerial personnel are permanent employees of our Company. The term of office of our key managerial personnel is until the attainment of 70 years of age.

#### **Shareholding of Key Management Personnel in our Company**

None of the Key Management Personnel holds Equity Shares in our Company as on the date of this Information Memorandum except as mentioned in section “**Capital Structure**” beginning from page no 21 of this Information Memorandum.

#### **Bonus or profit-sharing plan of the Key Managerial Personnel**

Our Company does not have a performance linked bonus or a profit sharing plans for the Key Management Personnel. However, our Company pays incentive to all its employees based on their performance including the Key Managerial Personnel of our Company.

#### **Interests of Key Management Personnel**

The Key Management Personnel do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

#### **Payment of Benefits to Officers of our Company (non-salary related)**

Except as disclosed in this Information Memorandum and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards super-annuation, ex-gratia/rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer’s employment in our Company or superannuation. Contributions are made by our Company towards provident fund, gratuity fund and employee state insurance.

Except as stated under section titled “**Financial Information**” beginning on page no 58 of this Information Memorandum, none of the beneficiaries of loans and advances or sundry debtors are related to our Company, our Directors or our Promoter.

#### **Relationship amongst the Key Managerial Personnel of our Company**

There is no family relationship amongst the Key Managerial Personnel of our Company except as mentioned in “Our Management” Chapter

#### **Relationship between the Directors and Key Managerial Personnel**

There are no family relationships between the Directors and Key Managerial Personnel of our Company except as mentioned in “Our Management” Chapter.

**Arrangement and Understanding with Major Shareholders/Customers/ Suppliers**

None of the above Key Managerial Personnel have been selected pursuant to any arrangement/understanding with major shareholders/customers/suppliers.

**Details of Service Contracts of the Key Managerial Personnel**

Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

**Employee Stock Option or Employee Stock Purchase**

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this Information Memorandum.

**Loans availed by Directors / Key Managerial Personnel of our Company**

None of the Directors or Key Managerial Personals have availed loan from our Company which is outstanding as on the date of this Information Memorandum except as mentioned under section titled “*Financial Information*” beginning on page no 58 of this Information Memorandum.

**Changes in our Company’s Key Managerial Personnel during the last three (3) years**

The changes in the Key Managerial Personnel of our Company in the last three (3) years are as follows:




Name	Date of event	Nature of event	Reason
Rampal Inani	02/06/2018	Change in Designation	Designated as Managing Director
Jagdish Chandra Inani	22/08/2018	Appointment	Appointed as Whole Time Director
Dinesh Chandra Inani	22/08/2018	Appointment	Appointed as Whole Time Director
Vinod Kumar Inani	22/08/2018	Appointment	Appointed as Whole Time Director
Susheel Kumar Inani	22/08/2018	Appointment	Appointed as Whole Time Director
Susheel Kumar Inani	30/06/2018	Appointment	Added responsibility of CFO
Aditi Babel	30/06/2018	Appointment	Appointed as Company Secretary

## OUR PROMOTERS AND PROMOTER GROUP

### Our Promoters

The promoters of our company as on date of this Information Memorandum are 1) Mr. Rampal Inani, 2) Mr. Jagdish Chandra Inani, 3) Mr. Dinesh Chandra Inani, 4) Mr. Vinod Kumar Inani and 5) Mr. Susheel Kumar Inani.

### Details of Individual Promoters of our Company

	<p><b>Mr. Rampal Inani</b> is the Promoter and Managing Director of our Company. For further details, please refer to section titled <b><i>“Our Management”</i></b> beginning on page no 43 of this Information Memorandum.</p> <p><b>PAN No:</b> AABPI8073N  <b>Passport No:</b> J7539225  <b>Aadhar No:</b> 5705 0424 0205  <b>Voters ID:</b> RJ/20/153/141230  <b>Driving license No:</b> RJ06 19900000640</p> <p>For further details in relation to other ventures of Mr. Rampal Inani, please refer to section titled <b><i>“Group Entities of our Company”</i></b> beginning on page no 54 of this Information Memorandum.</p>
	<p><b>Mr. Jagdish Chandra Inani</b> is the Promoter and Whole Time Director of our Company. For further details, please refer to section titled <b><i>“Our Management”</i></b> beginning on page no 43 of this Information Memorandum.</p> <p><b>PAN No:</b> AABPI0333F  <b>Passport No:</b> R8798172  <b>Aadhar No:</b> 5123 3926 0753  <b>Voters ID:</b> RJ/20/153/141230  <b>Driving license No:</b> RJ06/DLC/12/132434</p> <p>For further details in relation to other ventures of Mr. Jagdish Chandra Inani, please refer to section titled <b><i>“Group Entities of our Company”</i></b> beginning on page no 54 of this Information Memorandum.</p>
	<p><b>Mr. Dinesh Chandra Inani</b> is the Promoter and Whole Time Director of our Company. For further details, please refer to section titled <b><i>“Our Management”</i></b> beginning on page no 43 of this Information Memorandum.</p> <p><b>PAN No:</b> AABPI0331H  <b>Passport No:</b> F3497709  <b>Aadhar No:</b> 2671 1622 3137  <b>Voters ID:</b> RJ/20/153/141040  <b>Driving license No:</b> RJ-06/DLC/12/144063</p> <p>For further details in relation to other ventures of Mr. Mr. Dinesh Chandra Inani, please refer to section titled <b><i>“Group Entities of our Company”</i></b> beginning on page no 54 of this Information Memorandum.</p>
	<p><b>Mr. Vinod Kumar Inani</b> is the Promoter and Whole Time Director of our Company. For further details, please refer to section titled <b><i>“Our Management”</i></b> beginning on page no 43 of this Information Memorandum.</p> <p><b>PAN No:</b> AACPI5847D  <b>Passport No:</b> P9962478  <b>Aadhar No:</b> 3671 5580 1182  <b>Voters ID:</b> RJ/20/153/141389  <b>Driving license No:</b> RJ06 19940021961</p> <p>For further details in relation to other ventures of Mr. Vinod Kumar Inani, please refer to section titled <b><i>“Group Entities of our Company”</i></b> beginning on page no 54 of this Information Memorandum.</p>





**Mr. Susheel Kumar Inani** is the Promoter and Whole Time Director of our Company. For further details, please refer to section titled ***“Our Management”*** beginning on page no 43 of this Information Memorandum.

**PAN No:** AACPI5846C

**Passport No:** P9962757

**Aadhar No:** 7499 7944 9495

**Voters ID:** RJ/20/153/141390

**Driving license No:** RJ06 19970035579

For further details in relation to other ventures of Mr. Susheel Kumar Inani, please refer to section titled ***“Group Entities of our Company”*** beginning on page no 54 of this Information Memorandum.

### **Interests of our Promoters**

Our Promoters are interested in our Company to the extent of their respective Equity shareholding in our Company and any dividend distribution that may be made by our Company in the future. For details pertaining to our Promoters' shareholding, please refer to section titled ***“Capital Structure”*** beginning on page no 21 of this Information Memorandum. Our promoters are also interested to the extent they are Directors on our Board, as well as any remuneration of expenses payable to him. In addition, as on the date of this Information Memorandum, our Promoters, received remuneration and reimbursement of expenses payable to them from our Company. For further information on remuneration to the Executive Directors, please refer to section titled ***“Our Management”*** beginning on page no 43 of this Information Memorandum.

Our Promoters have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business.

None of our Promoters or Group Entities have any interest in any property acquired by our Company within two (2) years of the date of this Information Memorandum or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building or supply of machinery.

### **Interest of Promoters in Sales and Purchases**

There are no sales/purchases between our Company and our Group Entity other than as stated in the section titled ***“Group Entities of our Company”***. For further details, please refer to section titled ***“Related Party Transactions”*** beginning on page no. 56 of this Information Memorandum.

### **Confirmations**

Our Company hereby confirms that:

None of our Promoters have been declared as a willful defaulter by the RBI or any other governmental authority and there are no violations of securities laws committed by the Promoters in the past nor any pending against them.

None of our Promoters, Promoter Group or Directors or persons in control of our Company or bodies corporate forming part of our Promoter Group have been (i) prohibited from accessing the capital markets under any order or direction passed by SEBI or any other authority or (ii) refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

### **Payment or benefits to the Promoters in the last two (2) years**

No payment or benefit has been made to the Promoters except as disclosed in the related party transaction. For further details, please refer to section titled ***“Related Party Transactions”*** beginning on page no 56 of this Information Memorandum.

### **Disassociation by the Promoters from entities in last three (3) years**

None of our Promoters of the Company have disassociated from any of the companies or firms in the last three (3) years except as mentioned in this Information Memorandum.

### **Litigation details pertaining to our Promoters**

For details on litigations and disputes pending against the Promoters and defaults made by our Promoters please refer to section titled ***“Outstanding Litigations and Material Developments”*** beginning on page no 69 of this Information Memorandum.

