



VIPUL ORGANICS LIMITED

(CIN- L24110MH1972PLC015857)

Our Company was originally incorporated as “Vipul Dyes and Chemicals Private Limited” at Mumbai Maharashtra as a Private Limited Company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated June 21, 1972, issued by the Registrar of Companies, Mumbai Maharashtra. Subsequently Company converted into public limited Company and the name of the Company was changed to “Vipul Dyes and Chemicals Limited” by passing Special Resolution at the Extra Ordinary General Meeting dated March 29, 1993 vide fresh Certificate dated April 08, 1993, issued by the Registrar of Companies, Mumbai Maharashtra. Further the Company changed its name to “Vipul Dyechem Limited” vide fresh Certificate dated June 24, 1993, issued by the Registrar of Companies, Mumbai Maharashtra. Further the Company changed its name to “Vipul Organics Limited” by passing Special Resolution at the Extra Ordinary General Meeting dated June 13, 2016 and vide fresh Certificate dated July 19, 2016, issued by the Registrar of Companies, Mumbai Maharashtra. For further details please refer to the section titled “General Information” beginning on page 46 of this Letter of Offer.

Registered Office: 102, Andheri Industrial Estate, off. Veera Desai Road, Andheri (West), Mumbai, Maharashtra, India, 400053;

Corporate Office: B-603 A, Kaledonia, Sahar Road, off. Western Express Highway, Andheri East, Mumbai- 400069

Tel: +91-22-66139999


Email id: companysecretary@vipulorganics.com ; **Website:** www.vipulorganics.com

Contact Person: Ms. Priya Shadija, Company Secretary & Compliance Officer

PROMOTERS OF OUR COMPANY: MR. VIPUL PRAVINCHANDRA SHAH

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF VIPUL ORGANICS LIMITED.

THE ISSUE
ISSUE OF UPTO 44,37,291 EQUITY SHARES OF FACE VALUE OF RS. 10.00 EACH (“EQUITY SHARES”) OF VIPUL ORGANICS LIMITED (“VIPULORG” OR THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF RS. 46.00 PER EQUITY SHARE (INCLUDING PREMIUM OF RS 36.00 PER EQUITY SHARE) (“ISSUE PRICE”) FOR AN AGGREGATE AMOUNT NOT EXCEEDING RS. 2,041.15 LAKHS@ TO THE ELIGIBLE EQUITY SHAREHOLDERS ON RIGHTS BASIS IN THE RATIO OF 1(ONE) EQUITY SHARE FOR EVERY 3(THREE) FULLY PAIDUP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, I.E. MARCH 10, 2025 (THE “ISSUE”). THE ISSUE PRICE IS 4.60 TIMES OF FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE SEE THE CHAPTER TITLED “TERMS OF THE ISSUE” ON PAGE 118 OF THIS LETTER OF OFFER.
@assuming full subscription.
GENERAL RISK
Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors shall rely on their own examination of our Company and the Issue including the risks involved. The securities being offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”) nor does SEBI guarantee the accuracy or adequacy of this Letter of Offer. Specific attention of the investors is invited to “Risk Factors” beginning on page 22 of this Letter of Offer before making an investment in this Issue.
WILFUL DEFAULTER OR A FRAUDULENT BORROWER
Neither our Company nor any of our Promoter or Directors has been categorized as a Wilful Defaulter or a Fraudulent Borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on Wilful Defaulter or a Fraudulent Borrower issued by the Reserve Bank of India.
ISSUER’S ABSOLUTE RESPONSIBILITY
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Letter of offer contains all information with regard to our Company and the Issue, which is material in the context of this Issue; that the information contained in this Letter of offer 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 Letter of offer as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.
LISTING
The existing Equity Shares of our Company are listed on BSE Limited (BSE). Our Company has received “in-principle” approval from BSE for listing the Equity Shares to be allotted pursuant to the Issue through their letter dated February 24, 2025. Our Company will also make an application to BSE to obtain their trading approval for the rights entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purpose of this Issue, the Designated Stock Exchange is BSE.

REGISTRAR TO THE ISSUE
 BIGSHARE SERVICES PRIVATE LIMITED Office No.: S6-2, 6 th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093. Tel No.: +91 -22-62638200; Fax No.: +91 -22 - 62638299 E-mail: rightsissue@bigshareonline.com ; Website: www.bigshareonline.com Contact Person: Mr. Suraj Gupta SEBI Registration Number: INR0000011385

ISSUE PROGRAMME		
ISSUE OPENS ON	LAST DATE OF ON-MARKET RENONCIATIONS*	ISSUE CLOSSES ON**
Friday, March 21, 2025	Wednesday, March 26, 2025	Wednesday, April 02, 2025

*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

**Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Letter of Offer uses the definitions and abbreviations set forth below, which you should consider when reading the information contained herein. The following list of certain capitalized terms used in this Letter of Offer is intended for the convenience of the reader/prospective investor only and is not exhaustive.

References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Letter of Offer but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in "Statement of Special Tax Benefits" and "Financial Statements" beginning on pages 62 and 90, respectively of this Letter of Offer, shall have the meaning given to such terms in such sections.

Company Related Terms

Terms	Description
"Vipul Organics Limited" or "the Company" or "our Company" or "we" or "us" or "our" or "the Issuer"	Vipul Organics Limited, a public limited company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at 102, Andheri Industrial Estate, Off Veera Desai Road, Andheri (West), Mumbai, Maharashtra, India, 400053 and corporate office at B-603 A, Kaledonia, Sahar Road, off. Western Express Highway, Andheri East, Mumbai, Maharashtra – 400069.
Articles of Association	The Articles of Association of our Company as amended from time to time.
Auditors / Statutory Auditors	The Statutory Auditors of our Company being M/s. J. A. Rajani & Co., Chartered Accountants.
Board / Board of Directors / our Board	The Board of Directors of our Company or a duly constituted committee thereof, as the context may refer to.
Director(s)	Any or all the director(s) of our Board, as may be appointed from time to time.
Equity Shares / Shares	Equity Shares of face value of Re. 10 each of our Company.
Internal Auditors	M/s Mukund Rohit & Co., Chartered Accountants
Key Managerial Personnel / KMP	Mr. Vipul Shah, Managing Director, Mr. Mihir Shah, Whole-time Director & CFO, and Ms. Priya Shadija, Company Secretary and Compliance Officer, collectively referred as Key Managerial Personnel of the Company.
Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time.
Promoter	Mr. Vipul Shah.
Promoter Group	Persons and entities forming part of the promoter group of our Company as determined in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations and as disclosed by our Company in the filings made with the Stock Exchange under the SEBI Listing Regulations.
Registered Office	Registered office of our Company situated at 102, Andheri Industrial Estate, Off Veera Desai Road, Andheri (West), Mumbai, Maharashtra, India, 400053 and corporate office at B-603 A, Kaledonia, Sahar Road, off. Western Express Highway, Andheri East, Mumbai, Maharashtra – 400069.

Terms	Description
Registrar of Companies / ROC	Registrar of Companies, Mumbai, 100, Everest, Marine Drive, Mumbai-400002, Maharashtra.
Subsidiary / Subsidiary Company / our Subsidiary	Our Company has one Subsidiary Company i.e Shree Ambika Naturals Private Limited, as on this date of filing of this Letter of Offer.

Issue Related Terms

Term	Description
Abridged Letter of Offer or ALOF	The Abridged letter of offer to be sent to the Eligible Equity Shareholders as on the Record Date with respect to the Issue in accordance with the SEBI ICDR Regulations and the Companies Act.
Additional Rights Equity Shares / Additional Equity Shares	The Rights Equity Shares applied or allotted under this Issue in addition to the Rights Entitlement.
Allotment / Allot / Allotted / Allotment of Rights Equity Shares	The allotment of Rights Equity Shares pursuant to the Issue.
Allotment Account(s)	The account(s) opened with the Banker(s) to this Issue, into which the Application Money lying credit to the Escrow Account(s) and amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act, 2013.
Allotment Account Bank(s)	Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Allotment Accounts will be opened, in this case being, Axis Bank Limited
Allotment Advice	The note or advice or intimation of Allotment sent to the Investors, who have been or are to be allotted the Rights Equity Shares after the basis of Allotment has been approved by the BSE Ltd.
Allotment Date	The date on which Allotment is made.
Allottee(s)	Persons to whom Rights Equity Shares of our Company are allotted pursuant to this Issue.
Applicant(s) / Investors	Eligible Shareholder(s) and/or Renouncee(s) who make an application for the Rights Equity Shares pursuant to the Issue in terms of the Letter of Offer.
Application	Application made through (i) submission of the Application Form or plain paper Application to the Designated Branch of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, to subscribe to the Rights Equity Shares at the Issue Price.
Application Form	Unless the context otherwise requires, an application form (including online application form available for submission of application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Applicant to make an application for the Allotment of Rights Equity Shares in this Issue.
Application Money	Aggregate amount payable in respect of the Rights Equity Shares applied for in the Issue at the Issue Price.
Application Supported by Blocked Amount/ ASBA	The application (whether physical or electronic) used by Investors to make an application authorizing the SCSB to block the amount payable on application in their specified bank account maintained with SCSB.

Term	Description
ASBA Account	An account maintained with an SCSB and specified in the CAF or plain paper application, as the case may be by the Applicant for blocking the amount mentioned in the CAF or in the plain paper application.
ASBA Circulars	Collectively, SEBI circular bearing reference number SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular bearing reference number CIR/CFD/DIL/1/2011 dated April 29, 2011, SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 and SEBI circular bearing reference number SEBI/HO/CFD/DIL2/P/CIR/2023/75 dated May 30, 2023.
Bankers to the Company	Bank of Baroda, Axis Bank Limited, HSBC and HDFC Bank.
Bankers to the Issue / Escrow Collection Bank	Axis Bank Limited
Banker to the Issue Agreement	Agreement dated 04 th March, 2025 entered into by and amongst our Company, the Registrar to the Issue and the Bankers to the Issue for collection of the Application Money from Applicants/ Investors, transfer of funds to the Allotment Account and where applicable, refunds of the amounts collected from Applicants/Investors, on the terms and conditions
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants in consultation with the Designated Stock Exchange under this Issue, as described in "Terms of the Issue" beginning on page 118 of this Letter of Offer.
CAF / Common Application Form	The application form used by Investors to make an application for Allotment under the Issue
Controlling Branches / Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the Registrar to the Issue and the Stock Exchange, a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34
Designated Branches	Such branches of the SCSBs which shall collect application forms used by ASBA Investors and a list of which is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34
Designated Stock Exchange	BSE Limited
Depository	A depository registered with SEBI under the SEBI (Depository and Participant) Regulations, 2018, as amended from time to time, read with the Depositories Act, 2018.
ECS	Electronic Clearing Service
Equity Shareholder(s)/ Shareholder(s)	The holders of Equity Shares of our Company.
Eligible Equity Shareholders / Eligible Shareholders/	Holders of Equity Shares of our Company as on the Record Date, i.e. March 10, 2025.
Escrow Account(s)	One or more no-lien and non-interest-bearing accounts with the Escrow Collection Bank(s) for the purposes of collecting the Application Money from resident Investors.
"Escrow Collection Bank", "Allotment Account Bank(s)" or "Refund Bank(s)"	Bank(s) which are clearing members and registered with SEBI as banker to an issue and with whom the Escrow Account will be opened, in this case being, Axis Bank Limited

Term	Description
Fraudulent Borrower	A fraudulent borrower, as defined under the SEBI ICDR Regulations
General Corporate Purposes	General corporate purposes shall have the meaning as determined in Regulation 2(1)(r) of the SEBI ICDR Regulations.
GIR	General Index Registrar
IEPF	Investor Education and Protection Fund
Investor(s)	The Equity Shareholders of our Company on the Record Date i.e. March 10, 2025 and the Renouncee(s).
ISIN	International Securities Identification Number
Issue / the Issue / this Issue / Rights Issue	Issue of upto fully paid up 44,37,291 Equity Shares with a face value of Rs. 10.00 each for cash at a price of Rs. 46.00 (including a premium of Rs. 36.00) per Equity Share aggregating up to Rs. 2,041.15 Lakhs on a rights basis to Eligible Shareholders in the ratio of 1 (One) Rights Equity Shares for every 3 (Three) fully paid-up Equity Share held on the Record Date i.e. March 10, 2025.
Issue Closing Date	Wednesday, April 02, 2025
Issue Opening Date	Friday, March 21, 2025
Issue Price	Rs. 46.00 including a premium of Rs. 36.00 per Equity Share.
Issue Proceeds	The gross proceeds raised through the Issue
Issue Size	The issue of upto fully paid up 44,37,291 Rights Equity Shares for an amount aggregating up to Rs. 2,041.15 Lakhs.
Letter of Offer / LOF	The final letter of offer to be issued by our Company in connection with the Issue dated March 10, 2025.
Listing Agreement	Uniform listing agreement entered into under the Listing Regulations between our Company and the Stock Exchange.
MICR	Magnetic Ink Character Recognition
Multiple Application Forms	Multiple application forms submitted by an Eligible Equity Shareholder/ Renouncee in respect of the Rights Entitlement available in their demat account. However, supplementary applications in relation to further Equity Shares with/without using additional Rights Entitlement will not be treated as multiple application.
NAV	Net Asset Value calculated as Net Worth divided by number of fully paid-up Equity Shares.
Net Proceeds	The Issue Proceeds less the Issue related expenses. For further details, please refer to the chapter titled "Objects of the Issue" beginning on page 55 of this Letter of Offer.
Net Worth	Net worth as defined under Section 2(57) of the Companies Act.
Non Institutional Investor(s)	Investor, including any company or body corporate, other than a Retail Individual Investor and a QIB.
Offer Document	The Letter of Offer, Abridged Letter of Offer including any notices, corrigenda thereto.
Off Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off-market transfer through a depository participant in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Depositories, from time to time, and other applicable laws.

Term	Description
On Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchange through a registered stock broker in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Stock Exchange, from time to time, and other applicable laws, on or before March 26, 2025.
QIBs / Qualified Institutional Buyers	Qualified Institutional Buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Record Date	A record date fixed by our Company for the purposes of determining the names of the Equity Shareholders who are eligible for the issue of Rights Equity Shares i.e. March 10, 2025.
Registered Foreign Portfolio Investors / Foreign Portfolio Investors / Registered FPIs / FPIs	Foreign portfolio investors as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2019.
Registrar to the Issue / Registrar and Transfer Agent / RTA	Bigshare Services Private Limited
Registrar Agreement	Agreement dated 05 th November, 2024 between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue.
Renouncee(s)	Person(s) who has / have acquired Rights Entitlements from the Eligible Equity Shareholders.
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on March 26, 2025 in case of Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date.
Retail Individual Investor(s)	Individual Investors who have applied for Rights Equity Shares for an amount less than or equal to Rs. 200,000 (including HUFs applying through their karta).
Rights Entitlements (Res)	The number of Rights Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by such Eligible Equity Shareholder on the Record Date.
RE-ISIN	The RE-ISIN for Rights Entitlement of full paid-up shares being INE834D20018.
Rights Equity Shares / Rights Shares	The equity shares of face value Rs. 10.00 each of our Company offered and to be issued and allotted pursuant to the Issue.
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders. The Rights Entitlements are also accessible through on the website of our Company.

Term	Description
Self-Certified Syndicate Bank / SCSBs	The banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended, and offer the facility of ASBA, including blocking of bank account and a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34
Stock Exchange/ Stock Exchange(s)	BSE Ltd where the Equity Shares of our Company is presently listed.
Transfer Date	The date on which the Application Money held in the Escrow Account and the Application Money blocked in the ASBA Account will be transferred to the Allotment Account(s) in respect of successful Applications, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange.
Willful Defaulter	Willful Defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Working Days	In terms of Regulation 2(1)(mmm) of SEBI ICDR Regulations, working day means all days on which commercial banks in Mumbai are open for business. Further, in respect of Issue Period, working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. Furthermore, the time period between the Issue Closing Date and the listing of Equity Shares on the Stock Exchange, working day means all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI.

Business and Industry related Terms / Abbreviations

Term	Description
CPC	Copper Phthalocyanine Crude
ISO	International Organization for Standardization
R&D	Research and Development
ICC	Indian Chemical Council
Ph	Potential of Hydrogen
ETP	Effluent Treatment Plant
CETP	Common Effluent Treatment Plant
H ₂ SO ₄	Sulphuric Acid
EOU	Export Oriented Unit
ERP	Enterprises Resources Planning
Gamma Acid	2-Amino 8-Nepthol 6-Sulphonic Acid
H-Acid	I-Amino 5-Hydroxynaphthalene-2, 7-Disulphone Acid
Hcl	Hydrochloric Acid
SO ₂	Sulphur Dioxide
NaNO ₂	Sodium Nitrite
PAT	Process Acid Test
PPD	Para Phenylene Diamine
S. O. D./SOD	Synthetic Organic Dyes
V. S.	Vinyl Sulphone

Conventional and General Terms or Abbreviations

Term	Description
“~” / “Rs.” / “Rupees” / “INR”	Indian Rupees
A/c	Account
AGM	Annual General Meeting
AIF(s)	Alternative investment funds, as defined and registered with SEBI under the SEBI AIF Regulations
AY	Assessment Year
BIFR	Board for Industrial and Financial Reconstruction
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CARO	Companies (Auditor’s Report) Order, 2020
CBIC	Central Board of Indirect Taxes and Customs
CDSL	Central Depository Services (India) Limited
Central Government	The Central Government of India
CFO	Chief Financial Officer
CIN	Corporate Identity Number
Companies Act	Companies Act, 2013, as amended from time to time
Companies Act, 1956	Companies Act, 1956 and the rules made thereunder, as the context requires
Companies Act, 2013	Companies Act, 2013 and the rules made thereunder
COVID-19 / Novel Coronavirus	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CRAR	Capital adequacy ratio/Capital to risk assets ratio
CrPC	Code of Criminal Procedure, 1973
CTS	Cheque Truncation System
Depositories Act	The Depositories Act, 2018 as amended from time to time
DIN	Director Identification Number
DP	Depository Participant as defined under the Depositories Act
DP ID	Depository Participant’s Identity
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation
EPS	Earnings per Share
EGM	Extraordinary General Meeting
FCNR Account / FCNR	Foreign Currency Non Resident Account
FBIL	Financial Benchmarks India Private Limited
FDI	Foreign Direct Investment
FEMA Act / FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations promulgated there under and any amendments thereto.
FEMA Regulations	Foreign Exchange Management (Debt Instruments) Regulation, 2019 as amended from time to time.
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Fiscal /Fiscal Year/ Financial Year/FY	12 month period commencing from April 1 and ending on March 31 of the immediately succeeding year.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018
FPI	Foreign Portfolio Investor

Term	Description
FVCIs	Foreign venture capital investors as defined in and registered with SEBI under the SEBI FVCI Regulations.
GCP	General Corporate Purpose
Government/GoI	Government of India
GST	Goods and Service Tax
HFC	Housing finance companies
HUF	Hindu Undivided Family
IBC	Insolvency and Bankruptcy Code, 2016
ICAI	Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Ind AS	Indian Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
Indian GAAP	Generally accepted accounting principles followed in India.
Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time
ISIN	International Securities Identification Number
I.T. Act / IT Act	Income Tax Act, 1961
I. T. Rules	Income Tax Rules, 1962, as amended from time to time.
KMP	Key Managerial Personnel
Lakh	One hundred thousand
MCA	Ministry of Corporate Affairs, Government of India
Mutual Fund	Mutual fund registered with SEBI under the Securities and Exchange Board of (Mutual Funds) Regulations, 1996
NACH	National Automated Clearing House which is a consolidated system of ECS.
NBFC	Non-banking financial companies
NCD (s)	Non-convertible debentures
Net Worth	Aggregate of Equity Share capital and other equity
NCLT	National Company Law Tribunal
NCLAT	National Company Law Appellate Tribunal
NEFT	National Electronic Fund Transfer
N.A.	Not Applicable
NI Act	The Negotiable Instruments Act, 1881
NR	Non Resident
NRE	Non Resident External Account
NRI	Non Resident Indian
NSDL	National Securities Depositories Limited
NSE	National Stock Exchange of India Limited

Term	Description
OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Deposit) Regulations, 2000 and which was in existence on the date of the commencement of Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's)) Regulations, 2003 and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the regulations.
OPC	One Person Company
p.a.	Per Annum
PAN	Permanent Account Number
PAT	Profit after tax
QP	Qualified purchaser as defined in the U.S. Investment Company Act
QIB	Qualified Institutional Buyer
RBI	Reserve Bank of India
RTGS	Real Time Gross Settlement
SCORES	SEBI Complaints Redress System
SCRA	The Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	The Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI	The Securities and Exchange Board of India, constituted under the SEBI Act, 1992
SEBI Act	The Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended from time to time
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended from time to time
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended from time to time
SEBI ICDR Regulations /ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI Listing Regulations/ Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time
SEBI Takeover Regulations/ SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended from time to time
SEBI Relaxation Circulars	SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, read with SEBI circulars bearing reference numbers SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020 and SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021

Term	Description
SEBI Rights Issue Circulars	Collectively, SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, bearing reference number SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020 and the SEBI Relaxation Circulars
STT	Securities Transaction Tax
SICA	Sick Industrial Companies (Special Provisions) Act, 1985.
Total Borrowings	Aggregate of debt securities, borrowings (other than debt securities) and subordinated liabilities
UPI	Unified Payments Interface
U.S./United States	The United States of America
USD / US\$	United States Dollars
US Securities Act	The United States Securities Act of 1933, as amended from time to time
VCFs	Venture capital funds as defined in and registered with the SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
WHO	World Health Organization

The words and expressions used but not defined herein shall have the same meaning as is assigned to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations made thereunder.