### Individual Promoter Group of our Promoters

In addition to our Promoters named in above section, the following natural persons are part of our Promoter Group in terms of Regulation 2(1) (pp) of SEBI (ICDR) Regulations:

Relationship with Promoters	Rampal Inani	Dinesh Chandra Inani	Vinod Kumar Inani	Jagdish Chandra Inani	Susheel Kumar Inani
Father	LATE SHRI SHANKAR LAL INANI	LATE SHRI SHANKAR LAL INANI	LATE SHRI SHANKAR LAL INANI	LATE SHRI SHANKAR LAL INANI	LATE SHRI SHANKAR LAL INANI
Mother	GANGA DEVI INANI	GANGA DEVI INANI	GANGA DEVI INANI	GANGA DEVI INANI	GANGA DEVI INANI
Spouse	USHA INANI	MEENA INANI	KIRAN INANI	MAMTA INANI	SHEELU INANI
Brother	1.DINESH CHANDRA INANI 2.VINOD KUMAR INANI 3.JAGDISH CHANDRA INANI 4.SUSHEEL KUMAR INANI	1.RAMPAL INANI 2.VINOD KUMAR INANI 3.JAGDISH CHANDRA INANI 4.SUSHEEL KUMAR INANI	1.RAMPAL INANI 2. DINESH CHANDRA INANI 3.JAGDISH CHANDRA INANI 4.SUSHEEL KUMAR INANI	1.RAMPAL INANI 2. DINESH CHANDRA INANI 3. VINOD KUMAR INANI 4.SUSHEEL KUMAR INANI	1.RAMPAL INANI 2. DINESH CHANDRA INANI 3. VINOD KUMAR INANI 4.JAGDISH CHANDRA INANI
Sister	1.CHANDRA KANTA KABRA 2.SHANTA BHADADA 3.SAVITA JHANWAR	1.CHANDRA KANTA KABRA 2.SHANTA BHADADA 3.SAVITA JHANWAR	1.CHANDRA KANTA KABRA 2.SHANTA BHADADA 3.SAVITA JHANWAR	1.CHANDRA KANTA KABRA 2.SHANTA BHADADA 3.SAVITA JHANWAR	1.CHANDRA KANTA KABRA 2.SHANTA BHADADA 3.SAVITA JHANWAR
Son (s)	RAHUL INANI	ANSHUL INANI	NISHANT INANI	KESHAV INANI	1.SOMYA INANI 2.SHOURYA INANI
Daughter(s) in Law	A#	-	-	-	-
DAUGHTER (s)	CHAVVI INANI	ISHA INANI	AANYA INANI	1.PRIYA INANI 2.SHRUTI INANI	-
Spouse's Father	SHANKAR LAL RATHI	BIRDI CHAND JAGETIYA	HARAK LAL AGAL	HARAK CHAND JHANWAR	KAILASH CHANDRA JAGETIYA
Spouse's Mother	KANTA DEVI RATHI	PRABHU BEN JAGETIYA	KAMLA DEVI AGAL	RAMPALI JHANWAR	PUSHPA DEVI JAGETIYA
Spouse's Brother	1.GOVIND RATHI 2.DINESH RATHI	RAJENDRA JAGETIYA	1.RAJ KUMAR AGAL 2.SANJAY AGAL	-	AHUJ JAGETIYA
Spouse's Sister	1.SEEMA HEDD 2.YASODA DEVPURA	-	SUNITA SONI	1.PARWATI KABRA 2.BHAGWATI AJMERA 3.YASODA MARU 4.PUSPA SARDA	NEELAM SOMANI

### Promoter Group Entities of our Promoters

Our Promoter Group entities in terms of Regulation 2(1) (pp) of SEBI (ICDR) Regulations are as follows:

- 1) Classic Prime Home Care Private Limited.
- 2) Oasis Capital Private Limited.
- 3) Rampal Inani HUF
- 4) Shankar Lal Inani HUF.
- 5) Dinesh Chandra Inani HUF.
- 6) Jagdish Chandra Inani HUF
- 7) Vinod Kumar Inani HUF
- 8) Susheel Inani HUF
- 9) Shanyao Import and Export (Hong Kong) Co. Limited (Incorporated on 01/04/2019; owned by 2 of the promoters)

## GROUP ENTITIES OF OUR COMPANY

As per the SEBI ICDR Regulations, for the purpose of identification of Group Companies, our Company has considered Companies covered under the Accounting Standard 18 (including Associate Companies) as per Audited Standalone Financial Statements. Further, for the purpose of disclosure in relation to Group Companies, a company shall be considered material and disclosed as a Group Company if said Company is a member of the Promoter Group as per Regulation 2(1) (pp) of SEBI(ICDR),2018 as amended and our Company has entered into one or more transactions with such Company, as the case may be, cumulatively exceeding 10% of total revenue of the Company for such financial year as per the audited financial statement.

Further, Board has determined that there are no other Companies connected to our Promoters or the Promoter Group which is material to our Company having regard to the value of the transactions that our Company has entered into in the last 5 years with that entity, and the limited dependence that our Company has on this related party from a business continuity perspective.

The details of our Group Companies are provided below:

### CLASSIC PRIME HOME CARE PRIVATE LIMITED

Brief Description of Business	Trading in Dyes & Chemical		
Date of Incorporation	03/03/2010		
CIN	U24241RJ2010PTC031110		
Listing details	Unlisted		
PAN	AADCC8871B		
Registered Office Address	F-28, Apsara complex Azad Market Bhilwara-311001, Rajasthan, India		
Board of Directors	<b>Name</b>	<b>DIN</b>	
	KIRAN INANI	07145034	
	SHEELU INANI	07145052	
<b>Audited Financial Information (Rs. In Lakhs)</b>	<b>2019-2020</b>	<b>2018-19</b>	<b>2017-18</b>
Paid Up Equity Share Capital	63.71	63.71	63.71
Reserves and Surplus (excluding Revaluation Reserve and less Miscellaneous expense, if any)	223.25	222.62	179.72
Net worth	286.96	286.33	243.43
Total Income	2.29	69.00	416.36
Profit/(Loss) after tax	0.62	42.90	0.42
Earnings per share (face value of Rs. 10/- each)	0.10	6.73	0.07
Net asset value per share (Rs.)	45.04	44.94	38.21
Highest Price in past six months	NA		
Lowest price in last six months	NA		

Shareholding Pattern as on the date of the Information Memorandum is as follow:

Sl. No.	NAME OF SHARE HOLDER	TYPE	NO. OF SHARE	FACE VALUE (RS)	In %
1	VINOD KUMAR INANI	EQUITY	101100	10	15.87%
2	SUSHEEL KUMAR INANI	EQUITY	127000	10	19.93%
3	DINESH CHANDRA INANI	EQUITY	75000	10	11.77%
4	MEENA INANI	EQUITY	52420	10	8.23%
5	SHEELU INANI	EQUITY	420	10	0.07%
6	KIRAN INANI	EQUITY	26320	10	4.13%
7	RAMPAL INANI (HUF)	EQUITY	127420	10	20.00%
8	MAMTA INANI	EQUITY	127420	10	20.00%
	<b>TOTAL</b>		<b>637100</b>		<b>100.00%</b>

There are no defaults in meeting any statutory/bank/institutional dues. No proceedings have been initiated for economic offences against the Company.

## OASIS CAPITAL PRIVATE LIMITED

Brief Description of Business	Trading in Dyes & Chemical		
Date of Incorporation	22/09/1994		
CIN	U67120RJ1994PTC008827		
Listing details	Unlisted		
PAN	AAACO1392G		
Registered Office Address	Near Kamal Ka Kuwa, Bhilwara, RJ- 311001 IN		
Board of Directors	<b>Name</b>	<b>DIN</b>	
	USHA INANI	00480037	
	MEENA INANI	07145048	
Audited Financial Information (Rs. In Lakhs)	<b>2019-2020</b>	<b>2018-19</b>	<b>2017-18</b>
Paid Up Equity Share Capital	86.00	86.00	86.00
Reserves and Surplus (excluding Revaluation Reserve and less Miscellaneous expense, if any)	520.85	448.74	353.82
Net worth	606.85	534.74	439.82
Total Income	99.69	272.07	3812.29
Profit/(Loss) after tax	96.90	94.93	5.92
Earnings per share (face value of Rs. 10/- each)	8.38	11.04	2.85
Net asset value per share (Rs.)	70.56	62.17	51.14
Highest Price in past six months	NA		
Lowest price in last six months	NA		

Shareholding Pattern as on the date of the Information Memorandum is as follow:

Sl. NO.	NAME OF SHARE HOLDER	TYPE	NO. OF SHARE	FACE VALUE(RS)	In %
1	JAGDISH CHANDRA INANI	EQUITY	104550	10	12.16%
2	USHA INANI	EQUITY	33300	10	3.87%
3	RAMPAL INANI	EQUITY	34550	10	4.02%
4	GANGA DEVI INANI	EQUITY	29300	10	3.41%
5	MAMTA INANI	EQUITY	53300	10	6.20%
6	DINESH CHANDRA INANI	EQUITY	58000	10	6.74%
7	SUSHEEL KUMAR INANI	EQUITY	62000	10	7.21%
8	VINOD KUMAR INANI	EQUITY	60000	10	6.98%
9	SHEELU INANI	EQUITY	99000	10	11.51%
10	KIRAN INANI	EQUITY	99000	10	11.51%
11	CLASSIC PRIME HOME CARE PVT LTD	EQUITY	168000	10	19.53%
12	MEENA INANI	EQUITY	54000	10	6.27%
13	JAGDISH CHANDRA INANI HUF	EQUITY	1000	10	0.12%
14	DINESH CHANDRA INANI HUF	EQUITY	1000	10	0.12%
15	RAMPAL INANI HUF	EQUITY	1000	10	0.12%
16	VINOD KUMAR INANI HUF	EQUITY	1000	10	0.12%
17	SUSHEEL KUMAR INANI HUF	EQUITY	1000	10	0.12%
	<b>TOTAL</b>		<b>860000</b>		<b>100.00%</b>

There are no defaults in meeting any statutory/bank/institutional dues. No proceedings have been initiated for economic offences against the Company.