NOTICE TO INVESTORS

The distribution of this Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter and the issue of Rights Entitlement and Rights Equity Shares to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Letter of Offer, the Abridged Letter of Offer or Application Form may come are required to inform themselves about and observe such restrictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch through email and courier this Letter of Offer / Abridged Letter of Offer, Application Form and Rights Entitlement Letter only to Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. Further, this Letter of Offer will be provided, through email and courier, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions and in each case who make a request in this regard. Investors can also access this Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company, the Stock Exchange.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, this Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of this Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send this Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If this Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in this Letter of Offer, the Abridged Letter of Offer or the Application Form.

Any person who makes an application to acquire the Rights Entitlements or the Rights Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorised to acquire the Rights Entitlements or the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction. Our Company, the Registrar or any other person acting on behalf of our Company reserves the right to treat any Application Form as invalid where they believe that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements and we shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.

Neither the delivery of this Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter nor any sale hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Letter of Offer and the Abridged Letter of Offer and the Application Form and Rights Entitlement Letter or the date of such information.

THE CONTENTS OF THIS LETTER OF OFFER SHOULD NOT BE CONSTRUED AS LEGAL, TAX OR INVESTMENT ADVICE. PROSPECTIVE INVESTORS MAY BE SUBJECT TO ADVERSE FOREIGN, STATE OR LOCAL TAX OR LEGAL CONSEQUENCES AS A RESULT OF THE OFFER RIGHTS OF EQUITY SHARES OR RIGHTS ENTITLEMENTS. ACCORDINGLY, EACH INVESTOR SHOULD CONSULT THEIR OWN COUNSEL, BUSINESS ADVISOR AND TAX ADVISOR AS TO THE LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THE OFFER OF EQUITY SHARES. IN ADDITION, OUR COMPANY IS NOT MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE EQUITY SHARES REGARDING THE LEGALITY OF AN INVESTMENT IN THE EQUITY SHARES BY SUCH OFFEREE OR PURCHASER UNDER ANY APPLICABLE LAWS OR REGULATIONS.

NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States of America or the territories or possessions thereof ("**United States**"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The offering to which this Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, this Letter of Offer / Abridged Letter of Offer and the enclosed Application Form and Rights Entitlement Letters should not be forwarded to or transmitted in or into the United States at any time. In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act.

Neither our Company nor any person acting on our behalf will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on our behalf has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares Issue and wishing to hold such Equity Shares in registered form must provide an address for registration of these Equity Shares in India. Our Company is making the Issue on a rights basis to Eligible Equity Shareholders and this Letter of Offer / Abridged Letter of Offer and Application Form and Rights Entitlement Letter will be dispatched only to Eligible Equity Shareholders who have an Indian address. Any person who acquires Rights Entitlements and the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that, (i) it is not and that at the time of subscribing for such Rights Equity Shares or the Rights Entitlements, it will not be, in the United States, and (ii) it is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations.

Our Company reserves the right to treat any Application Form as invalid which: (i) does not include the certification set out in the Application Form to the effect that the subscriber is authorised to acquire the Rights Equity Shares or Rights Entitlement in compliance with all applicable laws and regulations; (ii) appears to us or our agents to have been executed in or dispatched from the United States; (iii) where a registered Indian address is not provided; or (iv) where our Company believes that Application Form is incomplete or acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such Application Form.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Certain Conventions

In this Letter of Offer, unless otherwise specified or context otherwise requires, references to 'US\$', '\$', 'USD' and 'U.S. dollars' are to the legal currency of the United States of America, and references to 'INR', '₹', 'Rs.', 'Indian Rupees' and 'Rupees' are to the legal currency of India. All references herein to the 'US' or 'U.S.' or the 'United States' are to the United States of America and its territories and possessions. All references herein to 'India' are to the Republic of India and its territories and possessions and the references herein to 'Government' or 'GoI' or the 'Central Government' or the 'State Government' are to the Government of India, central or state, as applicable.

Financial Data

Unless stated or the context requires otherwise, our financial data included in this Letter of Offer is derived from the Audited Financial Statements. For further information, refer chapter titled "Financial Statements" on page 90.

We have prepared our Audited Financial Statements in accordance with Indian Accounting Standards specified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. Our Company publishes its financial statements in Indian Rupees. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Letter of Offer should accordingly be limited.

Our Company's Financial Year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year. Accordingly, all references to a particular Financial Year or Fiscal, unless stated otherwise, are to the 12 months period ending on March 31 of that particular calendar year.

In this Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off, and unless otherwise specified, all financial numbers in parenthesis represent negative figures. Unless stated otherwise, throughout this Letter of Offer, all figures have been expressed in Lakhs.

Currency of Presentation

- All references to 'INR', '₹', 'Indian Rupees', 'Rs.' and 'Rupees' are to the legal currency of India.
- Any reference to 'US\$', 'USD', '\$' and 'U.S. dollars' are to the legal currency of the United States of America.

References to the singular also refer to the plural and one gender also refers to any other gender, wherever applicable. Unless stated otherwise, throughout this Letter of Offer, all figures have been expressed in lakh.

Market and Industry Data

Unless stated otherwise, industry and market data used in this Letter of Offer have been obtained or derived from publicly available information. Publicly available Information 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. Accordingly, no investment decision should be made on the basis of such information. Although we

believe that industry data used in this Letter of Offer is reliable, it has not been independently verified and neither we, nor any of our affiliates, jointly or severally, make any representation as to its accuracy or completeness. The extent to which the market and industry data used in this Letter of Offer is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in the section "Risk Factors" beginning on page 22 of this Letter of Offer.

Conversion rates for foreign currency:

This Letter of Offer contains 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.

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

(Rs. per unit of Foreign Currency)

Sr. No.	Name of Currency	As on March 07, 2025	As on March 31, 2024	As on March, 31, 2023	As on March 31, 2022
1	U.S. Dollar	87.15	83.33	82.18	75.91

Source: <https://www.poundsterlinglive.com/>

FORWARD LOOKING STATEMENTS

Our Company has included statements in this Letter of Offer which contain words or phrases such as 'anticipate', 'believe', 'continue', 'can', 'could', 'estimate', 'expect', 'expected to', 'future', 'intend', 'is likely', 'may', 'objective', 'plan', 'potential', 'project', 'pursue', 'shall', 'should', 'will', 'will continue', 'would', or other words or phrases of similar import. Similarly, statements that describe our objectives, strategies, plans or goals are also forward looking statements. However, these are not the exclusive means of identifying forward looking statements. Forward-looking statements are not guarantees of performance and are based on certain assumptions, future expectations, describe plans and strategies, contain projections of results of operations or of financial condition or state other forward-looking information. All statements regarding our Company's expected financial conditions, results of operations, business plans and prospects are forward-looking statements.

Forward-looking statements contained in this Letter of Offer (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company 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 to differ materially from our Company's expectations include, among others:

- Our ability to successfully implement our growth strategy and expansion plans, and to successfully launch and implement various business plans;
- Any failure or disruption of our information technology system;
- Increasing competition in or other factors affecting the industry segments in which our Company operates;
- Changes in laws and regulations relating to the industries in which we operate;
- Fluctuations in operating costs and impact on the financial results;
- Our ability to attract and retain qualified personnel;
- Changes in political and social conditions in India or in other countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices; and
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed in the section titled "Risk Factors" beginning on page 22 of this Letter of Offer. By their very nature, market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains, losses or impact on net interest income and net income could materially differ from those that have been estimated, expressed or implied by such forward-looking statements or other projections.

Whilst 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. In any event, these statements speak only as of the date of this Letter of Offer or the respective dates indicated in this Letter of Offer, and our Company undertakes no obligation to update or revise any of them, whether as a result of new information, future events or otherwise. If any of these risks and uncertainties materialise, or if any of our Company's underlying assumptions prove to be incorrect, the actual results of operations or financial condition of our Company could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to our Company are expressly qualified in their entirety by reference to these

cautionary statements.

In accordance with SEBI / Stock Exchange requirements, our Company will ensure that Investors are informed of material developments until the time of the grant of listing and trading permission for the Rights Equity Shares by the Stock Exchange.

SECTION II – SUMMARY OF LETTER OF OFFER

The following is a general summary of certain disclosures included in this Letter of Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Letter of Offer or all details relevant to the prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Letter of Offer, including, "Objects of the Issue", "Our Business", "Outstanding Litigation and other Defaults" and "Risk Factors" beginning on pages 55, 73, 105, and 22 respectively of this Letter of Offer.

1. Summary of Business

We are engaged in the business of Dyes & Chemicals. The company has its headquarter in Mumbai. We manufacture a diverse range of products, including pigment powder, pigment dispersion, leather dyes, naphthols, fast colour bases, and fast colour salts & dyes. These products cater to various industries such as printing ink, cosmetics & food industry, paper, paint, plastic, leather and textiles. The company currently serves clients across a broad spectrum of industries ranging from Paint, Plastic, Textiles, Printing Ink, Cosmetics & Food Industry, Paper and several others and has presence in both local and international market.

For further details, refer chapter titled “Our Business” on page 73.

Summary of Industry

Chemicals industry in India is highly diversified, covering more than 80,000 commercial products. It is broadly classified into Bulk chemicals, Specialty chemicals, Agrochemicals, Petrochemicals, Polymers and Fertilizers. India’s proximity to the Middle East, the world’s source of petrochemicals feedstock, makes for economies of scale.

India is a strong global dye supplier, accounting for approximately 16% of the world production of dyestuff and dye intermediates. Chemicals industry in India has been de-licensed except for few hazardous chemicals. Upcoming Petroleum, Chemicals and Petrochemicals Investment Regions (PCPIRs) and Plastic parks will provide state-of-the-art infrastructure for Chemicals and Petrochemicals sector.

India ranks 11th in the World Exports of Chemicals (excluding pharmaceutical products) and ranks 6th in the World Imports of Chemicals (excluding pharmaceutical products).

India is the 2nd largest exporter of chemical dyes and dyestuff as well as agrochemicals in the world, contributing to about 3% of global chemical sales.

The market size of Chemicals & Petrochemicals sector in India is around \$220 Bn; expected to grow to \$300 Bn by 2030.

(Source: <https://www.investindia.gov.in/sector/chemicals>)

For further details, refer chapter titled “Our Industry” on page 65.

2. Objects of the Issue

Our Company intends to utilize the issue Proceeds for the following object:

(Amount in Lakhs)

S.No.	Particulars	Amounts	% of gross proceeds	% of Net proceeds
1.	To meet Capital Expenditure requirements towards Construction of Factory Building and Purchase of Plant & Machineries	1,300.00	63.69%	64.64%
2.	To part finance working capital requirement of our company	530.00	25.97%	26.35%
3.	To meet General Corporate Purposes	181.15	8.88%	9.01%
4.	To meet the expenses of the Issue	30.00	1.47%	-
	Total	2,041.15	100.00%	-

For further details, refer chapter titled “Objects of the Issue” on page 55.

3. Intention and extent of participation by the Promoter and Promoter Group

The Promoters of our Company have, vide their letters dated 08th November, 2024 ("Subscription Letters") indicated that they will subscribe fully to their portion of right entitlement. Further, the promoters have confirmed that do intend to apply for, and subscribe to, additional Rights Equity Shares over and above their Rights Entitlements (including unsubscribed portion of the Issue, if any).

The Company shall maintain minimum public shareholding requirements as stipulated under the SEBI Listing Regulations.

As such, other than meeting the requirements indicated in the chapter titled “Objects of the Issue” at page 55 of this Letter of Offer, there is no other intention / purpose for the Issue, including any intention to delist our Equity Shares.

In case the Rights Issue remains unsubscribed and / or minimum subscription is not achieved, the Board of Directors may dispose of such unsubscribed portion in the best interest of the Company and the Equity Shareholders and in compliance with the applicable laws.

4. Auditor Qualifications

There are no qualifications, reservations and adverse remarks made by our Statutory Auditors in their report which requires any adjustment to Audited Financial statements of the Company for the financial year 2023-24, 2023-22 and 2022-21.

5. Summary of outstanding litigations

Nature of Case	Number of cases / Notices issued	Amount involved (₹ in Lakhs)
Litigations involving our Company	Nil	Nil
Litigation Involving Actions by Statutory/ Regulatory Authorities;	Nil	Nil
Litigation involving Tax Liabilities;	4	265.29
Proceedings involving issues of moral turpitude or criminal liability on the part of our Company;	Nil	Nil
Proceedings involving Material Violations of Statutory	Nil	Nil

Nature of Case	Number of cases / Notices issued	Amount involved (₹ in Lakhs)
Regulations by our Company;		
Matters involving economic offences where proceedings have been initiated against our Company;	Nil	Nil
Other proceedings involving our Company which involve an amount exceeding the Materiality Threshold or are otherwise material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company;	Nil	Nil
Litigation involving our Directors, Promoters and Promoter Group;	Nil	Nil
Litigation involving our Group Companies;	Nil	Nil

For further details, please refer to section titled “*Outstanding Litigations, Defaults and Material Developments*” beginning on page 105 of this Letter of Offer.

6. Risk Factors

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Letter of Offer.

For the details pertaining to the internal and external risk factors relating to the Company, kindly refer to the chapter titled “Risk Factors” beginning on page no. 22 of this Letter of Offer.

7. Contingent liabilities

For details of the contingent liabilities, as reported in the Audited Financial Statements, please refer to the section titled “*Financial Statements*” beginning on page 90 of this Letter of Offer.

8. Related party transactions

For details regarding our related party transactions as per Ind AS 24, see “Financial Statements” beginning on page 90 of this Letter of Offer.

9. Financing Arrangements

There has been no financing arrangement whereby our Promoter, members of the Promoter Group, our Directors and their relatives have financed the purchase, by any other person, of securities of our Company other than in the normal course of the business of the financing entity during the period of 6 (six) months immediately preceding the date of this Letter of Offer.

10. Issue of Equity Shares for consideration other than cash in last one year

Our Company has not issued any Equity Shares for consideration other than cash during the last one year immediately preceding the date of this Letter of Offer.

11. Split / Consolidation

The Company has not split its face value in last one year from the date of this Letter of Offer.

12. Exemption from complying with any provisions of Securities Laws, if any, granted by SEBI

Our Company has not submitted any application to SEBI for exemption from complying with any provisions of Securities.

SECTION III - RISK FACTORS

An investment in our Equity Shares involves a high degree of risk. You should carefully consider each of the following risk factors and all other information set forth in this Letter of Offer, including in "Our Business", "Industry Overview", "Management's Discussion and Analysis of Financial Condition and Results of Operations", and "Financial Statements" before making an investment in our Equity Shares.

The risks and uncertainties described below are not the only risks that we currently face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business, financial condition, results of operations and cash flows. If any or some combination of the following risks, or other risks that are not currently known or believed to be adverse, actually occur, our business, financial condition and results of operations could suffer, the trading price of, and the value of your investment in, our Equity Shares could decline and you may lose all or part of your investment. In making an investment decision with respect to this Issue, you must rely on your own examination of our Company and the terms of this Issue, including the merits and risks involved. You should consult your tax, financial and legal advisors about the consequences of an investment in our Equity Shares and its impact on you.

This Letter of Offer also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from such forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Letter of Offer.

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Unless the context otherwise requires, in this section, reference to "we", "us" "our" refers to our Company.

INTERNAL RISK FACTORS

BUSINESS RELATED RISK

- 1. Our operations are dependent on our R&D capabilities and an inability to continue to design complex chemistries may adversely affect our business.**

Our operational sustainability is intricately linked to our capacity to achieve cost-efficiency and drive improvements through our research and development (R&D) endeavour's. The complexity of the chemistries we work with holds a crucial role in maintaining our competitive edge. This depends on a variety of factors, including successful development and application of technologies, hiring and training of qualified personnel, production, certification, identification of emerging trends in our target end markets; and the level of demand for new products. There can be no assurance that we will be able to secure the necessary technological knowledge through our own R&D facilities, that will allow us to continue to develop our product portfolio or that we will be able to respond to industry trends by developing and offering cost effective products. We may also be required to make significant investments in R&D, which may strain our resources and may not provide results that can be monetized. If we are unable to obtain such knowledge in a timely manner, or at all, we may be unable to effectively implement our strategies, and our business and results of operations may be adversely affected.

- 2. Our business is dependent and will continue to depend on our manufacturing facilities, and we are subject to certain risks in our manufacturing process. Any slowdown or shutdown in our manufacturing operations or strikes, work stoppages or increased wage demands by our employees that could interfere with our operations could have an adverse effect on our business, financial condition and results of operations.**

We conduct our operations through our manufacturing facility situated at Palghar, Tarapur & Ambernath, Mumbai, Maharashtra. The core of our business relies on efficient management of the manufacturing facility, however our operations face a spectrum of operational risks, some of which are beyond our control, such as the breakdown, failure of equipment or industrial accidents, severe weather conditions and natural disasters. Any significant malfunction or breakdown of our machinery, our equipment, our reactors, our process systems, our IT systems may entail significant repair and maintenance costs and cause delays in our operations. If we are unable to repair our assets and systems in a timely manner or at all, our operations may need to be suspended until we procure the appropriate assets to replace them. In addition, we may be required to carry out planned shutdowns of our facilities for maintenance, customer audits and testing, or may shut down certain facilities for capacity expansion and equipment upgrades. Success of our operations depend on availability of labour and good relationships with our labour force. Strikes and lockouts as a result of disputes with our labour force may adversely affect our operations. While we have not had instance of strikes, lockouts or labour disputes in the past, we cannot assure you that we shall not experience any strikes or lockouts on account of labour disputes in the future. Such events could disrupt our operations and may have a material adverse effect on our business, financial condition and results of operations.

Further, we may be subject to manufacturing disruptions due to contraventions by us of any of the conditions of our regulatory approvals, which may require our manufacturing facilities to cease, or limit, production until the disputes concerning such approvals are resolved. Although we have not experienced any significant disruptions at our manufacturing facilities in the past, we cannot assure you that there will not be any disruptions in our operations in the future. Our inability to effectively respond to such events and rectify any disruption, in a timely manner and at an acceptable cost, could lead to the slowdown or shutdown of our operations or the under-utilization of our manufacturing facilities, which in turn may have an adverse effect on our business, financial condition and results of operations.

3. We are subject to certain risks consequent to our operations involving the manufacture, usage and storage of various hazardous substances.

Our manufacturing processes involve manufacturing, handling, storage and transportation of various hazardous substances such as our raw materials include anthraquinone disulfonic acid di sodium, dithiosalicylic acid, cleave acid, anthraquinone, dichloro, nitroaniline, sulfonic acid, nitrophenol hydroquinone, meta phenylene diamine, gamma acid, beta naphtol, vinly sulphone, methyl, diaminoazobenzene, propylene diamine, sodium naphthionate etc. As a result, we are required to obtain approvals from relevant authorities for usage of these hazardous materials. However, these operations pose inherent operating risks related to the handling of such substances such as possibility for leakages, ruptures from containers, explosions, and the discharge or release of toxic or hazardous substances, which could lead to personal injury, property damage and contaminating environment. These risks are particularly concerning, as they could result in interruptions to our business operations. Additionally, some of our manufacturing processes may generate pollutants and waste, some of which may be hazardous and harmful to the environment. This further exposes us to potential risks associated with handling of such hazardous materials such as possibility for leakages and ruptures from containers, explosions, and the discharge or release of toxic or hazardous substances, which in turn may cause industrial accidents, fire, personal injury, loss of human life, damage to our and third party property and environmental contamination. In addition, due to the hazardous nature of the raw materials and products at our manufacturing facility, risks associated with accidents, including as a result of natural calamities, are exacerbated.

In the event of occurrence of any such accidents, our business operations may be interrupted. Any of

these occurrences may result in the shutdown of our manufacturing facility and expose us, our employees and management to civil or criminal liability, including significant penalties, which could have an adverse effect on our results of operations and financial position. Moreover, certain environmental laws impose strict liability for accident/ damages resulting from hazardous substances and any failure to comply with such laws may lead to penalties, fines and imprisonment. Further in case any adverse action is taken against our Company, the same may have a material adverse impact on our reputation and our customer arrangement with customers.

4. Our reliance on certain industries for a significant portion of our sales could have an adverse effect on our business.

Generally, our intermediates cater to the various industries such as the including Pharma, Agrochemicals Cosmetics, Textile, specialty pigments and dyes, additives and polymer.

Factors affecting any of these industries in general, or any of our customers in particular, could have a cascading adverse effect on our business, financial condition and results of operations.

Such factors include, but are not limited to, the following:

- a. seasonality of demand for our customers' products, which may cause our manufacturing capacities to be underutilised during specific periods;
- b. our customers' failure to successfully market their products or to compete effectively;
- c. change in any registration requirements or non-renewal of registrations or imposition of a regulatory ban, or trade sanctions imposed across the country or any such restrictions on the business or product or customer's final product;
- d. loss of market share, which may lead our customers to reduce or discontinue the purchase of our products;
- e. economic conditions of the markets in which our customers operate;
- f. regulatory issues faced by these industries in India and internationally;
- g. downturns or industry cycles that impact demand; and
- h. changes in technology or consumer tastes and requirements that alter demands for our products.

5. We are subject to strict quality requirements, regular inspections and audits, and the success and wide acceptability of our products is largely dependent upon our quality controls and standards. Any failure to comply with quality standards may adversely affect our business prospects and financial performance, including cancellation of existing and future orders.

All our products and manufacturing processes are subject to stringent quality standards and specifications as specified by our customers. Given the nature of our products and the sector in which we operate, we believe that our customers have high standards for product quality and delivery schedules. Adherence to quality standards is a critical factor as a defect in intermediates manufactured by our Company or failure to comply with the specifications of our customers may, in turn, lead to the manufacture of faulty end-products. This may lead to cancellation of supply orders or non-renewal of agreements by our customers. As a result, any failure on our part to maintain applicable standards and manufacture products according to prescribed quality specifications, may lead to loss of reputation of our Company, cancellation of the order, loss of customers, rejection of the product, which will require us to incur additional cost to replace the rejected product, all or any of which could have adverse effect on our business and financial condition. Additionally, it could expose us to monetary liability and/ or litigation. Further our facilities, process and products are exposed to regular inspection and audits by our customers to ensure that their internal standards are appropriately met. Any non-compliance observed during inspection/audit may have an adverse

impact on our business, financial condition, results of operations and future prospects. Any negative publicity regarding our Company or our products could adversely affect our reputation, our operations and our results from operations.

- 6. We are subject to increasingly stringent environmental, health and safety laws, regulations and standards. Noncompliance with and adverse changes in health, safety, labour, and environmental laws and other similar regulations to our manufacturing operations may adversely affect our business, results of operations and financial condition.**

We are subject to a wide range of laws and government regulations, including in relation to safety, health, labour, and environmental protection. These safety, health, labour, and environmental protection laws and regulations impose controls on air and water release or discharge, noise levels, storage handling, treatment, processing, disposal of hazardous materials, including the management of certain hazardous waste, and exposure to hazardous substances with respect to our employees, along with other aspects of our manufacturing operations. For instance, there is a limit on the amount of pollutant discharge that our manufacturing facility may release into the air and water. Environmental laws and regulations in India have become and continue to be more stringent, and the scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted with any certainty. In case of any change in environmental or pollution regulations, we may be required to invest in, among other things, environmental monitoring, pollution control equipment, and emissions management and other expenditure to comply with environmental standards. Any failure on our part to comply with any existing or future regulations applicable to us may result in legal proceedings, including public interest litigation being commenced against us, third party claims or the levy of regulatory fines. Further, any violation of the environmental laws and regulations may result in fines, criminal sanctions, revocation of operating permits, or shutdown of our manufacturing facility. The occurrence of any of these events could have an adverse effect on our business, results of operations and financial condition.

- 7. Any adverse changes in regulations governing our business, products and the products of our customers, may adversely impact our business, prospects and results of operations.**

Government regulations and policies of India as well as in the countries to which we export our products can affect the demand for, expenses related to and availability of our products. We have incurred and expect to continue incurring costs for compliance with such laws and regulations. Any changes in government regulations and policies, such as the withdrawal of or changes in tax benefits, incentives and subsidies or anti-dumping duties levied by India or other countries, could adversely affect our business and results of operations. Further, regulatory requirements with respect to our products and the products of our customers are subject to change. An adverse change in the regulations governing the development of our products and use of products by our customers may have an adverse impact on our operations. Our Company may be required to alter our manufacturing and/ or distribution process and target markets and incur capital expenditure to achieve compliance with such new regulatory requirements applicable to us and our customers. We cannot assure you that we will be able to comply with the regulatory requirements. If we fail to comply with new statutory or regulatory requirements, there could be a delay in the submission or grant of approval for manufacturing and marketing new products or we may be required to withdraw existing products from the market. Moreover, if we fail to comply with the various conditions attached to such approvals, licenses, registrations and permissions once received, the relevant regulatory body may suspend, curtail or revoke our ability to market such products and/ or we may be deemed to be in breach of our arrangements with our customers. Consequently, there is an inherent risk that we may inadvertently fail to comply with such regulations, which could lead to enforced shutdowns and other sanctions imposed by the relevant authorities, as well as the

withholding or delay in receipt of regulatory approvals for our new products, which may adversely impact our business, results of operations and financial condition.

8. **We face competition from both domestic as well as multinational corporations and our inability to compete effectively may have a material adverse impact on our business, financial condition and results of operations.**

Although the chemical industry provides for significant entry barriers, competition in our business is based on pricing, relationships with customers, research and development, product quality, customisation, and innovation. We face pricing pressures from companies, that are able to produce chemicals at competitive costs and consequently, may supply their products at cheaper prices. We are unable to assure you that we shall be able to meet the pricing pressures imposed by such multinational competitors which would adversely affect our business, financial condition and results of operations. Additionally, some of our competitors in the intermediates and speciality chemicals business may have greater financial, research and technological resources, larger sales and marketing teams and more established reputation. They may also be in a better position to identify market trends, adapt to changes in industry, innovate and develop new products, offer competitive prices due to economies of scale and also ensure product quality and compliance.

9. **The cost of implementing new technologies for our operations could be significant and could adversely affect our business, financial condition and results of operations.**

Our future success may depend in part on our ability to respond to technological advances and emerging standards and practices on a cost effective and timely basis. We cannot assure you that we will be able to successfully make timely and cost effective enhancements and additions to the technology, keep up with technological improvements in order to meet our customers' needs or that the technology developed by others will not render our products less competitive or attractive. In addition, rapid and frequent technology and market demand changes can often render existing technologies and equipment obsolete, requiring substantial new capital expenditures or write-down of assets. Our failure to successfully adopt such technologies in a cost effective and a timely manner could increase our costs (in comparison to our competitors who are able to successfully implement such technologies) and lead to us being less competitive in terms of our prices or quality of services we provide. Further, implementation of new or upgraded technology may not be cost effective, which may adversely affect our profitability. Any of the above events may adversely affect our business, financial condition, results of operations and prospects.

10. **We have significant working capital requirements. If we experience insufficient cash flows from our operations or are unable to borrow to meet our working capital requirements, it may materially and adversely affect our business, cash flows and results of operations.**

Our business requires significant working capital including in connection with our manufacturing operations, financing our inventory, purchase of raw materials and our development of new products which may be adversely affected by changes in terms of credit and payment. A large amount of our working capital is blocked in trade receivables and inventories. Delays in payment under on-going purchase orders or reduction of advance payments and/or accelerated payments to suppliers, could adversely affect our working capital, lower our cash flows and materially increase the amount of working capital to be funded. We may also be unable to adequately finance our working capital requirements on account of various factors, including extraneous factors such as delay in disbursements under our financing arrangements, increased interest rates, insurance or other costs, or borrowing and lending restrictions or finance our working capital requirements on commercially acceptable terms or at all, devolvement of our bank guarantees by our bankers etc, each of which may

have a material adverse effect on our business, financial condition, prospects and results of operations. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations.

11. Activities involving our manufacturing process can cause injury to people or property in certain circumstances. A significant disruption at any of our manufacturing facilities may adversely affect our production schedules, costs, sales and ability to meet customer demand.

Although we employ safety procedures in the operation of our manufacturing facilities and maintain what we believe to be adequate insurance, there is a risk that an accident may occur at any of our manufacturing facilities. An accident may result in personal injury to our employees, destruction of property or equipment, environmental damage, manufacturing or delivery delays, or may lead to suspension of our operations and/or imposition of liabilities. Any such accident may result in litigation, the outcome of which is difficult to assess or quantify, and the cost to defend such litigation can be significant. As a result, the costs to defend any action or the potential liability resulting from any such accident or death or arising out of any other litigation, and any negative publicity associated therewith, may have a negative effect on our business, financial condition, results of operations, cash flows and prospects. In particular, if operations at our manufacturing facility were to be disrupted as a result of any significant workplace accident, equipment failure, natural disaster, power outage, fire, explosion, terrorism, adverse weather conditions, labour dispute, obsolescence or other reasons, our financial performance may be adversely affected as a result of our inability to meet customer demand or committed delivery schedules for our products.

12. We are dependent on our promoter and senior management and other key personnel, and the loss of, or our inability to attract or retain, such persons could affect our business, results of operations, financial condition and cash flows.

Our performance depends largely on the efforts and abilities of our Managing Director, Vipul Pravinchandra Shah and Whole Time Director & CFO, Mihir Vipul Shah and our senior management and other key personnel. They have gained experience in this line of business and have over the years-built relations with suppliers, customers, regulators and other persons who are connected with us and have been actively involved in the day-to-day operations and management. Further we believe that the inputs and experience of our senior management, in particular, and other key personnel are valuable for Research and development activities, procurement of raw materials, successful delivery of products and our overall business operations of our Company. For details in relation to the experience of our key management personnel, see “Our Management” on page 82 of this Letter of Offer. We cannot assure you that these individuals or any other member of our senior management team will not leave us or join a competitor or that we will be able to retain such personnel or find adequate replacements in a timely manner, or at all. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires. The loss of the services of such persons may have an effect on our business, results of operations, financial condition and cash flows.

13. Under-utilization of our manufacturing capacities may have an adverse effect on our business, future prospectus and future financial performance.

Our capacity utilization is affected by the availability of raw materials, industry and market conditions as well as by the product requirements of, and the procurement practice followed by, our customers. In the event that we are unable to achieve full capacity utilization of our current manufacturing facilities, this would result in operational inefficiencies which may have an adverse effect on our business, financial condition, cash flows, future prospects and future financial performance. Under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short term, could adversely impact our business, growth prospects and future financial performance.

14. We are required to obtain, renew or maintain statutory and regulatory permits, licenses and approvals to operate our business and our manufacturing facility, and any delay or inability in obtaining, renewing or maintaining such permits, licenses and approvals could result in an adverse effect on our results of operations.

Our operations are subject to extensive government regulation, and we are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government rules in the geographies in which we operate, generally for carrying out our business operations. We may need to apply for more approvals, including the renewal of approvals which may expire from time to time, and approvals in the ordinary course of business.

Any inability to renew these approvals may have an adverse effect on our operations. We cannot assure you that such approvals will be issued or granted to us, or at all. If we fail to obtain or retain any of these approvals or licenses or renewals thereof, in a timely manner or at all, our business operations may be adversely affected.

The approvals required by us are subject to numerous conditions and we cannot assure you that these would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If we fail to comply with the applicable regulations or if the regulations governing our business operations are amended, we may incur increased costs, be subjected to penalties, have our approvals and permits revoked or suffer from disruption in our operations, any of which could adversely affect our business operations.

15. Our success depends in large part upon key personnel and our ability to attract, train and retain such persons.

Our ability to sustain our rate of growth depends significantly upon our ability to manage key issues such as selecting and retaining key operations personnel, developing managerial experience to address emerging challenges and ensuring a high standard of client service. In order to be successful, we must attract, train, motivate and retain highly skilled employees. Failure to train and motivate our employees properly may result in an increase in employee attrition rates, divert management resources and subject us to incurring additional human resource related expenditure.

16. Changes in technology may render our current technologies obsolete or require us to make substantial capital investments.

Modernisation and technology up gradation is essential to reduce costs and increase the output. Our technology and machineries may become obsolete or may not be upgraded timely, hampering our operations and financial conditions and we may not have the competitive edge. Although we strive to keep our technology, equipments and machinery in line with the latest technological standards, we may be required to implement new technology or upgrade the machineries and other equipment's

installed by us. Further, the costs in upgrading our technology and modernizing the plant and machineries may be significant which could substantially affect our finances and operations.

17. Obsolescence, destruction, theft, breakdowns of our plants or machineries or failures to repair or maintain the same may affect our business, cash flows, financial condition and results of operation.

Obsolescence, destruction, theft or breakdowns of our plants or machineries may significantly increase our machineries purchase cost and the depreciation of our plants and machineries, as well as change the way our management estimates the useful life of our plants and machineries. In such cases, we may not be able to acquire new plants or machineries or repair the damaged plants or machineries in time or at all, particularly where our plants or machineries are not readily available from the market or require services from original machinery manufacturers. Some of our major machineries or parts may be costly to replace or repair. We may experience significant price increases due to supply shortages, inflation, transportation difficulties or unavailability. Such obsolescence, destruction, theft, breakdowns, repair or maintenance failures or price increases may not be adequately covered by the insurance policies availed by our Company and may have an effect on our business, cash flows, financial condition and results of operations.

18. 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.

19. We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and food processing industry contained in the Letter of Offer.

While facts and other statistics in the Letter of Offer relating to India, the Indian economy and industry in which we operate 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. 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.

20. Any failure or disruption or change of our information technology systems may adversely impact our business and operations.

We use information technology systems to monitor all aspects of our business and rely significantly on such systems for the efficient operations and the security of our information. Our information technology systems may not always operate without interruption and may encounter temporary abnormality or become obsolete. Further, we cannot assure you that the level of security we presently maintain is adequate or that our systems can withstand intrusions from or prevent improper usage by third parties. We may not always be successful in installing, running and migrating to new software or systems as required for the development of our business. Even if we are successful in this regard, significant capital expenditure may be required, and we may not be able to benefit from the investment immediately. All of these may have a material adverse impact on our operations and profitability.

21. We may not be successful in implementing our business and growth strategies.

The success of our business depends substantially on our ability to implement our business and growth strategies effectively. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted customers. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Further, our growth strategies could place significant demand on our management team and other resources and would require us to continuously develop and improve our operational, financial and other controls, none of which can be assured. Failure to implement our business and growth strategies would have a material adverse effect on our business and results of operations.

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

Our Company has entered into certain transactions with our related parties including our Promoters, the Promoter Group, our directors and their relatives. While we believe that all such transactions have been conducted on the arm's length basis, there can be no assurance that we could not have achieved more favorable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we will enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation.

23. Our Promoters and certain of our directors hold Equity Shares in our Company and are therefore interested in our performance in addition to their remuneration and reimbursement of expenses.

Certain of our Directors including our Promoters are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. We cannot assure you that our Promoters will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Promoters may take actions with respect to our business which may conflict with the best interests of our Company or that of minority shareholders.

24. Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.

Our ability to pay dividends in future will depend on the earnings, financial condition and capital requirements of our Company. Our business is capital intensive and we may make additional capital

expenditure towards acquisition of assets. We may be unable to pay dividends in the near- or medium-term, and our future dividend policy will depend on our capital requirements and financing arrangements in respect of our projects, financial condition and results of operations.

- 25. As the Equity Shares of our Company are listed on the Stock Exchange, our Company is subject to certain obligations and reporting requirements under the SEBI (LODR) Regulations and comply with other SEBI Regulations. Any non-compliances/delay in complying with such obligations and reporting requirements may render us liable to prosecution and/or penalties.**

The Equity Shares of our Company are listed on Stock Exchange, therefore we are subject to the obligations and reporting requirements prescribed under the SEBI (LODR) Regulations, to the extent applicable, and have to adhere to and comply with other applicable Regulations framed by SEBI. Our Company endeavors to comply with all such obligations and reporting requirements, any non-compliance which might have been committed by us, may result into Stock Exchange and/or SEBI imposing penalties, issuing warnings and show cause notices against us and/or taking actions as provided under the SEBI Act and the rules and regulations made there under and applicable SEBI Circulars. Any such adverse regulatory action or development could affect our business reputation, divert management attention, and result in a material adverse effect on our business prospects and financial performance and on the trading price of the Equity Shares.

- 26. We have not commissioned an industry report for the disclosures made in the section titled 'Industry Overview' and made disclosures on the basis of the data available on the internet and such data has not been independently verified by us.**

We have neither commissioned an industry report, nor sought consent from the quoted website source for the disclosures which need to be made in the section titled "Our Industry" beginning on page 65 of this Letter of Offer. We have made disclosures in the said chapter on the basis of the relevant industry related data available online for which relevant consents have not been obtained. We have not independently verified such data. We cannot assure you that any assumptions made are correct or will not change and, accordingly, our position in the market may differ from that presented in this Letter of Offer. Further, the industry data mentioned in this Letter of Offer or sources from which the data has been collected are not recommendations to invest in our Company. Accordingly, investors should read the industry related disclosure in this Letter of Offer in this context.