## RELATED PARTY TRANSACTIONS

Based on Audited Financial statement for the financial year ended March 31, 2020, below mentioned related party transaction have been observed:

NAME OF PERSON	RELATION WITH DIRECTOR	A/C HEAD DEBITED	PURPOSE	AMOUNT
RAMPAL INANI	DIRECTOR	DIRECTOR'S REMUNERATION	REMUNERATION	4200000
		INTEREST PAID	INTEREST	936314
		SITTING FEES	SITTING FEES	4000
JAGDISH CHANDRA INANI	DIRECTOR	DIRECTOR'S REMUNERATION	REMUNERATION	4200000
		INTEREST PAID	INTEREST	697979
		SITTING FEES	SITTING FEES	3500
DINESH CHANDRA INANI	DIRECTOR	DIRECTOR'S REMUNERATION	REMUNERATION	4200000
		INTEREST PAID	INTEREST	1280782
		SITTING FEES	SITTING FEES	3500
VINOD KUMAR INANI	DIRECTOR	DIRECTOR'S REMUNERATION	REMUNERATION	4200000
		INTEREST PAID	INTEREST	1531239
		SITTING FEES	SITTING FEES	3000
SUSHEEL KUMAR INANI	DIRECTOR	DIRECTOR'S REMUNERATION	REMUNERATION	4200000
		INTEREST PAID	INTEREST	1070968
		SITTING FEES	SITTING FEES	6000
RAHUL INANI	DIRECTOR'S SON	INTEREST PAID	INTEREST PAID	1223528
		SALARY	SALARY	2880000
CHHAVI INANI	DIRECTOR'S DAUGHTER	INTEREST PAID	INTEREST	426038
GANGA DEVI INANI	DIRECTOR'S MOTHER	INTEREST PAID	INTEREST	784929
		RENT	RENT	960000
USHA INANI	DIRECTOR'S WIFE	INTEREST PAID	INTEREST	845619
		SALARY	SALARY	2700000
MAMTA INANI	DIRECTOR'S WIFE	INTEREST PAID	INTEREST PAID	494873
		SALARY	SALARY	2700000
MEENA INANI	DIRECTOR'S WIFE	INTEREST PAID	INTEREST	169125
		SALARY	SALARY	2700000
KIRAN INANI	DIRECTOR'S WIFE	INTEREST PAID	INTEREST	584461
		SALARY	SALARY	2700000
SHEELU INANI	DIRECTOR'S WIFE	INTEREST PAID	INTEREST	1315184
		SALARY	SALARY	2700000
AAYUSHI INANI	DIRECTOR'S DAUGHTER IN LAW	INTEREST PAID	INTEREST	641335
OASIS CAPITAL PVT LTD	DIRECTOR'S RELATIVE IS IN MANAGEMENT OF RELATED PARTY	COMMISSION	COMMISSION	5089104
		INTEREST	INTEREST	5363000
INANI CHEMICALS	DIRECTOR'S PROPRIETORS	PURCHASES	PURCHASES	187043

## DIVIDEND POLICY

Our Company does not have any formal dividend policy for the equity shares. Our Company can pay Final dividends upon a recommendation by Board of Directors and approval by majority of the members at the Annual General Meeting subject to the provisions of the Articles of Association and the Companies Act, 2013. The Members of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors.

The Articles of Association of our Company also gives the discretion to Board of Directors to declare and pay interim dividends. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013. The declaration and payment of dividend will depend on a number of factors, including but not limited to the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions, contractual obligations and restrictions, restrictive covenants under the loan and other financing arrangements to finance the various projects of our Company and other factors considered relevant by our Board of Directors.

The declaration and payment of dividends, if any, will be recommended by our Board of Directors and approved by our shareholders at their discretion, subject to the provision of the Articles of Association and the Companies Act. The dividends, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements and overall financial position of our Company. In addition, our ability to pay dividends may be impacted by a number of other factors, including, restrictive covenants under the loan or financing documents that we may enter into from time to time. Our Company has no formal dividend policy. Our Board may also, from time to time, pay interim dividends.

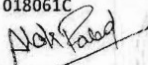

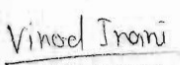
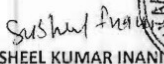

The company has declared and distributed a dividend of ₹0.25 per shares for the FY 2018-19 and ₹0.10 per shares for the FY 2019-20. There is no amount outstanding to be transferred as unclaimed dividend to investor education and protection fund.

# SECTION VII: FINANCIAL INFORMATION

## Statement of Assets & Liabilities as at 31/03/2020 & 31/03/2019 (as extracted from Audited Annual Report)

### SHANKAR LAL RAMPAL DYE CHEM LTD

(Formerly Known as- SHANKAR LAL RAMPAL DYE CHEM PVT.LTD.)

BALANCE SHEET AS AT 31st MARCH 2020					
PARTICULARS	NOTE NO.	As At 31 <sup>st</sup> March, 2020		As At 31 <sup>st</sup> March, 2019	
<b>EQUITY AND LIABILITIES</b>					
Shareholders' funds					
(a) Share Capital	2.01	79958500		59978500	
(b) Reserves and Surplus	2.02	342671024	422629524	237609023	297587523
<b>Non-current Liabilities</b>					
(a) Long-term Borrowings	2.03	150336869		192475773	
(b) Deferred Tax Liabilities (Net)	2.04	-	150336869	-	192475773
<b>Current Liabilities</b>					
(a) Short-term Borrowings	2.05	9218615		55931469	
(b) Trade Payables	2.06	12314496		16655548	
(c) Other Current Liabilities	2.07	4003129		560749	
(d) Short-term Provisions	2.08	-	25536240	-	73147766
			598502632		563211061
<b>ASSETS</b>					
<b>Non-Current Assets</b>					
(a) Property, Plant and Equipment	2.09	6058679		3683124	
(b) Deferred Tax Assets (Net)	2.04	18907	6077586	38379	3721503
<b>Current Assets</b>					
(a) Inventories	2.10	41671717		103766047	
(b) Trade Receivables	2.11	341573329		268825959	
(c) Cash and Cash Equivalents	2.12	56499783		124972311	
(d) Short-term Loans and Advances	2.13	152680217	592425046	61925241	559489558
			598502632		563211061
Significant Accounting Policies, Notes on accounts and other disclosures from Note no. 1 to 2.28 forming part of these financial statements.					
IN TERMS OF OUR AUDIT REPORT OF EVEN DATE FOR ALOK PALOD & COMPANY Chartered Accountants FRN - 018061C			For & on behalf of the Board		
 <b>(ALOK PALOD)</b> Partner M. NO. 417729 <b>UDIN- 20417729AAAAP2869</b> Dated: 31-07-2020 PLACE:- BHILWARA			 <b>(RAMPAL INANI)</b> (MANAGING DIRECTOR)		
			 <b>(VINOD KUMAR INANI)</b> (DIRECTOR)		
			 <b>(SUSHEEL KUMAR INANI)</b> (CFO/DIRECTOR)		
			 <b>(ADITI BABEL)</b> (COMPANY SECRETARY & COMPLIANCE OFFICER)		



**Statement of Profit & Loss for the financial years ended on 31/03/2020 & 31/03/2019**  
(as extracted from Audited Annual Report)

**SHANKAR LAL RAMPAL DYE CHEM LTD**

(Formerly Known as- SHANKAR LAL RAMPAL DYE CHEM PVT.LTD.)

PROFIT & LOSS STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2020					
PARTICULARS	NOTE NO.	Current Year		Previous Year	
Revenue from operation	2.14	1326049023		1758683084	
Other income	2.15	3124556		1015227	
<b>Total Revenue</b>			<b>1329173579</b>		<b>1759698311</b>
<b>Expenses:</b>					
Purchases of Stock-in-Trade	2.16	1156408929		1636894195	
Changes in inventory	2.17	62094330		(4452490)	
Employee benefits expenses	2.18	38253000		31377100	
Finance costs	2.19	20374997		20847948	
Depreciation expense	2.20	434503		396039	
Other expenses	2.21	14041914		53930108	
<b>Total Expenses</b>			<b>1291607672</b>		<b>1738992900</b>
<b>Profit before exceptional and extraordinary items and tax</b>			<b>37565907</b>		<b>20705411</b>
<b>Tax expense:</b>					
(a) Current tax		10596751		5728913	
(b) Deferred tax		19473		(22481)	
			<b>10616223</b>		<b>5706432</b>
<b>Profit after Tax</b>			<b>26949683</b>		<b>14998979</b>
<b>Earnings per equity share :</b>	<b>2.22</b>				
(a) Basic			4.44		2.50
(b) Diluted			4.44		2.50

Significant Accounting Policies, Notes on accounts and other disclosures from Note no. 1 to 2.28 forming part of these financial statements.

IN TERMS OF OUR AUDIT REPORT OF EVEN DATE

FOR ALOK PALOD & COMPANY

Chartered Accountants

FRN - 018061C

(ALOK PALOD)

Partner

M. NO. 417729

UDIN-20417729AAAAP2869

Place : Bhilwara

Dated: 31-07-2020

For & on behalf of the Board:

*Rampal Inani*  
(RAMPAL INANI)  
(MANAGING DIRECTOR)

*Sushree Anand*  
(SUSHEEL KUMAR INANI)  
(CFO/DIRECTOR)

*Vinod Inani*  
(VINOD KUMAR INANI)  
(DIRECTOR)

*Aditi Babel*  
(COMPANY SECRETARY & COMPLIANCE OFFICER)

**Cash Flow Statement for the financial years ended on 31/03/2020 & 31/03/2019**  
(as extracted from Audited Annual Report)

**SHANKAR LAL RAMPAL DYE CHEM LIMITED (Formerly known as SHANKAR LAL RAMPAL DYE CHEM PRIVATE LIMITED)**

Cash Flow Statement for the period ended 31st March 2020				
Particulars	2019-20		2018-19	
	Details	Amount	Details	Amount
<b>(A) Cash Flow From Operating Activities</b>				
Net profit before tax as per P&L A/c		37565907		20705411
Adjustment for:				
Depreciation	434503		396039	
Loss on Sale of Fixed Assets	-		-	
Profit on Sales of Fixed Assets	(2541)		-	
Interest Paid	19869441	20301403	20432904	20828943
Operating Profit before working capital changes		57867310		41534354
Adjustment For				
Decrease/(Increase) in inventories	62094330		(4452490)	
Decrease/(Increase) in trade & other receivable	(72747370)		(44625229)	
Decrease/(Increase) in loans & advances	(90754976)		20999274	
Decrease/(Increase) in other current assets	-		-	
Increase/(Decrease) in trade payable	(4341052)		(56173888)	
Increase/(Decrease) in short term borrowings	(46712854)		21918476	
Increase/(Decrease) in short term Provision	-		-	
Increase/(Decrease) in other current liabilities	3442380	(149019542)	(4119239)	(66453096)
Cash generated from Operation		(91152232)		(24918742)
Income Tax paid		10596751		5728913
Net cash from Operating activities (A)		(101748983)		(30647655)
<b>(B) Cash Flow From Investing Activities</b>				
Purchase of Fixed Assets		(2903767)		(282854)
Decrease/(Increase) in CWIP		-		-
Sale of Fixed Assets		96249		-
Net Cash used in investing Activities (B)		(2807518)		(282854)
<b>(C) Cash Flow From Financing Activities</b>				
Proceeds from issue of share capital		19980000		16200000
Proceeds from share premium		79920000		56700000
Interest Paid		(19869441)		(20432904)
Increase/(Decrease) in Bank Borrowings		-		-
Increase/(Decrease) in Unsecured Loan		(42138904)		94191063
Dividend Paid		(1807682)		-
Net Cash From Financing Activities (C)		36083973		146658159
Net increase/ decrease in cash and cash equivalents (A+B+C)		(68472527)		115727650
Opening balance of cash & cash equivalents		124972311		9244662
Closing balance of cash & cash equivalents		56499783		124972311

FOR ALOK PALOD & COMPANY  
Chartered Accountants  
FRN - 018061C

(ALOK PALOD)  
Partner  
M. NO. 417729  
UDIN: 20417729 AAAAP 2869

PLACE: BHILWARA  
Dated: 31-07-2020

In terms of our Audit Report of even date :  
For & on behalf of the Board:

Rampal Inani  
(RAMPAL INANI)  
(MANAGING DIRECTOR)

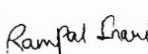
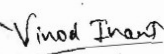
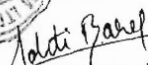
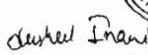
Susheel Inani  
(SUSHEEL KUMAR INANI)  
(CFO/DIRECTOR)

Vinod Inani  
(VINOD KUMAR INANI)  
(DIRECTOR)

Aditi Babel  
(ADITI BABEL)  
(COMPANY SECRETARY & COMPLIANCE OFFICER)

Source: Audited Annual Report published and available at BSE website and Company website

**Statement of Assets & Liabilities as at 30/09/2020, as extracted from Limited Review Report**

<b>SHANKAR LAL RAMPAL DYE-CHEM LIMITED</b> SG-2730, SUWANA, BHILWARA -311001 CIN L24114RJ2005PLC021340		
<b>STATEMENT OF ASSETS &amp; LIABILITIES AS ON 30th SEPTEMBER 2020</b> (Amount in Lacs Rs.)		
Particulars	AS ON 30.09.2020	AS ON 31.03.2020
<b>A EQUITY AND LIABILITIES</b>		
<b>1 Shareholders' funds</b>		
(a) Share capital	799.585	799.585
(b) Reserves and surplus	3,610.873	3,426.710
(c) Money received against share warrants	-	-
<b>Sub-total - Shareholders' funds</b>	<b>4,410.458</b>	<b>4,226.295</b>
<b>2. Share application money pending allotment</b>		
<b>3. Non-current liabilities</b>		
(a) Long-term borrowings	1,387.448	1,503.369
(b) Deferred tax liabilities (net)	-	-
(c) Other long-term liabilities	-	-
(d) Long-term provisions	-	-
<b>Sub-total - Non-current liabilities</b>	<b>1,387.448</b>	<b>1,503.369</b>
<b>4. Current liabilities</b>		
(a) Short-term borrowings	569.653	92.186
(b) Trade payables	-	-
(i) Total Outstanding Due of Micro enterprises and Small enterprises	-	7.655
(ii) Total Outstanding Due of creditors other than Micro enterprises and Small enterprises	412.198	115.490
(c) Other current liabilities	82.894	40.031
(d) Short-term provisions	39.489	-
<b>Sub-total - Current liabilities</b>	<b>1,104.235</b>	<b>255.362</b>
<b>TOTAL - EQUITY AND LIABILITIES</b>	<b>6,902.140</b>	<b>5,985.026</b>
<b>B ASSETS</b>		
<b>1. Non-current assets</b>		
(a) Fixed assets	58.623	60.587
(b) Non-current investments	-	-
(c) Deferred tax assets (net)	0.700	0.189
(d) Long-term loans and advances	-	-
(e) Other non-current assets	-	-
<b>Sub-total - Non-current assets</b>	<b>59.323</b>	<b>60.776</b>
<b>2 Current assets</b>		
(a) Current investments	-	-
(b) Inventories	480.226	416.717
(c) Trade receivables	4,491.227	3,415.733
(d) Cash and cash equivalents	224.357	564.998
(e) Short-term loans and advances	1,647.007	1,526.802
(f) Other current assets	-	-
<b>Sub-total - Current assets</b>	<b>6,842.818</b>	<b>5,924.250</b>
<b>Total - Assets</b>	<b>6,902.140</b>	<b>5,985.026</b>
		(0.000)
FOR SHANKAR LAL RAMPAL DYE-CHEM LIMITED		
 RAMPAL INANI DIN- 00480021 MANAGING DIRECTOR	 VINOD KUMAR INANI DIN- 02928272 DIRECTOR	 ADITI BABEL COMPANY SECRETARY & COMPLIANCE OFFICER
 SUSHEEL KUMAR INANI DIN- 02928254 CFO/ DIRECTOR		
DATE:-09.11.2020		
PLACE:- BHILWARA		

Statement of Profit & Loss for the period ended on 30/09/2020, as extracted from Limited Review Report