- 27. Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised and may be subject to change based on various factors, some of which are beyond our control.**

Our funding requirements and deployment of the Net Proceeds are based on internal management estimates based on current market conditions, and have not been appraised by any bank or financial institution or other independent agency. Further, in the absence of such independent appraisal, our funding requirements may be subject to change based on various factors which are beyond our control. For details, see "Objects of the Issue" on page 55 of this Letter of Offer.

ISSUE RELATED RISK

- 28. Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of Investor's shareholding**

The Rights Entitlements that are not exercised prior to the end of the Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them.

The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted pursuant to increase in paid up share capital. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Rights Issue. Renouncees may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the Demat Account of the Renouncees prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation, such Renouncee will not be able to apply in this Rights Issue with respect to such Rights Entitlements.

29. You may not receive the Equity Shares that you subscribe in the Issue until fifteen days after the date on which this Issue closes, which will subject you to market risk.

The Equity Shares that you subscribe in the Issue may not be credited to your demat account with the depository participants until approximately 15 days from the Issue Closing Date. You can start trading such Equity Shares only after receipt of the listing and trading approval in respect thereof. There can be no assurance that the Equity Shares allocated to you will be credited to your demat account, or that trading in the Equity Shares will commence within the specified time period, subjecting you to market risk for such period.

30. There is no guarantee that our Equity Shares will be listed in a timely manner or at all which may adversely affect the trading price of our Equity Shares.

In accordance with Indian law and practice, final approval for listing and trading of the Equity Shares will not be granted by the Stock Exchange until after those Equity Shares have been issued and allotted. Approval will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on Stock Exchange. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares. Further, historical trading prices, therefore, may not be indicative of the prices at which the Equity Shares will trade in the future which may adversely impact the ability of our shareholders to sell the Equity Shares or the price at which shareholders may be able to sell their Equity Shares at that point of time.

31. The Issue Price of our Right Equity Shares may not be indicative of the market price of our Equity Shares after the Issue.

The market price of the Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price.

There can be no assurance that the Investors will be able to sell their Equity Shares at or above the Issue Price. The factors that could affect our share price are:

- (a) quarterly variations in the rate of growth of our financial indicators such as earnings per share;
- (b) changes in revenue or earnings estimates or publication of research reports by analysts;
- (c) speculation in the press or investment community;
- (d) general market conditions; and
- (e) domestic and international economic, legal and regulatory factors unrelated to our performance.

EXTERNAL RISK FACTORS

32. Any downgrading of India's debt rating by a domestic or international rating agency could adversely affect our business.

There could be a downgrade of India's sovereign debt rating due to various factors, including changes in tax or fiscal policy, or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or 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 is available.

Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India, which may cause fluctuations in the prices of our Equity Shares. This could have an adverse effect on our business and financial performance, and ability to obtain financing for expenditures.

33. Investing in securities that carry emerging market risks can be affected generally by volatility in the emerging markets.

The markets for securities bearing emerging market risks, such as risks relating to India, are, to varying degrees, influenced by economic and securities market conditions in other emerging market countries. Although economic conditions differ in each country, investors' reactions to developments in one country may affect securities of issuers in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and the Indian economy in general.

Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India, which could adversely affect the Indian financial sector in particular. Any such disruption could have an adverse effect on our Company's business, future financial performance, financial condition and results of operations, and affect the price of the Equity Shares. Accordingly, the price and liquidity of the Equity Shares may be subject to significant fluctuations, which may not necessarily be directly or indirectly related to our financial performance.

34. Political instability or changes in the Government or Government policies could impact the liberalization of the Indian economy and adversely affect economic conditions in India generally.

The performance and growth of our Company is dependent on the health of the Indian economy and more generally the global economy. The economy could be adversely affected by various factors such as political or regulatory action, including adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities, interest rates, commodity and energy prices and various other factors. The rate of economic liberalization could change, and specific laws and policies affecting foreign investment, currency exchange rates and other matters affecting investment in India could change as well. As a result, our business and the market price and liquidity of the Equity Shares may be affected by such economic and / or political changes. While the current Government is expected to continue the liberalization of India's economic and financial sectors and deregulation policies, there can be no absolute assurance that such policies will be continued. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India generally and specifically have an adverse effect on the operations of our Company.

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- 35. Regional hostilities, terrorist attacks, communal disturbances, civil unrest and other acts of violence or war involving India and other countries may result in a loss of investor confidence and adversely affect our business, prospects, results of operations and financial condition.**

Terrorist attacks, civil unrest and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade as well as the worldwide financial markets. The Asian region has from time to time experienced instances of civil unrest and hostilities among neighbouring countries which may persist and occur in the future. Military activity or terrorist attacks in India may result in investor concern about stability in the region, which may adversely affect the price of our Equity Shares. Events of this nature in the future, as well as social and civil unrest within other countries in the World, could influence the Indian economy and could have an adverse effect on the market for securities of Indian companies, including our Equity Shares.

- 36. Natural disasters and other disruptions could adversely affect the Indian economy and could cause our business and operations to suffer and the trading price of our Equity Shares to decrease.**

Our operations, may be damaged or disrupted as a result of natural disasters such as earthquakes, floods, heavy rainfall, epidemics, tsunamis and cyclones and other events such as protests, riots and labour unrest. Such events may lead to the disruption of information systems and telecommunication services for sustained periods. They also may make it difficult or impossible for employees to reach our business locations which could adversely affect our reputation, our relationships with our customers, our senior management team's ability to administer and supervise our business or it may cause us to incur substantial additional expenditure to repair or replace damaged equipment or rebuild parts of our infrastructure. We may also be liable to our customers for disruption in supply resulting from such damage or destruction. Our insurance coverage for such liability may not be sufficient. Any of the above factors may adversely affect our business, our financial results and the price of our Equity Shares.

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

Any future equity issuances by our Company may lead to dilution of your future shareholding in our Company. Any future equity issuances by our Company or sales of the Equity Shares by the Promoters or other major shareholders of our Company may adversely affect the trading price of the Equity Share. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Share. Except as otherwise stated in the Letter of Offer, there is no restriction on our Company's ability to issue the Securities or the relevant shareholders' ability to dispose of their Equity Share, and there can be no assurance that our Company will not issue Equity Share or that any such shareholder (including Promoters and Promoter Group) will not dispose of, encumber, or pledge its Securities.

- 38. Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.**

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of salaries, and other expenses relevant to our business.

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control

our costs. Any increase in inflation in India can increase our expenses, which we may not be able to pass on to our customers, whether entirely or in part, and the same may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase our rates to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected.

Further, the GoI has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

SECTION IV- INTRODUCTION

THE ISSUE

The following is a summary of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, more detailed information in the chapter titled "*Terms of the Issue*" beginning on page 118 of this Letter of Offer:

Authority for the Issue

The Equity Shares in the present Issue are being offered pursuant a resolution passed by our Board at its meeting held on August 27, 2024 in accordance with the provisions of the Companies Act.

Summary of the Issue

Rights Equity Shares to be Issued	Upto fully paid up 44,37,291 Equity Shares
Rights Entitlement for Equity Shares	1 (One) Fully paid up Rights Equity Shares for every 3 (Three) fully paid-up Equity Share held on the Record Date.
Record Date	March 10, 2025.
Face value per Equity Share	Rs. 10.00 each
Issue Price per Rights Equity Share	Rs. 46.00 (including a premium of Rs. 36.00) per Rights Equity Share
Issue Size	Upto Rs. 2,041.15Lakhs
Equity Shares outstanding prior to the Issue	1,33,11,875 fully paid up Equity Shares
Equity Shares outstanding after the Issue (assuming full subscription for and Allotment of the Rights Entitlement)	1,77,49,166 fully paid up Equity Shares
ISIN and Symbol	ISIN: INE834D01018, BSE Scrip Code: 530627
ISIN for Right Entitlements	INE834D20018
Terms of the Issue	For more information, please see the chapter titled " <i>Terms of the Issue</i> " beginning on page 118 of this Letter of Offer.
Use of Issue Proceeds	For more information, please see the chapter titled " <i>Objects of the Issue</i> " beginning on page 55 of this Letter of Offer.
Terms of Payment	The full amount of Issue Price Rs. 46.00 (including a premium of Rs. 36.00) per Rights Equity Share is payable on Application.

For details in relation fractional entitlements, see "Terms of the Issue - Fractional Entitlements" beginning on page 136 of this Letter of Offer.

Terms of payment

Due Date	Amount payable per Equity Shares
On the Issue application (i.e. along with the Application Form)	Rs. 46.00 including a premium of Rs. 36.00) per Equity Share.

SUMMARY OF FINANCIAL STATEMENTS

The summary financial information of our Company as derived from the Standalone & Consolidated Audited Financial Statements of our Company for the financial year ended on March 31, 2024 and Unaudited Standalone & Consolidated financial results for the quarter and nine months ended on December 31, 2024 and is reproduced below. Our summary financial information should be read in conjunction with the financial statements and the notes (including the significant accounting principles) thereto included in chapter titled “*Financial Statements*” beginning on page 90 of this Letter of Offer.

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AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2024

VIPUL ORGANICS LIMITED (CIN: L24110MH1972PLC015857) Registered Office: 102, Andheri Industrial Estate, Off. Veera Desai Road, Andheri (West), Mumbai - 400053 Corporate Office: B 603-A, Kaledonia, Sahar Road, Off. W. E. Highway, Andheri (East), Mumbai - 400069 Telephone no. 022-66139999, Fax no. 022- 66139977/75 Email Id: info@vipulorganics.com; Website: www.vipulorganics.com						
(Rs. in Lakhs except EPS)						
Statement of Audited Standalone Financial Results for the Quarter and Year Ended March 31, 2024						
Particulars	Quarter Ended			Year Ended		
	31-Mar-24	31-Dec-2023	31-Mar-2023	31-Mar-2024	31-Mar-2023	
	Audited	Unaudited	Audited	Audited	Audited	
I Income from operations						
Revenue from Operations	3,998.95	3,742.10	3,139.43	15,007.86	13,393.25	
Other Income	55.37	18.89	(5.78)	91.45	6.48	
Total Income	4,054.31	3,761.00	3,133.64	15,099.30	13,399.73	
II Expenses						
Cost of Materials Consumed	1,204.04	1,178.16	1,180.97	4,912.57	5,285.03	
Purchase of Stock In Trade	1,461.01	797.96	915.55	4,566.98	3,824.45	
Changes in inventories of finished goods, work-in-progress & stock-in-trade	(4.42)	478.52	(212.29)	498.27	(516.99)	
Employees Benefit Expenses	262.55	264.16	247.04	973.99	882.40	
Finance Costs	64.52	55.60	88.54	240.69	267.12	
Depreciation	149.73	139.35	170.74	557.74	692.11	
Other Expenses	760.65	716.95	689.74	2,885.18	2,750.91	
Total Expenses	3,898.09	3,630.72	3,080.29	14,635.42	13,125.08	
III Profit before Tax (I-II)	156.22	130.28	53.35	463.88	274.70	
IV Exceptional items Income/ (Expense)	-	-	-	-	-	
V Profit / (Loss) from operations before Extraordinary items & Tax (III-IV)	156.22	130.28	53.35	463.88	274.70	
VI Extraordinary items	-	-	-	-	-	
VII Profit / (Loss) from ordinary activities before tax (V-VI)	156.22	130.28	53.35	463.88	274.70	
VIII Tax Expenses						
(1) Current Tax	64.24	38.00	22.00	161.63	126.50	
(2) Tax of earlier Years	0.00	-	7.08	3.94	7.08	
(2) Deferred Tax	(14.93)	12.58	(12.13)	(36.12)	(56.41)	
IX Profit after tax for the Period (VII-VIII)	106.92	79.70	36.40	334.44	197.53	
X Other Comprehensive Income (net of tax)						
Items that will not be reclassified to profit or loss	3.92	(1.63)	(5.38)	(0.97)	(10.04)	
Income tax on relating to items that will not be reclassified to profit or loss	(0.99)	0.41	2.16	0.24	3.33	
Items that will be reclassified to profit or loss	-	-	-	-	-	
Income tax on relating to items that will be reclassified to profit or loss	-	-	-	-	-	
XI Total Comprehensive Income for the period	109.85	78.48	33.18	333.71	190.82	
XII Paid-up Equity Share Capital (Face Value of Rs. 10 each)	1,301.19	1,291.19	1,281.19	1,301.19	1,281.19	
XIII Earning Per Share						
(a) Basic	0.85	0.62	0.28	2.60	1.54	
(b) Diluted	0.85	0.62	0.28	2.60	1.54	



AUDITED STANDALONE BALANCE SHEET AS ON 31ST MARCH, 2024

VIPUL ORGANICS LIMITED		Interconnected Chemistry
STANDALONE BALANCE SHEET AS AT 31st MARCH, 2024		
	(Rs. In Lakhs)	
	March 31, 2024	March 31, 2023
ASSETS		
Non-Current Assets		
Property, plant and equipment	2,985.89	3,195.75
Right of use assets	231.03	317.41
Intangible Assets	4.88	6.59
Capital work-in-progress	518.98	33.85
Investment in Subsidiaries	112.55	112.55
Other Investment-Financial Asset	69.37	49.35
Other non-current assets	410.76	355.95
Asset held for Sale	-	48.89
Deferred Tax Assets	49.74	13.67
	4,383.20	4,134.01
Current Assets		
Inventories	3350.65	3547.53
Financial assets		
Trade receivables	4397.82	3352.49
Cash and Cash equivalents	74.62	436.61
Other bank balances	146.11	139.74
Other Financial assets	62.65	56.79
Other current assets	1254.16	803.47
	9,286.02	8,336.62
TOTAL ASSETS	13,669.22	12,470.63
EQUITY AND LIABILITIES		
Equity		
Equity Share Capital	1,301.19	1,281.19
Other Equity	4,472.46	4,052.06
Advance Subscription against share warrants	83.25	-
Equity attributable to owners of the company	5,856.90	5,333.24
Non-Current Liabilities		
Financial Liabilities		
Borrowings	232.30	611.64
Lease Liabilities	193.94	280.96
Non Current provisions	1.77	1.77
Other non Current Liabilities	-	59.00
	428.00	953.37
Current Liabilities		
Financial Liabilities		
Borrowings	2,596.81	2,240.77
Trade payables		
Total Outstanding Dues -Micro and small enterprises	223.14	269.52
Total Outstanding Dues -Others	3,812.37	3,084.54
Other Financial liabilities	402.98	352.63
Other current liabilities	191.06	112.49
Short-term provisions	157.95	124.08
	7,384.32	6,184.02
TOTAL EQUITY AND LIABILITIES	13,669.22	12,470.63



AUDITED STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024

VIPUL ORGANICS LIMITED			
Statement of Audited Standalone Cash Flow for the Year ended March 31, 2024			
		(Rs. In 'Lakhs)	
Particulars	March 31, 2024	March 31, 2023	
A			
Cash Flow from Operating Activities			
Net Profit/(Loss) before Tax & Prior Period Items	463.88	274.70	
Adjustment for			
Depreciation and amortisation expense	557.74	632.11	
Other Comprehensive Income	-0.73	-6.71	
Interest Income	-11.30	-8.19	
Dividend Income	-0.74	-0.82	
Fair Value Gain on Financial Assets	-20.02	7.07	
Finance Cost	240.69	267.12	
(Gain) / Loss on sale of Capital Asset	-56.11	4.79	
Subsidy/Deferred Revenue Income	-3.28	-4.54	
Operating Profit before Working Capital Changes	1170.14	1165.52	
Adjustment for:			
Decrease/ (Increase) in Inventories	196.88	-493.77	
Decrease/ (Increase) in Trade Receivable	-1030.32	860.80	
Decrease/ (Increase) in current asset/Other Financial Asset	-462.93	81.65	
Decrease/ (Increase) in non current Assets	-54.81	60.74	
Increase/(Decrease) in Trade Payables	681.45	-551.70	
Increase/ (Decrease) in other financial/Other Liabilities	121.32	101.68	
Cash Generated from operations	621.73	1224.92	
Taxes Paid (Including TDS) (net)	-135.73	-200.78	
Net Cash used in Operation	485.99	1024.14	
B			
Cash Flow from Investing Activities			
Purchase of Tangible and Intangible Assets	-696.03	-311.27	
Proceeds from sale of Fixed Assets	0.00	0.40	
Interest /Dividend Income	11.30	9.01	
Net Cash from Investing Activities	-684.73	-301.86	
C			
Cash Flow from Financing Activities			
Proceeds from Equity Issue	305.25	0.00	
Increase/ (Decrease) in Long term borrowing	-468.03	-37.55	
Increase/ (Decrease) in Short term borrowing	355.53	-33.15	
Dividend Paid	-115.31	-117.80	
Finance cost Paid	-240.69	-267.12	
Net Cash from Financing Activities	-163.25	-455.61	
Net Increase in Cash & Cash Equivalents	-361.98	266.67	
Opening Balance of Cash & Cash Equivalents	436.61	169.93	
Closing Balance of Cash & Cash Equivalent	74.62	436.61	

For and on behalf of the Board of Directors

Vipul Organics Limited



Vipul P. Shah
 Managing Director
 Din: 00181636
 Place : Mumbai
 Dated : 30th May 2024



AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2024

VIPUL ORGANICS LIMITED (CIN: L24110MH1972PLC015857) Registered Office: 102, Andheri Industrial Estate, Off. Veera Dassi Road, Andheri (West), Mumbai - 400053 Corporate Office: B 603-A, Kaledonia, Sahar Road, Off. W. E. Highway, Andheri (East), Mumbai - 400069 Telephone no. 022-66139999, Fax no. 022- 66139977/75 Email Id: info@vipulorganics.com; Website: www.vipulorganics.com					
Statement of Audited Consolidated Financial Results for the Quarter and Year Ended March 31, 2024					
Particulars	Quarter Ended			Year Ended	
	31-Mar-24 Audited	31-Dec-2023 Unaudited	31-Mar-23 Audited	31-Mar-24 Audited	31-Mar-23 Audited
I. Income from operations					
Revenue from Operations	3,998.95	3,742.10	3,139.43	15,007.86	13,393.25
Other Income	55.37	18.89	(5.78)	91.45	6.48
Total Income	4,054.31	3,761.00	3,133.64	15,099.30	13,399.73
II. Expenses					
Cost of Materials Consumed	1,204.04	1,178.16	1,180.97	4,812.57	5,285.03
Purchase of Stock In Trade	1,461.01	797.96	915.55	4,566.98	3,790.25
Changes in Inventories of finished goods, work-in-progress & stock-in-trade	(4.42)	478.52	(212.29)	498.27	(482.79)
Employees Benefit Expenses	262.55	264.16	247.04	973.99	882.40
Finance Costs	64.52	55.60	88.54	240.89	267.12
Depreciation	149.76	339.38	120.78	552.86	632.25
Other Expenses	761.22	716.96	690.33	2,836.51	2,752.71
Total Expenses	3,898.69	3,690.75	3,080.92	14,636.88	13,126.97
III. Profit before Tax (I-II)	155.62	130.25	52.72	462.42	272.76
IV. Exceptional Items Income/ (Expense)	-	-	-	-	-
V. Profit / (Loss) from operations before Extraordinary Items & Tax (III-IV)	155.62	130.25	52.72	462.42	272.76
VI. Extraordinary Items	-	-	-	-	-
VII. Profit / (Loss) from ordinary activities before tax (V-VI)	155.62	130.25	52.72	462.42	272.76
VIII. Tax Expenses					
(1) Current Tax	64.24	38.00	22.00	161.63	126.50
(2) Tax of earlier Years	-	-	7.08	3.94	7.08
(2) Deferred Tax	(15.98)	12.58	(5.66)	(37.17)	(48.01)
IX. Profit after tax for the Period (VII-VIII)	107.37	79.67	29.09	334.03	187.20
X. Other Comprehensive Income (net of tax)					
Items that will not be reclassified to profit or loss	3.92	(1.63)	(5.38)	(0.97)	(10.04)
Income tax on relating to Items that will not be reclassified to profit or loss	(0.99)	0.41	2.16	0.24	3.33
Items that will be reclassified to profit or loss	-	-	-	-	-
Income tax on relating to Items that will be reclassified to profit or loss	-	-	-	-	-
XI. Total Comprehensive Income for the period	110.30	78.45	25.87	333.30	180.49
XII. Profit after Tax for the period attributable to					
Owners of Equity	107.17	79.56	25.87	333.85	186.22
Non Controlling Interest	(0.20)	(0.11)	(3.22)	(0.18)	(0.98)
XIII. Total Comprehensive Income for the period attributable to	107.37	79.67	29.09	334.03	187.20
Owners of Equity	110.50	78.56	29.09	333.48	181.47
Non Controlling Interest	(0.20)	(0.11)	(3.22)	(0.18)	(0.98)
IV. Paid-up Equity Share Capital (Face Value of Rs. 10 each)	1,301.19	1,291.19	1,281.19	1,301.19	1,281.19
XV. Earning Per Share					
(a) Basic	0.83	0.62	0.25	2.57	1.45
(b) Diluted	0.83	0.62	0.25	2.57	1.45



AUDITED CONSOLIDATED BALANCE SHEET AS ON 31ST MARCH, 2024

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH ,2024		
	(Rs. IN lakhs)	
	March 31, 2024	March 31, 2023
ASSETS		
Non-Current Assets		
Property, plant and equipment	2,987.84	3,197.83
Right of use assets	231.03	317.41
Intangible Assets	4.88	6.59
Capital work-in-progress	518.98	33.85
Intangible Capital work-in-progress	-	-
Investment in Subsidiaries	-	-
Other Investment-Financial Asset	69.37	49.35
Other non-current assets	411.34	356.53
(d) Other non-current assets	-	-
Deferred Tax Assets	53.67	16.55
Asset held for Sale	-	48.89
	4,277.11	4,027.00
Current Assets		
Inventories	3342.55	3539.43
Financial assets		
Trade receivables	4445.64	3400.32
Cash and Cash equivalents	76.04	438.08
Other bank balances	146.11	139.74
Other Financial assets	62.65	56.79
Other current assets	1255.98	804.07
	9,328.98	8,378.38
TOTAL ASSETS	13,606.09	12,405.38
EQUITY AND LIABILITIES		
Equity		
Equity Share Capital	1,301.19	1,281.19
Other Equity	4,441.17	4,019.91
Advance Subscription against share warrants	83.25	-
Equity attributable to owners of the company	5,825.61	5,301.10
Non Controlling Interest	(15.69)	(15.51)
Non-Current Liabilities		
Financial Liabilities		
Borrowings	232.30	611.64
Lease Liabilities	193.94	280.96
Non Current provisions	1.77	1.77
Deferred tax liabilities (Net)	-	-
Other non Current Liabilities	-	59.00
	428.00	953.37
Current Liabilities		
Financial Liabilities		
Borrowings	2,596.81	2,240.77
Trade payables		
Total Outstanding Dues -Micro and small enterprises	201.503	245.780
Total Outstanding Dues -Others	3,817.794	3,089.610
Other Financial liabilities	403.05	352.68
Other current liabilities	191.06	112.53
Short-term provisions	157.95	125.05
	7,368.17	6,166.42
TOTAL EQUITY AND LIABILITIES	13,606.09	12,405.38



AUDITED COSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDING 31ST MARCH,
2024

VIPUL ORGANICS LIMITED			
Statement of Audited Consolidated Cash Flow for the Year ended March 31, 2024			
(Rs. In Lakhs)			
Particulars	March 31, 2024	March 31, 2023	
A			
Cash Flow from Operating Activities			
Net Profit/(Loss) before Tax & Prior Period Items	462.42	272.76	
Adjustment for			
Depreciation and amortisation expense	557.86	632.25	
Other Comprehensive Income	-0.73	-6.71	
Interest Income	-11.30	-8.19	
Dividend Income	-0.74	-0.82	
Fair Value Gain on Financial Assets	-20.02	7.07	
Finance Cost	240.69	267.12	
(Gain) / Loss on sale of Capital Asset	-56.11	4.79	
Subsidy Deferred Revenue Income	-3.28	-4.54	
Operating Profit before Working Capital Changes	1168.80	1163.73	
Adjustment for:			
Decrease/ (Increase) in Inventories	196.88	-459.57	
Decrease/ (Increase) in Trade Receivable	-1030.32	860.80	
Decrease/ (Increase) in current asset/Other Financial Asset	-464.15	87.04	
Decrease/ (Increase) in non current Assets	-54.81	35.22	
Increase/(Decrease) in Trade Payables	682.80	-575.27	
Increase/ (Decrease) in other financial/Other Liabilities	120.32	102.47	
Cash Generated from operations	619.53	1214.42	
Taxes Paid (Including TDS) (net)	-135.73	-200.78	
Net Cash used in Operation	483.80	1013.64	
B			
Cash Flow from Investing Activities			
Purchase of Tangible and Intangible Assets	-696.03	-311.27	
Proceeds from sale of Fixed Assets	0.00	0.40	
Interest /Dividend Income	11.30	9.01	
Net Cash from Investing Activities	-684.73	-301.86	
C			
Cash Flow from Financing Activities			
Proceeds from Equity issue	305.25	0.00	
Increase/ (Decrease) in Long term borrowing	-466.36	-37.55	
Increase/ (Decrease) in Short term borrowing	356.04	-33.15	
Dividend Paid	-115.31	-117.80	
Finance cost Paid	-240.69	-267.12	
Net Cash from Financing Activities	-161.07	-455.61	
Net Increase in Cash & Cash Equivalents	-362.00	256.17	
Opening Balance of Cash & Cash Equivalents	438.03	181.86	
Closing Balance of Cash & Cash Equivalent	76.03	438.03	

For and on behalf of the Board of Directors

Vipul Organics Limited



Vipul P Shah
 Managing Director
 Din: 00181636
 Place : Mumbai



Dated : 30th May 2024

**UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS
ENDED ON 31ST DECEMBER, 2024**



VIPUL ORGANICS LIMITED (CIN: L24110MH1972PLC015857) Registered Office: 102, Andheri Industrial Estate, Off. Veera Desai Road, Andheri (West), Mumbai - 400053 Corporate Office: B-603A, Kaledonia, Sahar Road, Off. W. E. Highway, Andheri (East), Mumbai - 400069 Telephone no. 022-66139999, Fax no. 022-66139977/75 Email Id: info@vipulorganics.com; Website: www.vipulorganics.com						
(Rs. In Lakhs except EPS)						
Statement of Unaudited Standalone Financial Results for the Quarter and Nine Month Ended December 31, 2024						
Particulars	31-Dec-24 Unaudited	Quarter Ended 30-Sep-24 Unaudited	31-Dec-23 Unaudited	Nine Month Ended 31-Dec-24 Unaudited	31-Dec-23 Unaudited	Year Ended 31-Mar-24 Audited
I Income from operations						
Revenue from Operations	4,141.24	3,923.97	3,742.10	11,871.26	11,008.91	15,007.86
Other Income	12.45	10.15	10.89	45.44	56.09	91.45
Total Income	4,153.69	3,934.12	3,753.00	11,916.75	11,064.99	15,099.30
II Expenses						
Cost of Materials Consumed	1,705.15	1,736.15	1,178.16	4,732.06	3,708.54	4,912.57
Purchase of Stock in Trade	895.33	918.86	747.48	3,146.69	3,105.97	4,566.44
Changes in inventories of finished goods, work-in-progress & stock-in-trade	62.14	(242.17)	478.52	(286.40)	502.69	498.27
Employees Benefit Expenses	208.41	301.05	264.16	865.30	733.44	975.99
Finance Costs	59.39	63.69	55.60	180.82	176.17	240.69
Depreciation	158.47	145.43	139.35	428.17	408.01	557.74
Other Expenses	791.06	843.72	716.75	2,352.02	2,124.52	2,885.19
Total Expenses	3,970.75	3,766.73	3,630.51	11,398.75	10,737.33	14,635.42
III Profit before Tax (I-II)	182.94	176.40	130.49	518.00	307.66	463.88
IV Exceptional Items Income / (Expense)	-	-	-	-	-	-
V Profit / (Loss) from operations before Extraordinary Items & Tax (III-IV)	182.94	176.40	130.49	518.00	307.66	463.88
VI Extraordinary Items	-	-	-	-	-	-
VII Profit / (Loss) from ordinary activities before tax (V-VI)	182.94	176.40	130.49	518.00	307.66	463.88
VIII Tax Expenses						
(1) Current Tax	48.32	35.37	38.00	130.98	97.39	161.63
(2) Tax of earlier Years	(0.00)	29.74	-	29.71	3.94	3.94
(3) Deferred Tax	(10.68)	5.03	12.58	(7.97)	(21.19)	(36.32)
IX Profit after tax for the Period (VII-VIII)	145.59	106.29	79.91	365.28	227.52	334.44
X Other Comprehensive Income (net of tax)						
Items that will not be reclassified to profit or loss	0.24	0.20	(1.63)	(0.62)	(1.09)	(0.97)
Income tax on relating to items that will not be reclassified to profit or loss	(0.06)	(0.88)	0.41	0.21	1.23	0.24
Items that will be reclassified to profit or loss	-	-	-	-	-	-
Income tax on relating to items that will be reclassified to profit or loss	-	-	-	-	-	-
XI Total Comprehensive Income for the period	144.91	106.06	78.69	364.66	223.86	333.71
XIII Paid-up Equity Share Capital (Face Value of Rs. 10 each)	1,331.19	1,316.19	1,291.19	1,331.19	1,291.19	1,301.19
XIII Earning Per Share (refer note 3)						
(a) Basic	1.11	0.81	0.62	2.79	1.77	2.60
(b) Diluted	1.11	0.81	0.62	2.79	1.77	2.60
Notes to Unaudited Standalone Financial Results for the quarter and Nine Months ended 31st December, 2024						
1. The above Unaudited Standalone Financial Results for the quarter and Nine Month ended 31st December, 2024 were reviewed by the Audit Committee and approved by the Board of Directors in their respective meetings held on Wednesday, 12th February, 2025 and Statutory Auditors of the Company have carried out a "Limited Review" of the same.						
2. Based on the "management approach" as defined in Ind AS-108- Operating Segments, the Company operates in one segment i.e. Dyestuff/Organic Pigments and Organic Intermediates, disclosure of segment wise information is not applicable.						
3. The Company had issued and allotted 5,00,000 Warrants convertible into equivalent number of Equity Shares of Rs. 10/- each at an issue price of Rs. 111/- (Rupees One Hundred and Eleven only) including premium of Rs. 101/- (One Hundred and One only) to the promoter group on preferential basis. Further, the Company allotted 1,50,000 Equity Shares of Rs. 10/- each to promoter group of the Company upon conversion of 1,50,000 warrants on 14th October, 2024.						
4. Authorised Share Capital of the Company has been increased from Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 1,50,00,000 (One crore Fifty lakhs) equity shares of Rs. 10/- (Ten only) each to Rupees 20,00,00,000 (Rupees Twenty Crores) divided into 2,00,00,000 (Two crore) equity shares of Rs. 10 (Ten) each by the approval of the Board of Directors at its meeting held on 27th August, 2024 and by members of the Company on 30th September, 2024.						
5. Previous periods' figures have been regrouped /rearranged wherever considered necessary to conform to the presentation of the current period. All the figures of financial results have been rounded off to the nearest Lakhs.						
<div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div> Place - Mumbai Dated : February 12, 2025 </div> <div style="text-align: center;">  </div> <div> For and on behalf of the Board of Directors Vipul Organics Limited  Manir V. Shah Whole Time Director & CFO Din : 05126125 </div> </div>						



UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED ON 31ST DECEMBER, 2024



<p>VIPUL ORGANICS LIMITED (CIN: L24110MH1972PLC015857) Registered Office: 102, Andheri Industrial Estate, Off. Veera Desai Road, Andheri (West), Mumbai - 400053 Corporate Office: B 603-A, Kaledonia, Sahar Road, Off. W. E. Highway, Andheri (East), Mumbai - 400069 Telephone no. 022-66139999, Fax no. 022- 66139977/75 Email Id: info@vipulorganics.com; Website: www.vipulorganics.com</p>						
(Rs. In Lakhs except EPS)						
Statement of Unaudited Consolidated Financial Results for the Quarter and Nine Month Ended December 31, 2024						
Particulars	Quarter Ended			Nine Month Ended		Year Ended
	31-Dec-24	30-Sep-24	31-Dec-23	31-Dec-24	31-Dec-23	31-Mar-24
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I Income from operations						
Revenue from Operations	4,141.24	3,923.97	3,742.10	11,871.26	11,008.91	15,007.86
Other Income	12.45	19.15	20.89	45.49	26.08	91.45
Total Income	4,153.68	3,943.12	3,763.99	11,916.75	11,034.99	15,099.30
II Expenses						
Cost of Materials Consumed	1,705.15	1,736.15	1,178.16	4,732.06	3,708.54	4,912.57
Purchases of Stock in Trade	895.33	918.86	797.96	3,146.69	3,105.97	4,566.98
Changes in inventories of finished goods, work-in-progress & stock-in-trade	62.14	(242.17)	478.52	(286.40)	502.69	498.27
Employees Benefit Expenses	298.41	201.05	264.15	845.40	711.44	973.99
Finance Costs	59.39	63.69	55.60	180.82	176.17	240.69
Depreciation	120.50	145.46	139.55	428.25	400.10	537.06
Other Expenses	791.97	844.04	734.94	2,352.89	2,125.29	2,884.51
Total Expenses	3,970.89	3,767.08	3,630.75	11,399.70	10,738.19	14,636.88
III Profit before Tax (I-II)	182.79	176.04	130.25	517.05	306.80	462.42
IV Exceptional Items Income/(Expense)	-	-	-	-	-	-
V Profit / (Loss) from operations before Extraordinary items & Tax (III-IV)	182.79	176.04	130.25	517.05	306.80	462.42
VI Extraordinary items	-	-	-	-	-	-
VII Profit / (Loss) from ordinary activities before tax (V-VI)	182.79	176.04	130.25	517.05	306.80	462.42
VIII Tax Expenses						
(1) Current Tax	48.52	35.37	38.00	130.98	97.39	161.63
(2) Earlier Year Tax Adjustment	-	29.71	-	29.21	3.94	3.94
(3) Deferred Tax	-10.68	5.03	12.58	-7.97	(21.19)	(37.17)
IX Profit after tax for the Period (VII-VIII)	144.95	105.94	79.67	364.33	226.66	334.03
X Other Comprehensive Income (net of tax)						
Items that will not be reclassified to profit or loss	0.24	0.30	1.63	0.82	4.89	0.97
Income tax on relating to Items that will not be reclassified to profit or loss	-0.06	-0.08	-0.41	-0.21	-1.23	-0.24
Items that will be reclassified to profit or loss	-	-	-	-	-	-
Income tax on relating to Items that will be reclassified to profit or loss	-	-	-	-	-	-
XI Total Comprehensive Income for the period	144.77	105.71	78.45	363.71	223.00	333.30
XII Profit after Tax for the period attributable to						
Owners of Equity	145.73	106.09	79.78	364.74	227.04	334.21
Non Controlling Interest	(0.78)	(0.16)	(0.11)	(0.42)	(0.38)	(0.18)
	144.95	105.94	79.67	364.33	226.66	334.03
XIII Total Comprehensive Income for the period attributable to						
Owners of Equity	145.03	105.87	78.56	364.13	223.38	333.48
Non Controlling Interest	-0.26	(0.16)	(0.11)	(0.42)	(0.38)	(0.18)
	144.77	105.71	78.45	363.71	223.00	333.30
XIV Paid-up Equity Share Capital (Face Value of Rs. 10 each)	1,331.19	1,316.19	1,291.19	1,331.19	1,291.19	1,301.19
XV Earning Per Share (refer note 3)						
(a) Basic	1.11	0.81	0.62	2.78	1.76	2.57
(b) Diluted	1.11	0.81	0.62	2.78	1.76	2.57

Notes to Unaudited Consolidated Financial Results for the quarter and Nine Months ended on 31st December, 2024

- The above Unaudited Consolidated Financial Results for the quarter and Nine Months ended 31st December, 2024 were reviewed by the Audit Committee and approved by the Board of Directors in their respective meetings held on Wednesday, 12th February, 2025 and Statutory Auditors of the Company have carried out a "Limited Review" of the same.
- Based on the "management approach" as defined in Ind AS-108- Operating Segments, the Company operates in one segment i.e. Dyesstuff, Organic Pigments and Organic Intermediates. Disclosure of segment wise information is not applicable.
- The Company had issued and allotted 5,00,000 Warrants convertible into equivalent number of Equity Shares of Rs. 10/- each at an issue price of Rs. 111/- (Rupees One Hundred and Eleven only) including premiums of Rs. 101/- (One Hundred and One only) to the promoter group on preferential basis. Further, the Company allotted 1,50,000 Equity Shares of Rs. 10/- each to promoter group of the Company upon conversion of 1,50,000 warrants on 14th October, 2024.
- Authorized Share Capital of the Company has been increased from Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 1,50,00,000 (One crore Fifty lakhs) equity shares of Rs. 10/- (Ten only) each to Rupees 20,00,00,000 (Rupees Twenty Crores) divided into 2,00,00,000 (Two crore) equity shares of Rs. 10 (Ten) each by the approval of the Board of Directors at its meeting held on 27th August, 2024 and by members of the Company on 30th September, 2024.
- Previous periods' figures have been regrouped /rearranged wherever considered necessary to confirm to the presentation of the current period. All the figures of financial results have been rounded off to the nearest Lakhs.

For and on behalf of the Board of Directors

Vipul Organics Limited

M. H. V. Shah

Whole Time Director & CFO

Dir: 05126125



Vipul Organics Ltd., B-603A, Kaledonia Bldg., Sahar Road, Off W. E. Highway, Andheri (East), Mumbai - 400 069, India.

+91 22 6613 9999

info@vipulorganics.com

www.vipulorganics.com

GENERAL INFORMATION

Our Company was originally incorporated as “Vipul Dyes and Chemicals Private Limited” at Mumbai Maharashtra as a Private Limited Company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated June 21, 1972, issued by the Registrar of Companies, Mumbai Maharashtra. Subsequently Company converted into public limited Company and the name of the Company was changed to “Vipul Dyes and Chemicals Limited” by passing Special Resolution at the Extra Ordinary General Meeting dated March 29, 1993 vide fresh Certificate dated April 08, 1993, issued by the Registrar of Companies, Mumbai Maharashtra. Further the Company changed its name to “Vipul Dyechem Limited” vide fresh Certificate dated June 24, 1993, issued by the Registrar of Companies, Mumbai Maharashtra. Further the Company changed its name to “Vipul Organics Limited” by passing Special Resolution at the Extra Ordinary General Meeting dated June 13, 2016 and vide fresh Certificate dated July 19, 2016, issued by the Registrar of Companies, Mumbai Maharashtra. The Corporate Identification Number of the Company is L24110MH1972PLC015857.

OFFICE(S) OF OUR COMPANY

REGISTERED OFFICE

Vipul Organics Limited

Registered Office: 102, Andheri Industrial Estate, off. Veera Desai Road, Andheri (West), Mumbai, Maharashtra, India, 400053

Corporate office: B-603A, Kaledonia, Sahar Road, Off. Western Express Highway, Andheri East, Mumbai, Maharashtra - 400069

CIN: L24110MH1972PLC015857

Email: companysecretary@vipulorganics.com

Website: www.vipulorganics.com

Tel: +91 022-66139999

ADDRESS OF REGISTRAR OF COMPANIES

Registrar of Companies, Mumbai,
Address: 100, Everest, Marine Drive,
Mumbai-400002, Maharashtra.