**SHANKAR LAL RAMPAL DYE-CHEM LIMITED**

SG-2730, SUWANA, BHILWARA -311001

CIN L24114RJ2005PLC021340

STATEMENT OF AUDITED FINANCIAL STATEMENT FOR THE HALF YEAR AND YEAR ENDED AS ON 30th SEPTEMBER 2020					
(Amount in Lacs Rs.)					
PARTICULARS	Six months ended on 30.09.2020 (UNAUDITED) Refer Note - 2	Preceding Six Months ended on 31.03.2020 (AUDITED) Refer Note - 2	Corresponding Six Months ended in the Previous Year on 30.09.2019 (UNAUDITED) Refer Note - 2	Current Year Ended on 31.03.2020 (AUDITED)	Previous year Ended on 31.03.2019 (AUDITED)
	01.04.2020 TO 30.09.2020	01.10.2019 TO 31.03.2020	01.04.2019 TO 30.09.2019	01.04.2019 TO 31.03.2020	01.04.2018 TO 31.03.2019
I. Net Sales/ Income From Operations	7686.710	7788.572	5471.918	13280.490	17586.831
II. Other Operating Income	16.721	11.640	18.605	31.246	10.152
III. Total Revenue (I+II)	7903.431	7800.212	5491.523	13291.736	17596.983
IV. Expenses:					
(a) Purchase of Stock-in-trade	7371.968	6633.022	4931.067	11564.089	16368.942
(b) Changes in Inventory	-63.509	412.768	208.175	620.943	-44.525
(c) Employee benefits expenses	191.580	191.268	191.262	382.530	313.771
(d) Finance costs	70.744	93.349	110.401	203.750	208.479
(e) Depreciation expense	2.953	2.046	2.300	4.345	3.960
(f) Other expenses	62.697	33.632	106.787	140.419	539.301
Total Expenses	7636.432	7366.086	5549.991	12916.077	17369.928
V. Profit/(Loss) before exceptional and extraordinary items (III-IV)	266.999	434.127	-58.468	375.659	207.054
VI. Exceptional Items					
VII. Profit/(Loss) before extraordinary items and Tax (V-VI)	266.999	434.127	-58.468	375.659	207.054
VIII. Extra Ordinary Items					
IX Profit/(Loss) before Tax (VII-VIII)	266.999	434.127	-58.468	375.659	207.054
X. Tax expense:	74.840	106.249	-0.087	106.162	57.064
(1) Current Tax	75.351	105.968	0.000	105.968	57.289
(2) MAT Credit Entitlement					
(3) Deferred Tax	-0.511	0.281	-0.087	0.195	-0.235
XI. Profit/(Loss) for the period from continuing operations (IX-X)	192.159	327.878	-58.381	269.497	149.990
XII. Profit/(Loss) for the period from Discontinuing Operations					
XIII. Tax Expenses of Discontinuing Operations					
XIV. Profit/(Loss) from Discontinuing operations (After Tax) (XII-XIII)					
XV. Profit/(Loss) for the period (XI+XIV)	192.159	327.878	-58.381	269.497	149.990
XVI. Earnings per equity share of Rs. 10/- Each					
(a) Basic	2.403	5.330	-0.973	4.440	3.100
(b) Diluted	2.403	5.330	-0.973	4.440	3.100
XVII. Paid up Equity Share Capital (Face Value of Rs. 10/- each)	799.59	799.59	599.79	799.59	599.79
XVIII. Reserves Excluding Revaluation Reserve				1426.710	2376.090

FOR SHANKAR LAL RAMPAL DYE-CHEM LIMITED

Rampal Nani  
RAMPAL NANI  
DIN- 00480021  
DIRECTOR



Vinod Nani  
VINOD KUMAR NANI  
DIN- 02926272  
DIRECTOR

Susheel Kumar Nani  
DIN- 02928254  
CFO/ DIRECTOR

Aditi Babel  
ADITI BABEL  
COMPANY SECRETARY &  
COMPLIANCE OFFICER

DATE:-09.11.2020  
PLACE:- BHILWARA

**Cash Flow Statement for the period ended on 30/09/2020, as extracted from Limited Review Report**

SHANKAR LAL RAMPAL DYE-CHEM LIMITED				
SG-2730, SUWANA, BHILWARA -311001				
CIN L24114RJ2005PLC021340				
Cash Flow Statement for the period ended 30th Sept 2020				
(Amount in Lacs Rs.)				
Particulars	30th Sept 2020		31st March 2020	
	Details	Amount	Details	Amount
(A) <b>Cash Flow From Operating Activities</b>				
Net profit before tax as per P&L A/c		266.999		375.659
Adjustment for:				
Depreciation	2.953		4.345	
Loss on Sale of Fixed Assets				
Profit on Sales of Fixed Assets			(0.025)	
Interest Paid	68.348	71.301	198.694	203.014
Operating Profit before working capital changes		338.300		578.673
Adjustment For				
Decrease/(Increase) in inventories	(63.509)		620.943	
Decrease/(Increase) in trade & other receivable	(1,075.494)		(727.474)	
Decrease/(Increase) in loans & advances	(120.205)		(907.550)	
Decrease/(Increase) in other current assets				
Increase/(Decrease) in trade payable	289.053		(43.411)	
Increase/(Decrease) in short term borrowings	477.467		(467.129)	
Increase/(Decrease) in short term Provision				
Increase/(Decrease) in other current liabilities	42.863	(449.826)	34.424	(1,490.195)
Cash generated from Operation		(111.526)		(911.522)
Income Tax paid		35.862		105.968
Net cash from Operating activities (A)		(147.388)		(1,017.490)
(B) <b>Cash Flow From Investing Activities</b>				
Purchase of Fixed Assets		(0.989)		(29.038)
Decrease/(Increase) in CWIP				
Sale of Fixed Assets				0.962
Net Cash used in Investing Activities (B)		(0.989)		(28.075)
(C) <b>Cash Flow From Financing Activities</b>				
Proceeds from Issue of share capital				199.800
Proceeds from share premium				799.200
Interest Paid		(68.348)		(198.694)
Increase/(Decrease) In Bank Borrowings				
Increase/(Decrease) In Unsecured Loan		(115.921)		(421.389)
Net Cash From Financing Activities (C)		(184.269)		378.917
Net Increase/ decrease in cash and cash equivalents (A+B+C)		(332.645)		(666.648)
Opening balance of cash & cash equivalents		564.998		1,249.723
Closing balance of cash & cash equivalents		232.352		582.575
In terms of our Audit Review Report of even date :				
FOR ALOK PALOD & COMPANY		For & on behalf of the Board:		
Chartered Accountants				
FRN - 018061C				
(ALOK PALOD)		Rampal Inani (RAMPAL INANI) (MANAGING DIRECTOR)		
Partner		Kishor Kumar Inani (KISHOR KUMAR INANI) (DIRECTOR)		
M. NO. 417729		Sushel Inani (SUSHEEL KUMAR INANI) (CFO/DIRECTOR)		
UDIN		Aditi Babel (ADITI BABEL) (COMPANY SECRETARY & COMPLIANCE OFFICER)		
PLACE : BHILWARA				
DATE:-09.11.2020				

## Notes to Limited review report for the period ended on 30/09/2020, as extracted from Limited Review Report

### Notes:

1. The above said financial results were reviewed by the Audit Committee and approved by the Board of Directors at their meetings held on 09th November, 2020.
2. The Auditors has given their report on the financial results for the half year ended 30th September, 2020 which was also reviewed and approved by the Audit Committee and the Board. The Auditors' Report is unmodified and there is no comments or remarks which needs to be described in the prescribed form. The Company has also provided declaration to that effect to the Stock Exchange.
3. The statements include results for the half year ended 30th September, 2020 and 31st March, 2020.
4. Earning per Share: Earnings per share have been calculated on the weighted average of the Share Capital outstanding during the year.
5. Previous year/period figures have been re-grouped and re-arranged wherever necessary.
6. As per MCA Notification dated 16th February, 2015 Companies whose Share are listed on SME exchange as referred to in Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, are exempted from the compulsory requirement of adoption of IND-AS, as the company is covered under the exempted category, it has not adopted IND-AS for preparation of Financial Results.
7. The requirement of AS-17 "Segment Reporting" is not applicable to the Company as it is engaged in single business segment.
8. The Company is not having any subsidiary, associate or joint venture; therefore, it has prepared only standalone results as consolidation requirement is not applicable to the Company.
9. Statement of Assets and Liabilities as on 30th September, 2020, is enclosed herewith.
10. There is no ongoing Expansion Project.