CHANGES IN REGISTERED OFFICE

There has been no change in the registered office of the company in the last three years.

BOARD OF DIRECTORS OF OUR COMPANY

NAME	DESIGNATION	DIN	PAN	ADDRESS
Mr. Vipul Pravinchandra Shah	Managing Director	00181636	AAEPS9834L	702 Vardhaman Apt, Hanuman Road, Vile Parle (East), Mumbai, Maharashtra - 400057
Mr. Mihir Vipul Shah	Whole-time Director & CFO	05126125	BNMPS5785G	702 Vardhaman Apt, Hanuman Road, Above ICICI Direct, Vile Parle (East), Mumbai, Maharashtra - 400057

NAME	DESIGNATION	DIN	PAN	ADDRESS
Mr. Shiv Nath Sahai	Non- Executive Non- Independent Director	00332652	AAEPS9830Q	C4, 11 Monalisa Jeevan Bima Nagar, Borivali (West), Mumbai, Maharashtra - 400103
Mr. Rupesh Jagdish Agrawal	Non- Executive Independent Director	09797293	ADLPA7152M	A-302, Mukti Tower, Mhada, Eastern Express Highway, Mulund (East), Mumbai, Maharashtra - 400081
Mr. Siddhan Subramanian	Non- Executive Independent Director	02101174	AJUPS5039G	A/1/6-5 23 rd Cross Street, Besant Nagar, Chennai, Tamil Nadu - 600090
Mrs. Megha Satyendra Bhati	Non- Executive Independent Director	08278063	AEQPB1318E	A-2101, Gokul Gagan, Thakur Village, Kandivali (East), Mumbai, Maharashtra - 400101

For more details, please see the section titled "Our Management" on page 82 of this Letter of Offer.

COMPANY SECRETARY & COMPLIANCE OFFICER:

Ms. Priya Shadija

B-603 A, Kaledonia, Sahar Road, Off. Western Express Highway,
Andheri East, Mumbai, Maharashtra, India, 400069

Email: companysecretary@vipulorganics.com

Website: www.vipulorganics.com

Tel: +91 022-66139999

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue or post-Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/ first holder, folio number or demat account, number of Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number and the Designated Branch of the SCSB where the Application Forms, or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process). For details on the ASBA process, see "Terms of the Issue" beginning on page 118 of this Letter of Offer.

CHIEF FINANCIAL OFFICER:

Mr. Mihir Shah

B-603 A, Kaledonia, Sahar Road, Off. Western Express Highway,
Andheri East, Mumbai, Maharashtra, India, 400069

Email: companysecretary@vipulorganics.com

Website: www.vipulorganics.com

Tel: +91 022-66139999

REGISTRAR TO THE ISSUE

Bigshare Services Private Limited

Office No. S6-2, 6th Floor, Pinnacle Business Park,

Next to Ahura Centre, Mahakali Caves Road,
Andheri (East), Mumbai – 400093
Tel No.: +91 -22-62638200
Website: www.bigshareonline.com
E-mail ID: rightsissue@bigshareonline.com;
Contact Person: Mr. Vinod Yadav
SEBI Registration No: INR000001385

STATUTORY AUDITORS:

M/s. J. A. Rajani & Co.,
Chartered Accountants
1/8, Ground Floor, Bhagwan Raja Nagar, Patel Estate Road,
Jogeshwari (W), Mumbai - 400102
Email: support@jarajonica.com
Phone: +91 9137588976
Contact Person: Mr. P. J. Rajani

EXPERT OPINION

Our Company has not obtained any expert opinion.

BANKER TO THE ISSUE AND REFUND BANK:

Axis Bank Limited
Add: 12, Mittal tower, Nariman point- Mumbai- 400021
Tel: 02262175471
Email ID: cbbmumbai.branchhead@axisbank.com
Website: www.axisbank.com
Contact Person: Branch Head

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSB for the ASBA process is provided on <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. Details relating to Designated Branches of SCSBs collecting the ASBA application forms are available at the above mentioned link.

Credit rating

This being a Rights Issue of Equity Shares, no credit rating is required.

Debenture Trustee

As the Issue is of Equity Shares, the appointment of a debenture trustee is not required.

Monitoring Agency

Since the size of the Issue is less than Rs. 10,000 Lakh, our Company is not required to appoint a monitoring agency.

Appraising Agency

None of the purposes for which the Net Proceeds are proposed to be utilized have been appraised by any bank or financial institution.

Underwriting

This Issue is not underwritten and our Company has not entered into any underwriting arrangement.

Minimum Subscription

The objects of the Issue are meeting the Capital Expenditure requirements towards Construction of Factory Building and Purchase of Plant & Machineries, to part finance working capital requirement of our company and General Corporate Purpose for a project.

However, our promotor has indicated that they will subscribe fully to their portion of right entitlement. Further, the promoters have confirmed that do intend to apply for, and subscribe to, additional Rights Equity Shares over and above their Rights Entitlements (including unsubscribed portion of the Issue, if any).

In accordance with Regulation 86 of SEBI (ICDR) Regulations, if our Company does not receive the minimum subscription of at least 90% of the Issue of the Equity Shares being offered under this Issue, on an aggregate basis, our Company shall refund the entire subscription amount received within 4 (four) days from the Issue Closing Date. If there is delay in making refunds beyond such period as prescribed by applicable laws, our Company will pay interest for the delayed period at rates prescribed under applicable laws. The above is subject to the terms mentioned under "Terms of the Issue" on page 118 of this Letter of Offer.

FILLING OF THIS LETTER OF OFFER:

SEBI vide the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3(b) of the SEBI ICDR Regulations has been increased from Rupees ten crores to Rupees fifty crores. Since the size of this Issue falls below this threshold, this Letter of Offer will be filed with the Stock Exchange and not with SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with the Stock Exchange.

ISSUE SCHEDULE:

The subscription will open upon the commencement of the banking hours and will close upon the close of banking hours on the dates mentioned below:

Issue Opening Date	Friday, March 21, 2025
Last Date of Market renunciation of rights entitlements*	Wednesday, March 26, 2025
Issue Closing Date**	Wednesday, April 02, 2025

**Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.*

***Our Board or the Rights Issue Committee, duly constituted and authorized by the Board of Directors, thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., March 27, 2025 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., April 01, 2025.

Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date. Our Company or the Registrar will not be liable for any loss on account of non-submission of Application Forms on or before the Issue Closing Date. For details on submitting Application Forms, see "Terms of the Issue - Process of making an Application in the Issue" beginning on page 119 of this Letter of Offer.

The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar at www.bigshareonline.com after keying in their respective details along with other security control measures implemented thereat. For further details, see "Terms of the Issue - Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders" beginning on page 131 of this Letter of Offer.

Please note that if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

CAPITAL STRUCTURE

The share capital of our Company as on the date of this Letter of Offer is set forth below:

(Rs. in Lakh, except the shares data)

	Particulars	Aggregate value at face value	Aggregate value at Issue Price
A.	AUTHORIZED SHARE CAPITAL		
	2,00,00,000 Equity Shares of Rs. 10 each	2,000.00	-
B.	ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE ISSUE		
	1,33,11,875 Equity Shares of Rs. 10 each	1,331.19	-
C.	PRESENT ISSUE BEING OFFERED TO THE EXISTING EQUITY SHAREHOLDERS THROUGH THIS LETTER OF OFFER ⁽¹⁾		
	Upto 44,37,291 Equity Shares at an Issue Price of Rs. 46.00 (including a premium of Rs. 36.00) per Equity Share	443.73	2,041.15
D.	ISSUED, SUBSCRIBED AND PAID UP CAPITAL AFTER THE ISSUE ⁽²⁾		
	Upto 1,77,49,166 Equity Shares of face value of Rs. 10 each fully paid up	1,774.92	
E.	SECURITIES PREMIUM ACCOUNT		
	Before the Issue	2,030.28	
	After the Issue	3,627.70	

(1) The Issue has been authorized by a resolution of our Board passed at its meeting held on 27th August, 2024 pursuant to Section 62 of the Companies Act, 2013.

(2) Assuming full subscription for and allotment of the Rights Entitlement.

Notes to the Capital Structure:

- Our Company does not have any employee stock option scheme or employee stock purchase scheme.
- As on the date of this Letter of Offer, there are no outstanding warrants which provides the right to convert the warrants into Equity Shares.

3. Shareholding of Promoter and Promoter Group:

The details of specified securities held by the Promoter and Promoter Group including the details of lock-in, pledge and encumbrance on such securities as on the December 31, 2024 are set forth hereunder:

Sr. No.	Name of the Promoter & Promoter Group	Category	No. of Equity Shares held	% of total share capital	Details of Equity Shares pledged/ encumbered		Details of Equity Shares locked-in	
					No. of Equity Shares	% of total share capital	No. of Equity Shares	% of total share held
1.	Mr. Vipul Pravinchandra Shah	Promoter	34,51,800	25.93	-	-	2,50,000	7.24
2.	Mr. Mihir Vipul Shah	Promoter Group	23,28,250	17.49	-	-	5,12,500	22.01
3.	Mr. Vatsal Vipul Shah	Promoter Group	18,29,250	13.74	-	-	2,75,000	15.03
4.	Mrs. Mita Vipul Shah	Promoter Group	9,15,625	6.88	-	-	2,75,000	30.03
5.	M/s. Vipul P Shah HUF	Promoter Group	3,12,500	2.35	-	-	-	-
6.	Mrs. Niloni Mihir Shah	Promoter Group	96,250	0.72	-	-	62,500	64.94
7.	Mrs. Kavita Javadsha Varaiya	Promoter Group	86,250	0.65	-	-	-	-

None of the Equity Shares held by our Promoter are pledged with any bank or institution or otherwise encumbered except mentioned above 13,75,000 shares are locked-in.

4. Equity Shares acquired by our Promoter or Promoter Group in the last one year, immediately preceding the date of filing of this Letter of Offer are as follows:

Sr. No.	Name of the Promoter/Promoter Group	Category	Transaction period	No. of Equity Shares
1.	Vipul P Shah	Promoter	15/12/2023	8,000
2.	Mita Vipul Shah	Promoter Group	17/10/2023	25,000
3.	Mihir Vipul Shah	Promoter Group	17/10/2023	50,000
4.	Vatsal Vipul Shah	Promoter Group	17/10/2023	25,000
5.	Mita Vipul Shah	Promoter Group	25/01/2024	50,000
6.	Vatsal Vipul Shah	Promoter Group	25/01/2024	50,000
7.	Vatsal Vipul Shah	Promoter Group	08/08/2024	75,000
8.	Mita Vipul Shah	Promoter Group	08/08/2024	75,000
9.	Mihir Vipul Shah	Promoter Group	14/10/2024	1,50,000

5. Intention and extent of participation in the Issue by the Promoter and Promoter Group

The Promoters of our Company have, vide their letters dated 08th November, 2024 ("Subscription Letters") indicated that they will subscribe fully to their portion of right entitlement. Further, the promoters have confirmed that do intend to apply for, and subscribe to, additional Rights Equity Shares over and above their Rights Entitlements (including unsubscribed portion of the Issue, if any).

The Company shall maintain minimum public shareholding requirements as stipulated under the SEBI Listing Regulations.

As such, other than meeting the requirements indicated in the chapter titled “Objects of the Issue” at page 55 of this Letter of Offer, there is no other intention / purpose for the Issue, including any intention to delist our Equity Shares.

In case the Rights Issue remains unsubscribed and / or minimum subscription is not achieved, the Board of Directors may dispose of such unsubscribed portion in the best interest of the Company and the Equity Shareholders and in compliance with the applicable laws.

6. All the Equity Shares of our Company are fully paid-up as on the date of this Letter of Offer. Further, the Equity Shares offered in the Rights Issue shall be made fully paid at the time of their allotment.
7. At any given time, there shall be only one denomination of the Equity Shares of our Company, excluding any equity shares with superior rights, if any, issued by our Company.
8. The ex-rights price per Equity Share arrived in accordance with Regulation 10(4)(b) of the SEBI Takeover Regulations is 190.78.
9. The details of the shareholders holding more than 1% of the share capital of the Company as on December 31, 2024 are as under:

Sr. No.	Name of Shareholders	No. of Equity Shares held	% of total share capital
1.	Mr. Vipul Pravinchandra Shah	34,51,800	25.93
2.	Mr. Mihir Vipul Shah	23,28,750	17.49
3.	Mr. Vatsal Vipul Shah	18,29,250	13.74
4.	Mrs. Vita Vipul Shah	9,15,625	6.88
5.	Mr. Kishor Punamchand Ostwal	3,00,000	2.25
6.	M/S. Vipul P Shah HUF	3,12,500	2.35
7.	Mr. Mehul Madhusudan Shah	2,08,125	1.56
8.	Mr. Basant Singhatwadia	1,80,115	1.35
9.	Dr. Ramesh Chimanlal Shah	1,80,000	1.35

10. Shareholding Pattern of our Company

Shareholding Pattern of the Equity Shares of our Company as per the last filing with the Stock Exchange, i.e., as on December 31, 2024 can be accessed on the website of the BSE at

<https://www.bseindia.com/stock-share-price/vipul-organics-ltd/vipulorg/530627/shareholding-pattern/>

The statement showing the holding of Equity Shares of persons belonging to the category “Promoter and Promoters Group” as on December 31, 2024 can be accessed on the website of the BSE respectively at

<https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=530627&qtrid=124.00&QtrName=December%202024>

The Statement of showing the details of shares pledged, encumbrance by promoters and promoter group as on December 31, 2024 can be accessed on the website of the BSE respectively at

<https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=530627&qtrid=124.00&QtrName=December%202024>

11. Details of options and convertible securities outstanding as on the date of this Letter of Offer

As on the date of this Letter of Offer, there are no outstanding convertible securities.

OBJECTS OF THE ISSUE

Our Company proposes to utilize the net proceeds from the Issue towards funding the following objects:

1. To meet Capital Expenditure requirements towards Construction of Factory Building and Purchase of Plant & Machineries;
2. To part finance working capital requirements of our company;
3. To meet General Corporate Purposes; and
4. To meet the expenses of the Issue
(Collectively, referred herein as the “objects”).

The main object clause of our Memorandum of Association and the objects incidental and ancillary to the main objects enables us to undertake the activities for which funds are being raised through the Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our Memorandum of Association.

Utilization of Net Proceeds

The details of the proceeds of the Issue are summarized below:

(Rs. In Lacs)

S. No.	Particulars	Amounts
1)	Gross Proceeds from the Issue	2,041.15
2)	(Less) Issue related expenses	30.00
3)	Net Proceeds	2,011.15

Fund Requirements

We intend to utilise the Net Proceeds from the Issue, in the manner set below:

(Rs. In Lacs)

Sr. No.	Particular	Amounts	% of gross proceeds	% of net proceeds
1.	To meet Capital Expenditure requirements towards Construction of Factory Building and Purchase of Plant & Machineries	1,300.00	63.69%	64.64%
2.	To part finance working capital requirement of our company	530.00	25.97%	26.35%
3.	To meet General Corporate Purposes	181.15	8.88%	9.01%
	Total	2,011.15	-	100.00%

Schedule of implementation/ Utilization of Issue Proceeds

Our Company proposes to deploy the Issue Proceeds in the aforesaid objects as follows:

(Rs. In Lacs)

Sr. No.	Particulars	Amount Proposed to be Deployed from Issue Proceeds	Estimated Schedule of Deployment of Net Proceeds	Estimated Schedule of Deployment of Net Proceeds
			FY 2025-26	FY 2026-27

Sr. No.	Particulars	Amount Proposed to be Deployed from Issue Proceeds	Estimated Schedule of Deployment of Net Proceeds	Estimated Schedule of Deployment of Net Proceeds
			FY 2025-26	FY 2026-27
1.	To meet Capital Expenditure requirements towards Construction of Factory Building and Purchase of Plant & Machineries	1,300.00	1,300.00	-
2.	To part finance working capital requirement of our company	530.00	350.00	180.00
3.	To meet General Corporate Purposes	181.15	181.15	-
4.	To meet the expenses of the Issue	30.00	30.00	-
	Total	2,041.15	1,861.15	180.00

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

Means of Finance

The fund requirements set out below are proposed to be funded from the Net Proceeds and Internal accruals. We confirm that we have made requirements to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Net Proceeds.

The fund requirement and deployment is based on internal management estimates and our Company's current business plan and is subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy. These estimates have not been appraised by any bank or financial institution.

Any amount, deployed by our Company out of internal accruals towards the aforementioned objects till the date of receipt of Issue Proceeds shall be recouped by our Company from the Issue Proceeds of the Issue. In case of delays in raising funds from the Issue, our company may deploy certain amounts towards any of the above mentioned objects through a combination of Internal Accruals or Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

As we operate in competitive environment, we may have to revise our expenditure and fund requirements as a result of variations in cost estimates, exchange rate fluctuations and external factors which may not be within the control of our management. This may entail rescheduling and revising the planned expenditures and fund requirements and increasing or decreasing expenditures for a particular purpose at the discretion of our management, within the objects. For further details on the risks involved in our business plans and executing our business strategies, please see the section titled "Risk Factors" beginning on page 22 of this Letter of offer.

Details of the Object

The details of the objects of the Issue are set out below:

- 1. TO MEET CAPITAL EXPENDITURE REQUIREMENTS FOR CONSTRUCTION OF FACTORY BUILDING AND PURCHASE OF PLANT & MACHINERIES**

We aim to expand our operations by constructing a new factory building and purchasing plant and machineries. This aims to increase our production capacity and meet the growing demand for our products, while also enhancing operational efficiency and technological capabilities. The land has been already purchased by the Company at various locations and now intends to construct factory building on that land. The purchase of Plant & Machineries and other equipment's are for manufacturing of the products and will be placed in the Company's existing/new factory.

Construction of Factory Building

A factory building, along with ancillary structures, will be constructed as per the Company's requirements on land already acquired by the Company at various locations, amounting to **Rs. 500.00 Lakhs**. The bifurcation of this amount, along with details of the respective locations, is given below:

S. No.	Particulars	Location	Amount(Rs. In Lacs)
a.	Palghar Unit	Plot No. 11 and 12, S. No. 35, Dewan and sons Industrial Estate, Village - Aliyali, Tal - Palghar, Dist. - Thane	40.00
b.	Ambernath Unit	Plot No A-14, MIDC, Amp Road, Ambernath (West) - 421501.	335.00
c.	Tarapur Unit	Plot No. T - 115, Tarapur Industrial Area, MIDC, Village, Pamtembhi, Boisar - West, Tal. Palghar district, Thane - 401506	125.00
	Total Construction Cost of Factory building		500.00

Plant & Machinery and Other Equipment's

(Rs. In Lacs)

S. No.	Particulars	Name of the Supplier	Amounts
1)	Chemical reaction vessels of different size and capacity	Spiral Specialist	130.00
2)	2 Filter Press (Membrane type and normal) (Rs. 44,50,000/- each	Nanubhai Mavjibhai Patel	90.00
3)	Boiler house with chimney (2 Nos. -26.08 Lakhs each plus installation cost and other cost, after that the total cost will be 32.5 lakhs each)	Abhay Boilers and Private Limited	65.00
4)	2 Drying equipment's such as tray dryers and continuous dryers (\$ 68,500 +Duty+ Sea Freight +Insurance +Transportation +Installation +Erection = Rs. 82.5 Lakhs each)	Jiangsu Yalong Drying Equipment Co. Ltd.	165.00
5)	Pipe Fitting, Insulation, Utilities	*The estimates are decided by the Management	65.00
6)	Electrical appliances, cables, control Panel, Variable Frequency Drive etc	*The estimates are decided by the Management	120.00
7)	Effluent Treatment Plant	Tevoren Technologies LLP	125.00

8)	Blenders and Grinding Equipment	Reico Industries Ltd.	40.00
	Total		800.00

*These expenses are estimated based on our present best of the knowledge to handle the relevant particulars. Final conclusive amount gets decided by the actual needs at the industrial site.