Source: Limited Review Report published and available at BSE website and Company website

## FINANCIAL INDEBTEDNESS [●]

### A. Loan from Banks (Secured Loans) – As on 31-03-2020 and 31-12-2020

Sl. No	Name of Lender	Purpose	Sanctioned Amt. ( In Rs.)	Rate of Interest	Re-payment Schedule	Moratorium	Principal Outstanding As On 31.03.2020	Principal Outstanding As On 31.12.2020
1	ICICI BANK LIMITED	Working Capital Requirement	35000000	At ICICI MCLR+0.85 %	On Demand .	.....	Rs.9218615	Rs.34155050
2	AXIS BANK LIMITED	Working Capital Requirement	30000000	At AXIS MCLR +1.00%	On Demand .	.....	Rs.0	Rs.4813482

### B. Loan from Inter Corporate Deposit Directors & Relatives of Directors (Unsecured Loan) – As on 31-03-2020 and 31-12-2020

Sl. No	Name of Lender	Rate of Interest (Per Annum)	Balance Outstanding (In Rs.) 31.03.2020	Balance outstanding (In Rs.) 31.12.2020
1	Oasis Capital Private Limited	12%	35526700.00	37028943.00
2	Pacheli Industrial Finance Limited	12%	14294560.00	15186978.00
3	Anshul Inani	12%	0	2084637.00
4	Priya Inani	12%	0	1033994.00
5	Chhavi Inani	12%	4472793.00	4752063.00
6	Dinesh Inani	12%	12438500.00	6350587.00
7	Ganga Devi Inani	12%	5077722.00	5704128.00
8	Jagdish Chandra Inani	12%	3929038.00	1448787.00
9	Kiran Inani	12%	1504467.00	2523378.00
10	Mamta Inani	12%	1163564.00	543349.00
11	Meena Inani	12%	2797588.00	995951.00
12	Rahul Inani	12%	13345726.00	13782469.00
13	Rampal Inani	12%	8228071.00	8571744.00
14	Sruti Inani	12%	0	932260.00
15	Sheelu Inani	12%	9869562.00	11616317.00
16	Susheel Kumar Inani	12%	7617709.00	1437691.00
17	Ayushi Inani	12%	7003820.00	6611984.00
18	Usha Inani	12%	8770592.00	8817808.00
19	Vinod Kumar Inani	12%	14296457.00	11438894.00
	<b>Total</b>		<b>150336869</b>	<b>140861962</b>



## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

### **Financial Review:**

The Company is engaged in the business segment i.e., Trading in Dyes, Chemical and allied products. There has been no change in the business of the Company. The amount of ₹7.29 crores raised in IPO in previous FY 2018-19 has been fully utilized for the specified purposes. We would like to mention that the Company's operations were stopped substantially from 17th March 2020 till the 1 week of May 2020 due to nationwide lockdown. Corporate offices, regional offices, retail Operations, imports and exports, etc.; were substantially reduced or stopped during the period and the company was able to get only very marginal sales through executing some advance sales orders. Company has also adopted online brochure-based promotion; which help customers to choose the ideal product from their home itself.

Due to COVID-19 outbreak total revenue of the company is decreased to ₹132.92 Crores (Out of which Gross turnover from Business operations of ₹132.60 Crores) recorded for the financial year 2019-20 from Last year Revenue which was ₹175.97 crores (Out of which Gross turnover from Business operations was ₹175.87 crores); though in spite of decrease in revenue; the company see better future possibilities despite of prevailing market slow-down, volatile raw material prices and increased logistics cost and same have been seen on basis of good market approach, usage of company's products in many important industries and loyal customers.

The financial statements for the year ended on 31<sup>st</sup> March, 2020 show the profit of ₹2.69 crores in FY 2019-20 as compared to ₹1.50 crores last year; this commendable growth of 44.35% (YOY). This commendable growth in profits is recorded in spite of increasing overhead costs and decreased sale due to pandemic outbreak.

For the half yearly period ended on 30<sup>th</sup> September 2020, the revenue from operations stood at ₹78.87 crores and the company has earned a net profit of ₹1.92 crores.

During the financial year 2019-20, the company has allotted and listed fresh equity shares through a preferential allotment dated 18.03.2020 of 19,98,000 equity shares at ₹50/- each (including Face Value of ₹10/- each and share premium of ₹40/- each). The amount realized from such issue amounted to Rs. 9.99 Crores.

The company has declared and distributed a dividend of ₹0.25 per shares for the FY 2018-19 and ₹0.10 per shares for the FY 2019-20. There is no amount outstanding to be transferred as unclaimed dividend to investor education and protection fund.

Further, the company has also declared Bonus Equity Shares with a record date on 09/11/2020 and allotted fresh 26,65,280 Bonus equity shares.

### **Business Outlook:**

We have progressively leveraged product quality assurance and good trade practices to trade in higher value products, expanding capacities to optimal scale. The Company has placed a greater focus on better value-added chemical storage and delivering process. Comparative low labour costs, excellent army of technical manpower, capabilities to scale up technologies, potential to increase share in undeveloped domestic and global markets shall empower your company's Speciality Chemicals growth.

The company is in a comfortable position in view of capital adequacy. Also, Bankers and lenders of the company have provided adequate Bank and O/d limit that will help to meet out working capital requirements. In view of financial year 2019-20; the company expect a strong position in regards of solvency, liquidity and overall financial outlook of the company. Several Sanitization chemicals in which company and its group firms deal in; will surly provides an opportunity in some more near quarter and the products will definitely help society and industry to mitigate the risk of virus outburst.

Before the COVID-19 pandemic outbreak, the Company embarked upon a proper online payment facility at all its regional offices. This initiative will help company to reduce customer visit to the business place. Company has also adopted online brochure-based promotion; which help customers to choose the ideal product from their home itself. Company has planned several measures to mitigate risk of increase in inventory cost, material handling charges and for reducing risk of bad debts. The company is having good solvency position and a viable outlook to pay its long term and short-term debts and other finance cost. The company continues a good financial discipline by timely payment of interest and its liabilities.

With the increase of government support and initiatives to promote Micro, Small and Medium Enterprises through investments, tax benefits, subsidies etc. will help the industry to grow over the coming years. The Company always strives to cater to the customized demand and main focus is to cater the need of the Textile and Garments Industry, Dyes Industry, Pigments Industry and your company has achieved target revenues with high level of customer satisfaction. With very robust demand for company's products, Company has potential for adding capacities in coming period.

### ***Opportunities & Threats:***

The Company has been continuously striving to keep its costs to minimum possible to aggressively compete with Indian & global competitors. Moreover, slowly India is getting competitive with respect to global manufacturers, as global environmental rules are becoming stringent like that of India. The lockdowns and restrictions imposed on various business operations due to COVID 19 pandemic have created several obstacles in day-to-day activities of the company. As stated earlier, retail facilities were shut down entirely during the lockdown phase as the company was not part of Government denominated essential services. Corporate and regional offices were also shut, but the Company adopted the work from home policy during the entire duration of the lockdown. And in the very initial stage of this pandemic outbreak; the top level management suo-motu decided to make arrangements for sanitization, thermal screening, use of masks, staggered working and lunch schedules for whole staff members and customers. The company also offer specialty performance chemicals to the Sanitization, Textile Dyeing and printing industry. The Trading facility of the company is situated at Bhilwara (Rajasthan), Mumbai (Maharashtra),. The facility is spread over 2 states. The company is an ISO 9001:2015 and ISO 14001:2015 certified company certifying the quality of the product our company manufactures. Beside Trading of numerous types of Dyes and chemical products, Our Company has large number of products and offers an entire range of specialty chemicals used in Sanitization based products, Textiles & Garments processing.

### ***Risks and Concerns:***

- a) **Manufacturing Facility Not available** - Although the company is deal in variety of color shades in dyes, but as presently we don't have manufacturing facility. This restricts us to cater wider category of customers and competition. However, going forward our company would intend to expand its portfolio to develop and established manufacturing plant in future.
- b) **Dependent on third party suppliers** - Our company deal in Dye and chemical intermediates from third party producers. It does not have its own manufacturing facility for producing intermediates and hence is largely dependent on third parties. In the past, company has faced cost issues owing to higher prices of intermediates charged by them, we are prone to such threats by them. However, the relationship and the volume of business we generate for them somehow mitigates this weakness of us.
- c) **Increasing competition** - Dye and chemical industry is highly competitive, facing stiff competition from both organized and unorganized player. Our company faces tough competition from them in terms of pricing and customer base. Also, there are always the chances of new players entering this sector since barriers to entry are low. Further, there is contingency on how long benefit accruing due to China may be enjoyed. There may be turnaround in China's dye and chemical industry which possess huge threat to Indian market. However, our company has been successful enough to compete with them with increasing market share.
- d) **Extreme volatility of exchange rate of rupee against US dollar** can have significant impact on the Company's operations because company has substantial imports. Any major change in Environment Policy by Government can affect the production on short term basis.
- e) **Impact of COVID-19 outbreak** - The Company is predominantly dependent on trading operations and company also deals with Export orders. There is subsequent impact seen on sale with a reduction in almost 7% of monthly sale of the products and exports. The sale which was executed during the Lock down period were mostly execution of advance sale orders. The drop in sales is also expected to impact the profitability in the near term. The exact impact of this pandemic can't be estimated at this point of time but the company expect a substantiate increase in purchase price, material handling, transportation and the same will significantly increase the inventory cost.

### ***Unusual or infrequent events or transactions:***

Except as mentioned above, there are no unusual or infrequent events or transaction noticed by the company during the period under review.

### ***Significant economic changes that materially affected or are likely to affect income from continuing operations.***

There are no significant economic changes that may materially affect or likely to affect income from continuing operations.