2. TO FINANCE WORKING CAPITAL REQUIREMENTS OF THE COMPANY

Basis for Estimation and Justification for utilization of Working Capital requirement for financial year 2025-26 and 2026-27:

We had estimated Rs. 17,125.19 and 26,125.21 Lakhs turnover during the Financial Year 2024-25 and 2025-26 respectively and calculated the Working capital requirement as per standard holding levels of the industry and the Company. Accordingly, we need additional working capital funds for expansion of business. Due to the delay in raising funds, the estimates and projections given for FY 2024-25 and FY 2025-26 should now be considered as estimates for FY 2025-26 and FY 2026-27 respectively.

Assuming full subscription and Allotment of the Rights Equity Shares in the Issue, our Company as per its original estimates and as mentioned in the Draft Letter of offer dated 09th December, 2024 where the fund requirements of Rs. 350.00 and Rs. 180.00 Lakhs was supposed to be utilized in the FY 2024-25 and 2025-26 respectively out of the issue proceeds to meet the working capital requirements. However, there was delay in raising funds as per the estimates made. The management will be utilizing the funds of Rs. 350.00 and Rs. 180.00 Lakhs in the FY 2025-26 and FY 2026-27 respectively.

Reasons for raising additional working capital, substantiating the same with relevant facts and figures:

With the expansion of the business activity, the Company will be in need of additional working capital requirements which are based on our management estimations of the future business plan for the FY 2025-26 and 2026-27. The major capital will be invested in procuring of the raw materials, trade receivables and maintaining inventory and reducing trade payables cycles. The funding of the working capital requirements of our Company is expected to lead to a consequent increase in our profitability. As on March 31, 2024, the outstanding amount under the fund based working capital facilities of our Company was Rs. 4,277.78 Lakhs and non-fund based working capital facility is Nil.

(Rs. In Lacs)				
Sr. No.	Particulars	31.03.2024	31.03.2026*	31.03.2027*
		Audited	Projected	Projected
A.	Current Assets			
	Inventories	3,350.65	3,740.00	4,491.03
	Trade receivables	4,397.82	5,423.17	9,330.00
	Other current assets, financial assets, income tax assets	1,316.81	1,650.00	1,772.00
	Total Current Assets	9,065.28	10,813.17	15,593.03
B.	Current Liabilities			
	Trade payables	4,035.51	5,244.39	8,401.51
	Other current liabilities & Provisions	751.99	941.00	1,055.00
	Total Current Liabilities	4,787.50	6,185.39	9,456.51
C.	Working Capital Gap (A-B)	4,277.78	4,627.78	6,136.52
D.	Owned Funds/Internal Accruals/Bank Borrowings	-	4,277.78	5,956.52

Sr. No.	Particulars	31.03.2024	31.03.2026*	31.03.2027*
		Audited	Projected	Projected
E.	Working Capital funding through Issue Proceeds	-	350.00	180.00

* Due to the delay in raising funds, the estimates and projections given for FY 2024-25 and FY 2025-26 should now be considered as estimates for FY 2025-26 and FY 2026-27 respectively and as per our original estimates and as mentioned in the Draft Letter of offer dated 09th December, 2024 where the fund requirements of Rs. 350.00 and Rs. 180.00 Lakhs was supposed to be utilized in the FY 2024-25 and 2025-26 respectively out of the issue proceeds to meet the working capital requirements. The management will be utilizing the funds of Rs. 350.00 and Rs. 180.00 Lakhs in the FY 2025-26 and FY 2026-27 respectively.

Assumption for Working Capital Requirement

Assumptions for holding level (Days)

Particulars	March 31, 2024	March 31, 2026	March 31, 2027
Inventory	94.25	104.66	103.06
Trade Receivable	135.16	125.45	125.14
Trade Payable	126.17	95.86	75.49

Justification of Holding Level of last year and estimated for FY 2025-26 and FY 2026-27:

Trade Receivables	Our average Trade Receivable holding period level was 135.16 days in financial year 2023-24. We have assumed the Trade Receivable holding period level of around 125.45 days in financial year 2025-26 and Rs. 125.14 days in financial year 2026-27 which is in line with historical period
Inventories	We have maintained average inventory of 94.25 days in financial year 2023-24 of cost of production. Going forward we estimate average inventory of 104.66 days in financial year 2025-26 and 103.06 days in financial year 2026-27.
Other current assets including other financial assets	The key items under this head are advance to suppliers, staff, other advances, security deposit with statutory authorities, Balances of taxes with Government authorities, prepaid expenses etc.
Trade Payables	Our payable's credit period was 126.17 days in financial year 2023-24. Our company will strive to adhere to stricter credit policy to achieve better and favorable pricing terms and to ensure continued relations with the existing suppliers. By making early payments to the suppliers (i.e., availing lower credit periods), the company shall be able to get competitive prices which would result in a reduction in the cost as a percentage of cost of production thereby increasing the profitability of the Company. Thus, the Company has estimated lower credit period of around 95.86 days in a FY 2025-26 and around 75.49 in FY 2026-27 days which would in turn help in reducing the cost of sales and improve profitability margins.
Other Current Liabilities	Other current liabilities include provisions, statutory dues, expenses payable etc.

3. TO MEET GENERAL CORPORATE PURPOSE

Our Company proposes to use Rs. 181.15 Lakhs towards general corporate purposes, being not exceeding 25% of the gross proceeds of the Issue.

Our Board will have flexibility in applying the amount towards general corporate purposes, including repayment of outstanding loans, meeting our working capital requirements, funding our growth opportunities, including strategic initiatives, meeting expenses incurred in the ordinary course of business including salaries and wages, administration expenses, advertisement, brand building expenses, insurance related expenses, meeting of exigencies which our Company may face in course of business and any other unforeseen purpose as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act. Our management will have flexibility in utilizing any amounts for general corporate purposes in accordance with policies of our Board. The quantum of utilization of funds towards any of the purposes mentioned above will be determined by the Board, based on the amount actually available under this head and the business requirements of our Company, from time to time.

ISSUE RELATED EXPENSES

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, printing and distribution expenses, advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed Rs. 30.00 Lakhs.

Particulars	Amount (Rs. in Lacs)	% of Total Issue Expenses	% of Total Issue Size
Issue management fees, brokerages, Payment to other intermediaries such as Registrars etc.	14.00	46.67%	0.69%
Advertisement & Marketing Expenses, Printing & Stationery, Distribution, Postage, etc.	6.00	20.00%	0.29%
Regulatory & other expenses	10.00	33.33%	0.49%
Total	30.00	100.00%	1.47%

Details of funds already deployed till date and sources of funds deployed

The funds deployed up to March 08, 2025 pursuant to the object of this Issue as certified by M/s. Anil Mishra & Co., Chartered Accountants pursuant to their certificate dated March 10, 2025 is given below:

Deployment of funds	Amount (Rs. In Lakhs)
Issue Related Expenses	7.75
Objects Related Expenses	131.14
Total	138.89

Sources of funds	Amount (Rs. In Lacs)
Internal Accruals	138.89
Bank Finance	-
Total	138.89

BRIDGE FINANCING

We have not entered into any bridge finance arrangements that will be repaid from the Net Issue Proceeds.

APPRAISAL BY APPRAISING AGENCY

None of the Objects have been appraised by any bank or financial institution or any other independent third party organization.

INTERIM USE OF FUNDS

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Net Proceeds. We also undertake that it will be done in compliance with all applicable laws. Pending utilization of the Issue Proceeds for the Objects of the Issue described above, our Company shall deposit the funds only in Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilisation of the proceeds of the Issue as described above, it shall not use the funds from the Issue Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

MONITORING UTILIZATION OF FUNDS

As the size of the Issue does not exceed Rs. 10,000 lakhs, in terms of Regulation 16 of the SEBI Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds.

Pursuant to Regulation 32 of the Listing Regulations, our Company shall on a Quarterly yearly basis disclose to the Audit Committee the uses and application of the Issue Proceeds. Until such time as any part of the Issue Proceeds remains unutilized, our Company will disclose the utilization of the Issue Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Issue Proceeds have been utilized so far, and details of amounts out of the Issue Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Issue Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Issue Proceeds in a Fiscal Year, we will utilize such unutilized amount in the next financial year.

Further, in accordance with Regulation 32(1) (a) of the Listing Regulations our Company shall furnish to the Stock Exchange on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Issue Proceeds for the objects stated in this Letter of Offer.

CONFIRMATION REGARDING PURCHASE OF SECOND-HAND EQUIPMENT AND MACHINERY

No second-hand equipment and machinery are proposed to be purchased by our Company from the Net Proceeds.

OTHER CONFIRMATIONS

No part of the proceeds of the Issue will be paid by us to the Promoters and Promoter Group, the Directors, associates or Key Management Personnel, except as stated above and in the normal course of business and in compliance with applicable.

STATEMENT OF SPECIAL TAX BENEFITS

STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS AS PER THE CERTIFICATE ISSUED BY STATUTORY AUDITORS OF THE COMPANY

To,
The Board of Directors,
Vipul Organics Limited
B-603 A, Kaledonia, Sahar Road, Off. Western Express Highway,
Andheri East, Mumbai, Maharashtra - 400069

Dear Sirs,

Subject: Proposed Rights Issue of equity shares with a Face value of Rs. 10/- each by Vipul Organics Limited (the "Company") (the "Issue")

We hereby confirm that the enclosed statement states the possible special direct tax benefits available to the Company and the shareholders of the Company under the Income Tax Act, 1961 ("Act") as amended from time to time, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company may or may not choose to fulfill.

This statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the rights issue of equity shares of the Company particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. Neither are we suggesting nor are we advising the investor to invest money based on this statement.

The contents of the enclosed statement are based on the information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company. We do not express any opinion or provide any assurance as to whether:

- i) the Company or its shareholders will continue to obtain these benefits in future; or
- ii) the conditions prescribed for availing the benefits have been/would be met with

This statement is intended solely for information and for inclusion in the Letter of Offer in relation to the Issue of equity shares of the Company and is not to be used, circulated or referred to for any other purpose without our prior written consent. Our views are based on the existing provisions of law referred to earlier and its interpretation, which are subject to change from time to time.

We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this Statement.

For M/s. Anil Mishra & Co.,
Chartered Accountants
Firm Registration No.: 0143276W
Sd/-
Anil B Mishra
Proprietor
M. No. 155710
Date: 07th March, 2025
Place: Mumbai
UDIN: 25155710BMNUYV2246

Annexure

ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

I Special Tax Benefits available to the Company under the Act:

There are no special tax benefits available to the Company.

II. Special Tax Benefits available to the Shareholders under the Act:

There are no special tax benefits available for the shareholders of the Company under the provisions of the Act.

For M/s. Anil Mishra & Co.,
Chartered Accountants
Firm Registration No.: 0143276W
Sd/-
Anil B Mishra
Proprietor
M. No. 155710
Date: 07th March, 2025
Place: Mumbai
UDIN: 25155710BMNUYV2246

SECTION V: ABOUT OUR COMPANY

OUR INDUSTRY

The information contained in 'Industry Overview' in this section is derived from publicly available sources. Neither we, nor any other person connected with the Issue has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends.

Shareholders should note that this is only a summary of the industry in which we operate and does not contain all information that should be considered before investing in the Equity Shares. Before deciding to invest in the Equity Shares, shareholders should read this entire Letter of Offer, including the information in the sections "Risk Factors" and "Financial Information" on pages 22 and 90, respectively of this Letter of Offer. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in the Equity Shares, please see the section 'Risk Factors' on page 22 of this Letter of Offer.

GLOBAL PROSPECTS AND POLICIES

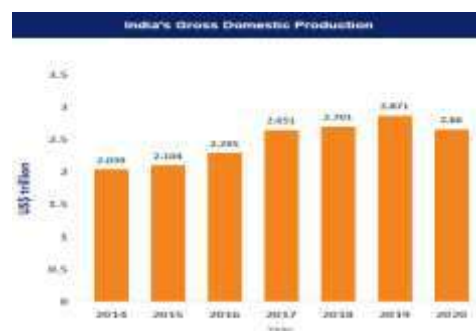
Global growth is projected to stabilize at 2.6 percent this year, holding steady for the first time in three years despite flaring geopolitical tensions and high interest rates. It is then expected to edge up to 2.7 percent in 2025-26 amid modest growth in trade and investment. Global inflation is projected to moderate—but at a slower clip than previously assumed, averaging 3.5 percent this year. Given continued inflationary pressures, central banks in both advanced economies and emerging market and developing economies (EMDEs) will likely remain cautious in easing monetary policy. As such, average benchmark policy interest rates over the next few years are expected to remain about double the 2000-19 average.

Despite an improvement in near-term growth prospects, the outlook remains subdued by historical standards in advanced economies and EMDEs alike. Global growth over the forecast horizon is expected to be nearly half a percentage point below its 2010-19 average pace. In 2024-25, growth is set to underperform its 2010s average in nearly 60 percent of economies, representing more than 80 percent of global population and world output. EMDE growth is forecast to moderate from 4.2 percent in 2023 to 4 percent in both 2024 and 2025. Prospects remain especially lackluster in many vulnerable economies—over half of economies facing fragile- and conflict-affected situations will still be poorer by the end of this year than on the eve of the pandemic.

(Source: <https://openknowledge.worldbank.org/server/api/core/bitstreams/6feb9566-e973-4706-a4e1-b3b82a1a758d/content>)

Market Size

Real GDP or GDP at Constant (2011-12) Prices in the year 2023-24 is estimated at Rs. 173.82 lakh crores (US\$ 2.08 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 160.71 lakh crores (US\$ 1.92 trillion). The growth in real GDP during 2023-24 is estimated at 8.2% as compared to 7.0% in 2022-23. There are 113 unicorn startups in India, with a combined valuation of over US\$ 350 billion. As many as 14 tech startups are expected to list in 2024 Fintech sector poised to generate the largest number of future unicorns in India. With India presently



has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time periods. India's current account deficit (CAD) narrowed to 0.7% of GDP in FY24. The CAD stood at US\$ 23.2 billion for the 2023-24 compared to US\$ 67.0 billion or 2.0% of GDP in the preceding year. This was largely due to decrease in merchandise trade deficit.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown. According to Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles Mr. Piyush Goyal, Indian exports are expected to reach US\$ 1 trillion by 2030.

Introduction on Chemical Dyes and Pigments Industry

Due to the rising demand for organic pigments, they are the dominant type of pigments being produced in India, accounting for 58% of the total pigment production in India. The India dyes and pigments market value is aided by the cosmetic industry growth in the country. Due to improving living standards and evolving lifestyles, the demand for cosmetic products such as skincare, haircare, and perfume is growing rapidly, giving the Indian cosmetics industry a high boost. The cosmetic industry is a major application sector for the pigments market.



The dye industry in India is expected to witness steady growth in the coming years due to environmental crackdowns in China, resulting in a shutdown of several domestic dye companies. India is better placed due to the availability of the ecosystem, feedstock, technology, and compliance required for the industry. Thus, the consumer base of China is likely to shift to India due to these reasons in the coming years.



The growth of the India dyes and pigments industry share is closely linked to the expansion of the construction industry which drives the demand for paints and coatings. In 2023, according to industry reports, Asian Paints led the market with a commanding 59% share, driven by its comprehensive product range, strong brand reputation, and extensive distribution network. This market dominance is a testament to the company's



ability to innovate and meet consumer demands effectively, leveraging advanced dyes and pigments to enhance product quality and colour variety.

As per the dyes and pigments industry forecast in India, Berger Paints, holding an 18% market share, has also capitalized on the rising demand for high-quality paints in both residential and commercial construction projects. The company's strategic focus on eco-friendly

and technologically advanced products aligns with the broader industry trend towards sustainable practices. Kansai Nerolac, with a 15% market share, has made significant inroads in the industrial and automotive segments, areas that require specialized and high-performance coatings. The use of advanced pigments in these applications is crucial for durability and aesthetic appeal, reflecting the company's strong research and development capabilities.

AkzoNobel, with a 7% share, continues to leverage its global expertise and strong brand portfolio in dyes and pigments industry in India. The company's focus on premium and specialized paint products has helped it maintain a competitive position in the Indian market. The demand for premium paints in India is closely linked to the construction of high-end residential and commercial properties, where superior finish and durability are key considerations. The remaining 1% of the market is comprised of various smaller companies, which often compete on price and localized service offerings.

The increased demand for food-grade colorants, innovative packaging solutions, and compliance with regulatory standards underscores the critical role of dyes and pigments in supporting the food processing sector and boosts India dyes and pigments industry revenue.

The Indian processed food market size is expected to increase from USD 555.2 billion in 2020 to a projected USD 957.5 billion in 2024. This growth trajectory reflects a rising consumer demand, urbanisation, and changing dietary preferences. According to data from the Parliament Library and Reference, Research, Documentation and Information Service (LARRDIS), the significant Foreign Direct Investment (FDI) inflows into the Indian food processing sector are aiding the growth of the India dyes and pigments industry. In 2018-19, India's food processing sector received an FDI of USD 628.2 million. It increased significantly to USD 904.7 million in 2019-20 driven by favourable government policies and the sector's robust growth prospects. The COVID-19 pandemic however, led to a sharp decline in 2020-21, with inflows dropping to USD 393.4 million. The recovery to USD 410.6 million in 2021-22 indicates a gradual return of investor confidence as the market adapts to post-pandemic realities.

The India dyes and pigments market attained a value of USD 65.71 billion in 2023. The market is further expected to grow in the forecast period of 2024-2032 at a CAGR of 4.5% to reach USD 97.65 billion by 2032. Due to the rising demand for organic pigments, they are the dominant type of pigments being produced in India, accounting for 58% of the total pigment production in India. The major factors driving the industry studied are the increasing demand from the paints and coatings industries. Paints and coatings account for a significant share of the market and are estimated to be one of the fastest-growing application sectors. Architectural and decorative coatings account for a major consumption of pigments. Thus, the rising construction and infrastructure activities in the country act as a significant driver for the market. As per the India dyes and pigments market dynamics and trends, another factor driving the industry is the increasing purchasing power of the consumers and their changing lifestyle. Their interest in innovative and quality products is pushing the industry growth. With urbanisation, the competition among the major players is also growing. This has resulted in the availability of a variety of products in the market.

Factors that are driving the growth of the India Dye and Pigment Market

- Dyes and pigments are used in various industries such as textiles, paints and coatings, plastics, paper, and printing inks, providing a broad customer base.
- India has a cost advantage due to lower labour costs, abundant raw material availability, and established manufacturing infrastructure, which aids India dyes and pigments demand forecast.
- India is home to numerous well-established manufacturers with advanced production capabilities and the ability to produce a wide range of dyes and pigments.
- Increasing investments in research and development enhance the ability to innovate and develop new and advanced products, catering to evolving customer needs.

The growth of the India dyes and pigments industry share is closely linked to the expansion of the construction industry which drives the demand for paints and coatings. In 2023, according to industry reports, Asian Paints led the market with a commanding 59% share, driven by its comprehensive product range, strong brand reputation, and extensive distribution network. This market dominance is a testament to the company's ability to innovate and meet consumer demands effectively, leveraging advanced dyes and pigments to enhance product quality and colour variety.



Challenges that are impacting the India Dyes and Pigments Market Share

- Fluctuations in the prices of raw materials, such as petrochemicals, can impact production costs and profit margins.