### ***Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.***

Apart from the risks as disclosed under Section **"Risk Factors"** beginning on page 8 in the Information Memorandum, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

### ***Future changes in relationship between costs and revenues***

Our Company's future costs and revenues will be determined by movement of the prices of our products and government policies. Further, company is doing trading activity at present. If the company forays into manufacturing of the chemicals, cost might reduce in future.

***Total turnover of each major industry segment in which our Company operates***

The Company is in the business of buying and selling of Dyes & Chemicals products. Relevant industry data, as available, has been included in the chapter titled ***“Industry Overview”*** beginning on page 25 of this Information Memorandum.

***Status of any publicly announced New Products or Business Segment***

Our Company has not announced any new product other than disclosed in this Information Memorandum.

***Seasonality of business***

Our Company’s business is not seasonal in nature.

***Dependence on few customers/ clients***

Our revenue is not dependent on a single or a few customers.

***Details of material developments after the date of last balance sheet i.e. March 31,2020***

Except as mentioned in this Information Memorandum, no circumstances have arisen since the date of last financial statement until the date of filing the Information Memorandum, which materially and adversely affect or are likely to affect the operations or profitability of our Company, or value of its assets, or its ability to pay its liability within next twelve months.

**OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS**

*Except as stated below there are no outstanding litigations, suits, criminal or civil prosecutions, proceedings or tax liabilities against/by the Company, its Directors, its Promoters and its Group Companies and there are no defaults, non-payment of statutory dues, over-dues to banks/financial institutions, defaults against banks/financial institutions by the Company, default in creation of full security as per terms of issue/other liabilities, no amounts owed to small scale undertakings or any other creditor exceeding Rs.1.00 lakh, which is outstanding for more than 30 days, no proceedings initiated for economic/civil/any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under Schedule V to the Companies Act, 2013) other than unclaimed liabilities of our Company and no disciplinary action has been taken by SEBI or any stock exchange against the Company, its Promoters, its Directors and Group Companies.*

*Further, except as stated herein, there are no past cases in which penalties have been imposed on the Company, its Promoters, its Directors or its Group Companies, and there is no outstanding litigation against any other Company whose outcome could have a material adverse effect on the position of the Company. Further, there are no cases of litigation, defaults etc. in respect of companies/firms/ventures with which the Promoters were associated in the past but are no longer associated, in respect of which the name(s) of the Promoters continues to be associated.*

*Further, apart from those as stated below, there are no show-cause notices / claims served on the Company, its Promoters, its Directors or it's Group Companies from any statutory authority / revenue authority that would have a material adverse effect on our business.*

**I. LITIGATION INVOLVING OUR COMPANY****A. LITIGATION AGAINST OUR COMPANY**

1. **Criminal matters:** NIL
2. **Civil Matters:** NIL
3. **Litigation Involving Actions by Statutory/Regulatory Authorities:** NIL
4. **Litigation involving Tax Liabilities**
  - (i) **Direct Tax Liabilities:** NIL
  - (ii) **Indirect Taxes Liabilities:** NIL
5. **Other Pending Litigations:**

**B. CASES FILED BY OUR COMPANY**

1. **Litigation Involving Criminal matters:** NIL
2. **Civil Matters:** NIL
3. **Litigation Involving Actions by Statutory/Regulatory Authorities:** NIL
4. **Litigation involving Tax Liabilities**
  - (i) **Direct Tax Liabilities:** NIL
  - (ii) **Indirect Taxes Liabilities:** NIL
5. **Other Pending Litigations:**

**II. LITIGATION INVOLVING OUR DIRECTORS****A. LITIGATION AGAINST OUR DIRECTORS**

1. **Criminal matters:** NIL
2. **Civil Matters:** NIL

3. **Litigation Involving Actions by Statutory/Regulatory Authorities:** NIL
4. **Litigation involving Tax Liabilities**
  - (i) **Direct Tax Liabilities:** NIL
  - (ii) **Indirect Taxes Liabilities:** NIL
5. **Other Pending Litigations:** NIL

**B. LITIGATION FILED BY OUR DIRECTORS**

1. **Litigation Involving Criminal matters:** NIL
2. **Civil Matters:** NIL
3. **Litigation Involving Actions by Statutory/Regulatory Authorities:** NIL
4. **Litigation involving Tax Liabilities**
  - (i) **Direct Tax Liabilities:** NIL
  - (ii) **Indirect Taxes Liabilities:** NIL
5. **Other Pending Litigations:**

**III. LITIGATION INVOLVING OUR PROMOTERS AND PROMOTER GROUP**

**A. LITIGATION AGAINST OUR PROMOTERS AND PROMOTER GROUP**

1. **Litigation Involving Criminal matters:** NIL
2. **Civil Matters:** NIL
3. **Litigation Involving Actions by Statutory/Regulatory Authorities:**  
A Summon were served on 31/08/2018 by enforcement directorate to submit some details regarding import bills, which have already been submitted with the department dated 13/09/2018. The matter is with Classic Prime Home Care Pvt Ltd.
4. **Litigation involving Tax Liabilities**
  - (i) **Direct Tax Liabilities:** NIL
  - (ii) **Indirect Taxes Liabilities:** NIL
5. **Other Pending Litigations:** NIL

**B. LITIGATION FILED BY OUR PROMOTERS AND PROMOTER GROUP**

1. **Litigation Involving Criminal matters:** NIL
2. **Civil Matters:** NIL
3. **Litigation Involving Actions by Statutory/Regulatory Authorities:** NIL
4. **Litigation involving Tax Liabilities**
  - (i) **Direct Tax Liabilities:** NIL
  - (ii) **Indirect Taxes Liabilities:** NIL

**5. Other Pending Litigations: NIL**

Our one Promoter Group company “Classic Prime Home Care Pvt Ltd, has filed a civil suit no 90/2017 against Sunrise Sales Ltd. Sunrise Complex, Plot No 2 Opp. Invitation Garden, Hissar Bypass Chowk, Rohtak, Haryana for recovery of Rs. 5,00,001/- for dues against goods sold at District Judge Court, Bhilwara

**IV. LITIGATION INVOLVING OUR GROUP ENTITIES**

**1. Litigation Involving Criminal matters: NIL**

**2. Civil Matters: NIL**

**3. Litigation Involving Actions by Statutory/Regulatory Authorities: NIL**

**4. Litigation involving Tax Liabilities**

**(i) Direct Tax Liabilities: NIL**

**(ii) Indirect Taxes Liabilities: NIL**

**5. Other Pending Litigations: NIL**

## GOVERNMENT & OTHER KEY APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to continue our business activities. In view of the approvals listed below, we can undertake our current business activities and no further major approvals from any governmental/regulatory authority or any other entity are required to be undertaken, in respect of the continuation of our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

### I. APPROVALS FOR THE MIGRATION

1. The Board of Directors have, pursuant to resolution passed at its meeting held on January 29, 2021 authorized the Migration to Main Board subject to approval by the shareholders of the Company as per SEBI (ICDR) Regulations and such other authorities as may be necessary.
2. The shareholders of our Company have, pursuant to Postal Ballot Resolution, results declared on March 04, 2021 pursuant to SEBI (ICDR) Regulations, authorized the Migration to the Main Board of BSE Limited.
3. Our company has applied for migration of the Equity Shares of our Company from BSE SME Platform to Main Board of BSE. Once approved, the Equity shares of our company will be migrated and listed on Main Board of BSE.
4. The ISIN of the Company is INE01NE01012.

### II. APPROVALS PERTAINING TO INCORPORATION OF OUR COMPANY

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1	Certificate of Incorporation	ROC- Jaipur	U24114RJ2005PTC021340	19/09/2005	--
2	Certificate of Incorporation consequent upon conversion from Private to Public Company	ROC- Jaipur	U24114RJ2005PLC021340	08/05/2018	Valid until Cancelled
3	Certificate of Incorporation consequent upon conversion from Unlisted to Listed Public Company	ROC- Jaipur	L24114RJ2005PLC021340		Valid until Cancelled

### III. BUSINESS RELATED APPROVALS

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1	Certificate of Importer Exporter Code	Ministry of Commerce & Industry	1305037146	16/02/2006	Perpetual
2	ISO 9001:2015	DAC – BMS CERT	Q-5070/18	22/05/2018	21/05/2021
3	ISO 14001: 2015	DAC – BMS CERT	E-1232/19	09/11/2020	10/11/2021


### IV. TAX RELATED APPROVALS

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1	Permanent Account Number (PAN)	Income Tax Department	AAKCS4423Q	--	Valid until cancelled
2	Tax Deduction Account No. (TAN)	Income Tax Department	JDHS06631C	--	Valid until cancelled
3	Goods and Services Tax Registration - Bhilwara	Government of India	08AAKCS4423Q1ZQ	26/09/2017	Valid until cancelled



Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
4	Goods and Services Tax Registration - Mumbai	Government of India	27AAKCS4423Q1ZQ	02/08/2017	Valid until cancelled

#### **TRADEMARK REGISTRATION**

Sr. No	Trademark Logo	Type	Class	Registration Number	Registration Date	Valid up to
1		Device	35	2451054	10/08/2020	10 year from the date of application i.e 06/06/2018

**Authority for the Migration to Main Board**

The Board of Directors, pursuant to a resolution passed at their meeting held on January 29, 2021 authorized the proposal for Migration from SME Platform to Main Board of BSE Limited, with the approval of the shareholders of our Company through Postal ballot through e-voting, results declared on March 04, 2021 as per the provisions of Regulation 277 of SEBI (ICDR) Regulations, 2018, Section 110 and other applicable provisions of Companies Act, 2013 read with Rules framed thereunder and General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13 April, 2020 issued by the Ministry of Corporate Affairs ("General Circulars"), and such other authorities as may be necessary.

The Shareholders of our Company have, pursuant to postal ballot, as per the provisions of SEBI (ICDR) Regulations, 2018, authorized the proposal for Migration of Listing/ Trading of Equity Shares of the Company from BSE SME Platform to Main Board of BSE Limited on March 04, 2021

Our company has applied for migration of the Equity Shares of our Company from BSE SME Platform to Main Board of BSE. Once approved, the Equity shares of our company will be migrated and listed on Main Board of BSE.

**Prohibition by SEBI or other Governmental Authorities**

We confirm that our Company, our Directors, our Promoters, natural person in control of Promoter, Promoter Group, our Directors or the person(s) in control of our Company have not been prohibited from accessing the capital market for any reason or restrained from buying, selling or dealing in securities, under any order or directions by the SEBI or any other regulatory or government authorities.

There are no violations of securities laws committed by any of them in the past or pending against them, nor have any companies with which any of our Company, our Promoter, Directors, persons in control of our Company or any natural person behind the Promoter are or were associated as a promoter, director or person in control, been debarred or prohibited from accessing the capital markets under any order or direction passed by the SEBI or any other regulatory or government authority.

None of our Directors are in any manner associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as promoters or directors.

**Eligibility for the Migration to Main Board**

Our company's Equity Shares are listed on SME Platform of BSE Limited in terms of the SEBI (ICDR) Regulations and this proposal is for Migration to Main Board.

Our company is eligible for Migration in accordance with Regulation 277 of SEBI (ICDR) Regulations, 2018 as the paid-up capital is more than 10 Crore and not exceeding 25 Crore and our securities are listed on SME Platform of BSE Limited. We have therefore obtained shareholders' approval, pursuant to postal ballot through e-voting Regulation 277 of SEBI (ICDR) Regulations, 2018, results declared on March 04, 2021.

Our Company is listed on SME platform of BSE Limited and is in compliance with BSE Limited circular dated 14-10-2019 pertaining to eligibility criteria for migration from SME Platform of BSE Limited to Main Board of BSE Limited.

Information Memorandum shall be made available to public through the respective websites of the Stock Exchange i.e., [www.bseindia.com](http://www.bseindia.com). Our Company shall make the Information Memorandum available on its website at [www.srdyechem.com](http://www.srdyechem.com).

**We further confirm that:**

1. Our Company shall mandatorily facilitate trading in demat securities and have entered into an agreement with both the depositories. The Company has entered into agreement with the Central Depository Services Limited (CDSL) and National Securities Depository Limited for establishing connectivity.
2. Our Company has a website i.e., [www.srdyechem.com](http://www.srdyechem.com)
3. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
4. There is no winding up petition against our Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.
5. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the applicant company.

6. There has been no change in the promoter(s) of the Company in the preceding one year from date of filing application to BSE for migration to main board.
7. Our Company, Promoters, Promoter Group is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, to the extent applicable.
8. None of our Promoters or Directors is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.
9. None of our Directors are associated with the securities market in any manner except to the extent of their shareholding / directorships in this listed companies. No action has been initiated by SEBI against any such Directors during the five years preceding the date of this Information Memorandum.
10. Our Company, Promoters and Directors have not been identified as willful defaulters by any bank and/or financial institution in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
11. We confirm that we will comply with all the requirements/conditions so as to be eligible to be listed on the Main Board Platform of the BSE Ltd.

**Disclaimer from our Company**

Our Company accept no responsibility for statements made otherwise than those contained in this Information Memorandum or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

All information shall be made available by our Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

**Disclaimer Clause of the BSE**

BSE's name is included in this Information Memorandum as the stock exchange on which this Company's Equity securities are proposed to be listed. As required, a copy of this Information Memorandum is being submitted to BSE.

BSE Limited does not in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this information memorandum or warrant that this company's securities will be traded or will continue to be traded on the Main Board of BSE; or take any responsibility for the financial or other soundness of this company, its promoters, its management or any scheme or project of this company, and it should not for any reason be deemed or construed that this Information Memorandum has been cleared or approved by BSE.

Every person who desires to apply for or otherwise acquire any securities of this company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

**Filing**

The Information Memorandum is being filed with *BSE Limited, 20<sup>th</sup> Floor, P.J. Towers, Dalal Street, Fort, Mumbai-400001, Maharashtra.*

**Listing**

Our Equity Shares are listed on BSE – SME. Now, an Application is proposed to be made to BSE Limited for migration of Company from SME Platform of BSE to Main Board of BSE.

**Experts Opinion**

We have not taken any expert opinion related to this migration from SME Platform to Main Board platform of BSE Limited.

**Issuance of Shares**

No equity shares are proposed to be issued through this Information Memorandum

**Monthly Stock Market Data for our equity Shares since Month of listing: taken up to last 6 month:**

Month	Open Price	High Price	Low Price	Closing Price	No. of shares Traded
September 2020	45.10	71.10	41.30	51.85	60,000
October 2020	51.20	51.20	49.10	49.10	6,000
November 2020	52.15	52.15	36.00	36.00	13,000
December 2020	37.25	37.55	37.25	37.55	8,000
January 2021	38.20	38.20	38.20	38.20	4,000
February 2021	38.15	38.15	37.20	38.05	16,000

Note: The company has issued Bonus shares with a record date of November 07, 2020. Issue of **1 (One)** Bonus equity share of Rs.10/- each for every **03 (Three)** existing equity shares of Rs.10/- each held.

**Disposal of Investor Grievances by our Company**

Cameo Corporate Services Limited is the Registrar and Share Transfer agent of the company to accept the documents/requests/complaints from the investors/shareholders of the Company. Our Company estimates that the average time required by our Company or the Registrar to the Company for the redressal of routine investor grievances shall be seven (7) to fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Ms. Aditi Babel as Company Secretary and the Compliance Officer to redress investor grievances / complaints, if any, of the investors in coordination with the Registrar and Share Transfer agent. Contact details for our Company Secretary and Compliance Officer are as follows:

**COMPANY SECRETARY & COMPLIANCE OFFICER:****Ms. ADITI BABEL**

SHANKAR LAL RAMPAL DYE-CHEM LIMITED

SG-2730, Suwana, Bhilwara-311001, Rajasthan, India

Tel No: 01482-220062

Email ID: [cs@srdyechem.com](mailto:cs@srdyechem.com)Website: [www.srdyechem.com](http://www.srdyechem.com)

Investors can contact the Compliance Officer or the Registrar in case of any problems. Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system “SCORES”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in)

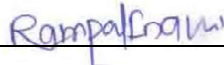
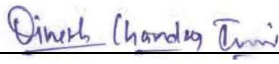
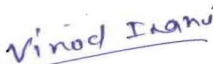
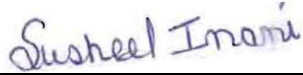

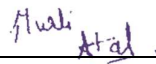

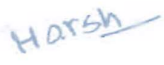


**Status of Investor Complaints**

We confirm that there are no pending investor complaints as on the date of this Information Memorandum.

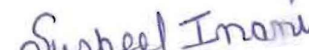
**SECTION IX: DECLARATION**

We certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, as the case may be, have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements in this Information Memorandum are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
<b>RAMPAL INANI</b> DIN: 00480021 Managing Director	
<b>DINESH CHANDRA INANI</b> DIN: 02928287 Whole Time Director	
<b>VINOD KUMAR INANI</b> DIN: 02928272 Whole Time Director	
<b>SUSHEEL KUMAR INANI</b> DIN: 02928254 Whole Time Director	
<b>JAGDISH CHANDRA INANI</b> DIN: 00479985 Whole Time Director	
<b>MURLI ATAL</b> DIN: 08150205 Independent Director	
<b>APOORVA MAHESHWARI</b> DIN: 08150259 Independent Director	
<b>HARSH KABRA</b> DIN: 08150255 Independent Director	
<b>ANIL KUMAR KABRA</b> DIN: 08150149 Independent Director	
<b>ADITYA SONI</b> DIN: 08590851 Independent Director	

**SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER**

**Ms. Aditi Babel****SIGNED BY THE CHIEF FINANCIAL OFFICER**

**Mr. Susheel Kumar Inani****Date: March 08, 2021****Place: Bhilwara, Rajasthan**