- Intense competition from other major producers like China and South Korea can pose a threat to market share and pricing power.
- Economic downturns and fluctuations in major consumer markets can reduce demand for dyes and pigments, affecting sales and profitability as well as India dyes and pigments demand growth.
- Rapid technological changes and innovations can render existing products obsolete, requiring continuous investment in R&D to stay competitive.
- Changes in environmental regulations and trade policies in key markets can affect export potential and market dynamics.
- The production of dyes and pigments involves hazardous chemicals and generates significant waste, leading to environmental pollution and regulatory challenges.
- Inconsistent product quality and failure to meet international standards can hinder the market's growth and reputation.
- Dependence on imported raw materials for specific dyes and pigments can lead to supply chain vulnerabilities and increased production costs and affect the dyes and pigments share in India.
- The market is highly fragmented with numerous small and medium-sized players, leading to intense competition and price wars, impacting profitability.
- Stringent environmental regulations and compliance requirements can increase operational costs and affect production processes.

Opportunities in the India Dyes and Pigments Market

- Increasing demand for eco-friendly and sustainable dyes and pigments offers opportunities for manufacturers to develop and market green products.
- Adoption of advanced manufacturing technologies and automation can improve product quality, reduce production costs, enhance competitiveness and boost India dyes and pigments demand.
- Exploring untapped markets in Africa, Latin America, and Southeast Asia can provide new growth avenues and reduce dependence on traditional markets.

Competitive Factors in the India Dye and Pigment Market

- India benefits from relatively low labour costs, which can significantly reduce overall production expenses.
- Access to locally sourced raw materials helps in minimising transportation costs and ensuring a steady supply chain, contributing to competitive pricing.
- Adoption of advanced manufacturing technologies and automation improves production efficiency, product quality, reduces waste and offers lucrative India dyes and pigments market opportunities.
- High-quality products that meet international standards are crucial for maintaining a competitive position.
- Increasing demand for sustainable and eco-friendly dyes and pigments offers opportunities for differentiation.
- Companies with well-established distribution networks can better serve domestic and international markets.
- Intense competition in the market necessitates competitive pricing strategies.

(Source: <https://www.expertmarketresearch.com/reports/india-dyes-and-pigments-market>)

Investments and Recent Developments

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

- Exports of Organic and Inorganic Chemicals reached US\$ 4.78 Billion in April-May 2024.

-
- Imports of organic chemicals were US\$ 2.69 billion and inorganic chemicals US\$ 1.09 billion from April 2024 to May 2024.
 - From April 2024 to May 2024, exports of castor oil, essential oil, and cosmetics and toiletries stood at US\$ 765.5 million.
 - Major chemical production reached 949.5 million metric tonnes (MMT) in May 2024, while petrochemical production reached 1,820.1 MMT. In May 2024, production levels of various chemicals were as follows: Soda Ash: 250.47 MMT, Caustic Soda: 301.11 MMT, Liquid Chlorine: 212.08 MMT, Formaldehyde: 28.04MMT, Pesticides and Insecticides: 25.07 MMT.
 - In August 2023, the Prime Minister announced a subsidy of Rs. 10 lakh crore (US\$ 120.93 billion) for providing cheaper Urea to farmers.
 - In July 2023, Global Chemicals and Petrochemicals Manufacturing Hubs in India (GCPMH 2023) was organized in Delhi, India.
 - In June 2023, Himadri Speciality Chemical invested Rs. 58 crore (US\$ 7.01 million) in Sicona Battery Technologies Pty Ltd, (Sydney) for a 12.79% stake.
 - In June 2023, Mumbai-based UPL Ltd, will hive off its speciality chemicals business on a slump sale basis to a wholly-owned arm of UPL Speciality Chemicals Ltd for Rs. 3,572 crore (US\$ 431.96 million).
 - In June 2023, Reliance plans to invest Rs. 75,000 crore (US\$ 9.06 billion) over 5 years to expand its oil to chemical business.
 - Tata Chemicals intended to invest about Rs. 8,000 crore (US\$ 967.45 million) over the next 2-3 years as capex on an expansion spree that includes scaling businesses sustainably.
 - In May 2023, Reliance Industries plans to set up a 10 GW solar project in Andhra Pradesh.
 - In March 2023, Chennai awaits more bio-CNG plants to enable a switch to clean energy.
 - On February 15th, 2023, the Indian Speciality Chemical Manufacturer' Association (ISCMA) signed an MoU with USIIC to promote trade in speciality chemicals.
 - In February 2023, the company is setting up a new formaldehyde plant with 300 TPD capacity at the existing manufacturing facility at GIDC, Ankleshwar in Gujarat.
 - In January 2023, Tata Chemicals Europe signed a pact with Essar-backed Vertex for the sale of low-carbon hydrogen.
 - In December 2022, GMM Pfaudler Ltd entered into an agreement on December 8, 2022, to acquire Mixel France SAS and its wholly owned subsidiary Mixel Agitator Co. Ltd. for US\$ 7.63 million.
 - In September 2022, the Royal Society of Chemistry (RSC) and CSIR work together to support chemistry in schools across India.
 - In September 2022, Spanish perfume maker Puig acquired a controlling stake in Kama Ayurveda Pvt. owning 85% of the company.
 - In May 2022, a global investment firm, PAG acquired Optimus Group along with consortium partners CX Partners and Samara Capital.
 - In April 2022, Dorf Ketal, a manufacturer of research-based specialised chemicals acquired Khyati Chemicals for Rs. 300-400 crore (US\$ 36.28 - 48.48 million).
 - Advent International acquired a majority position in Avra Labs in January 2022, uniting it with two other businesses it had previously acquired, RA Chem Pharma and ZCL Chemicals.
 - In July 2022, NTPC Renewable Energy Limited (NTPC REL) and Gujarat Alkalies and Chemicals Limited (GACL) signed an MoU to establish India's first commercial-scale Green Ammonia and Green Methanol plants.
 - In November 2021, Indian Oil Corporation (IOCL) announced plans to invest Rs. 3,681 crore (US\$ 495.22 million) to set up India's first mega-scale maleic anhydride unit for manufacturing high-value speciality chemicals at its Panipat Refinery in Haryana.
 - In November 2021, Praj Industries Limited and Indian Oil Corporation inked a memorandum of understanding (MoU) to explore opportunities in the production of alcohol-to-jet (ATJ) fuels, 1G
-

& 2G ethanol, compressed bio-gas (CBG) and related opportunities in the biofuels industry.

- In November 2021, Coromandel International announced plans to set up a 1,650-metric-tonnes-per-day sulphuric acid plant at its fertiliser complex in Visakhapatnam with an investment of Rs. 400 crore (US\$ 53.69 million).
- On September 30, 2021, Prime Minister, Mr. Narendra Modi, inaugurated the CIPET: Institute of Petrochemicals Technology, Jaipur.
- In October 2021, Nayara Energy announced that it expects 15-20 new integrated petrochemical plants to become operational within the next decade in the country, to meet the rising demand for raw materials used in the plastics and clothing industries.
- In October 2021, Rosneft, Russia, launched a large-scale petrochemical production development programme in India with investments worth ~US\$ 750 million at the current implemented stage.
- In September 2021, Bharat Petroleum Corporation (BPCL), announced plans to invest US\$ 4.05 billion, to improve petrochemical capacity and refining efficiencies over the next five years.
- The government is planning to hold roadshows in eight overseas markets for the proposed investors' summit planned in January 2022, with a focus on the petrochemicals sector, and is eager to attract investors to its newly launched Petroleum, Chemicals and Petrochemicals Investment Region (PCPIR) near the upcoming crude oil refinery in Pachpadra village (in Barmer district, Rajasthan).

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

- Under the Interim Budget 2024-25 the government allocated Rs. 192.21 crore (US\$ 23.13 million) to the Department of Chemicals and Petrochemicals.
- Government to open 25,000 Jan Aushadhi Kendras to make medicines available at affordable prices.
- In April 2023, the Cabinet approved the National Medical Devices Policy, 2023.
- The Department of Chemicals & Petrochemicals intends to bring PLI in the chemical & petrochemical sector and will redraft the Petroleum, Chemicals and Petrochemicals Investment Region (PCPIR) guidelines.
- PLI schemes have been introduced to promote Bulk Drug Parks, with a budget of Rs. 1,629 crore (US\$ 213.81 million).
- The Government of India is considering launching a production-linked incentive (PLI) scheme in the chemical sector to boost domestic manufacturing and exports.
- 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 a 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. FDI inflows in the chemicals sector (other than fertilizers) reached US\$ 22.146 billion between April 2000-March 2024.

- 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 the 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. The four PCPIRs are expected to generate employment for ~33.83 lakh people. ~3.50 lakh persons have been employed in direct and indirect activities related to PCPIRs by the end of 2020. The Gujarat Infrastructure Development Corporation (GIDC) has made an investment of around Rs. 17,317 crore (US\$ 2.09 billion) for infrastructure development in the PCPIR.

Road Ahead

Despite the pandemic situation, the Indian chemical industry has numerous opportunities considering the supply chain disruption in China and the trade conflict between 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. The dedicated integrated manufacturing hubs under the Petroleum, Chemicals and Petrochemicals Investment Regions (PCPIR) policy to attract an investment of Rs. 20 lakh crore (US\$ 276.46 billion) by 2035.

To bring about structural changes in the working of the domestic chemical industry, future investments should not only focus on the 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.

(Source: <https://www.ibef.org/industry/chemical-industry-india>)

OUR BUSINESS

Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. Before deciding to invest in the Equity Shares, Shareholders should read this entire Letter of Offer. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with investment in the Equity Shares, you should read section titled "Risk Factors" on page 22, for a discussion of the risks and uncertainties related to those statements, as well as "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 90 and 95, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Unless otherwise stated, the financial information used in this section is derived from our Audited Standalone and Limited Review Standalone Financial Statements.

Overview

Our Company was originally incorporated as "Vipul Dyes and Chemicals Private Limited" at Mumbai Maharashtra as a Private Limited Company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated June 21, 1972, issued by the Registrar of Companies, Mumbai Maharashtra. Subsequently Company converted into public limited Company and the name of the Company was changed to "Vipul Dyes and Chemicals Limited" by passing Special Resolution at the Extra Ordinary General Meeting dated March 29, 1993 vide fresh Certificate dated April 08, 1993, issued by the Registrar of Companies, Mumbai Maharashtra. Further the Company changed its name to "Vipul Dyechem Limited" vide fresh Certificate dated June 24, 1993, issued by the Registrar of Companies, Mumbai Maharashtra. Further the Company changed its name to "Vipul Organics Limited" by passing Special Resolution at the Extra Ordinary General Meeting dated June 13, 2016 and vide fresh Certificate dated July 19, 2016, issued by the Registrar of Companies, Mumbai Maharashtra.

Vipul Dye Chem was established in 1972, which was later renamed **Vipul Organics Limited**, to reflect the product portfolio in the year 2017. Vipul Organics Limited is celebrating its Golden Jubilee and is "50 years young" in the Color Industry.

In 1989, the second generation of the promoters, Mr. Vipul P Shah, joined the company, after completing his Chemical Engineering. He was the one who really gave wings to the company's growth story. Vipul Organics now also ventured into the pigments segment, making it a holistic Dyes and Pigments company that has one-stop products and solutions for anything to do with the category.

In 1995, the company went public and is listed on the Bombay Stock Exchange (BSE).

We are engaged in the business of Dyes & Chemicals. The company has its headquarter in Mumbai. We manufacture a diverse range of products, including pigment powder, pigment dispersion, leather dyes, naphthols, fast colour bases, and fast colour salts & dyes. These products cater to various industries such as printing ink, cosmetics & food industry, paper, paint, plastic, leather and textiles. The company currently serves clients across a broad spectrum of industries ranging from Paint, Plastic, Textiles, Printing Ink, Cosmetics & Food Industry, Paper and several others and has presence in both local and international market.

Based in Maharashtra, we operates in three state-of-the-art facilities and we have a world-class R&D centre dedicated to testing dye and pigment products. The Company leverages a robust distribution network in India and internationally, ensuring its products reach diverse markets worldwide

We firmly believe that quality is remembered long after price is forgotten. With this philosophy as our guiding star, we have focused on producing sustainable products.

We received the OEKO-TEX ECO PASSPORT for our entire Pigment and Reactive Dyes product range for the textile industry under the brand names SunPrint® and SunActive, respectively. This means that the entire product range of Vipul Organics for the Textile Industry is now certified as ZDHC (Zero Discharge of Hazardous Chemicals) Level 3.

We are one of the very few global companies that have been awarded this certificate.

Moreover, we stand out as one of the only companies with an entire range of over 170+ products certified for level 3 Pigment Dispersions for textile printing under our SunPrint brand, positioning us as one of the largest in the category of Pigments. Over 100+ products for Reactive Dyes under the brand name of SunActive are also certified Level 3. By being recognised as a manufacturer of eco-friendly dyes, Vipul Organics is well-positioned to serve as a preferred partner for sustainable textile and garment manufacturers worldwide.



OUR PRODUCTS

Our product range includes Pigment Powder, Pigment Dispersion, Textile Dyes, Paper Dyes, Leather Dyes, Naphthols, Fast Colour Bases, Fast Colour Salts and Dyes Intermediates.

We cater to diverse industries such as paint, plastic, textiles, printing ink, cosmetics, food industry, paper, and more, serving clients domestically and internationally. Beyond our strong local presence, we have established a significant global footprint spanning over 50 countries.

The Company has introduced innovative products including SunCos, SunSeed, and SunPulp, each meticulously designed to meet the specific needs of diverse industries. Vipul Organics has made significant investments in its new Research and Development (R&D) and Application lab. This enables us to experiment with novel compounds, improve product performance, and ensure that our solutions are tailored to the latest industry standards and trends. The Company has doubled its dispersion capacity, allowing it to serve our customers more quickly and efficiently with reduced lead times. Additionally, Vipul Organics has expanded into the American market aiming to grow its presence. This expansion is a key part of the Company's strategy to reach more customers and continue to deliver high-quality dyes and pigments globally.



Our brand spectrum

<div style="text-align: center;"> <h3 style="color: #003366;">SunTONE[®]</h3> <p>(PIGMENT POWDER)</p> </div> <p>Our flagship brand specialises in various pigment powders used in applications including coatings, plastics, printing ink and more.</p>	<div style="text-align: center;"> <h3 style="color: #003366;">SunACTIVE[®]</h3> <p>(REACTIVE DYES FOR TEXTILES)</p> </div> <p>These are premium reactive dyes crafted for dyeing and printing textiles to deliver outstanding quality.</p>	<div style="text-align: center;"> <h3 style="color: #003366;">SunTHOL[®]</h3> <p>(NAPTHOLS)</p> </div> <p>It comprises a high-quality selection of naphthols used in textile dyeing and pigment manufacturing.</p>
<div style="text-align: center;"> <h3 style="color: #003366;">SunPULP[®]</h3> <p>(PIGMENT DISPERSIONS FOR PAPER & PULP COATING)</p> </div> <p>This is our newest product range, which was launched recently. It features an advanced line of pigment dispersions tailored for the pulp and paper industry.</p>	<div style="text-align: center;"> <h3 style="color: #003366;">SunCOAT[®]</h3> <p>(FINE PASTE FOR PAINT & COATING)</p> </div> <p>This series represents a meticulously crafted collection of pigment dispersions designed for paint and coating applications. Our dispersions, emulsions, and pastes are entirely free from VOCs, alkyl/nonyl phenol, ethoxylates, and formaldehyde, adhering to the highest global standards.</p>	<div style="text-align: center;"> <h3 style="color: #003366;">SunPRINT[®]</h3> <p>(PIGMENT PASTE FOR TEXTILES)</p> </div> <p>This includes a thoughtfully developed, eco-friendly range of pigment dispersions for textile printing. Our SunPrint range complies with OEKO-TEX[®] ECO PASSPORT standards and meets ZDHC Level 3 compliance. These certifications indirectly ensure compatibility with GOTS, Bluesign[®], and INDITEX standards.</p>

OUR COMPETITIVE STRENGTHS

Wide range of products.

We are focused on manufacturing speciality chemical intermediates involving complex and differentiated chemistry and technology. Our products have applications across a wide spectrum of industry including pharma, agrochemicals, cosmetics, pigments and dyes. Our diversified product portfolio allows for limited dependence on individual products, helps counter seasonal trends and addresses different business cycles across industries where our products are used. With our track record and wide product portfolio, we have been able to retain our existing customers and have also been able to attract new

customers. The industry observes a high barrier to new entrants due to the complex catalytic processes requiring high level of technical knowledge and R&D capabilities. Based on the technical expertise we have developed over the years; we are able to carry out these processes for our products.

Focus on R&D to leverage complex chemistry and technology

Our focus on product and process innovation through continuous R&D has been instrumental in the growth of our business and improved our ability to customize products for our customers as well as reduced our cost of goods while maintaining our margins. Our R&D is focused on enabling us to perform multi-step synthesis as well as developing in-house processes and identifying complex chemistries. We have a dedicated in-house R&D facility which is equipped with laboratories engaged in development and innovation of catalytic process, new chemical screening and engineering, which assists us in pursuing efficiencies from the initial conceptualization up to commercialization of a product.

Long standing relationships with diversified customers across geographies

We have developed long-term relationships with various corporations that has helped us expand our product offerings, processes and geographic reach. Our customers are typically engaged in various industries, including pharmaceuticals, Agrochemicals & Fertilizers, Water Treatment Chemicals, Cosmetics, Textile, specialty pigments and dyes, additives, polymer etc. and are spread across various geographies, which helps us mitigate risks resulting from customer, industry and geographic concentration. Our customer engagements are dependent on us delivering quality products consistently. Our potential customers may require considerable amounts of time to approve us as suppliers to ensure that all their quality controls are met and that we meet all their requirements across a variety of jurisdictions and multiple regulators. Due to the resources involved in engaging with new suppliers, customers are less inclined to pursue alternate supply sources.

OUR BUSINESS STRATEGIES

Continue to focus on manufacturing by expanding our product portfolio and processes.

We seek to leverage our capabilities, including our manufacturing facilities and quality control practices, to further expand our product portfolio in the existing segments and also enter new business segments. We believe that by developing innovative products and processes and undertaking complex chemistries in our manufacturing operations we can successfully expand our product offerings to larger customer base. Continuous R&D in manufacturing technology and process contributes to better margins. We intend to continue to focus on our ability to customize our products according to the specific requirements of our customers and broaden our portfolio through innovation, focus on sustainable solutions, undertake new chemistries and perform multi-step synthesis of niche products. Currently we are manufacturing various kinds of speciality chemicals catering to the pharma, agrochemicals, cosmetics, pigments and dyes industry.

Capitalize on upward trend of chemical industry and government policy initiatives in the sector.

Our manufacturing capabilities enable us to capitalize on the growing opportunities and emerging trends in our industry, particularly in the chemical industry where the industry is expected to grow at 9.3% to reach US\$ 304 billion by 2025 on the back of rising demands in the end-user segments for specialty chemicals and petrochemicals. The specialty chemicals sector is expected to reach US\$ 40 billion by 2025. The Indian dyes and pigments market is projected to reach US\$ 63 billion by 2022, accounting for about 16-18% of the global dye production. The agrochemicals market in India is expected to register 8.6%

CAGR to reach US\$ 7.4 billion between 2021 and 2026. (Source: https://www.ibef.org/download/1695900466_Chemicals_May_2023.pdf)

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. 100% FDI is allowed in the chemical sector under automatic route with exception to few hazardous chemicals. The Indian Government supports the industry in research & development, reduced the basic customs duty on several products and offers support through the 'Make in India' campaign. Four Petroleum, Chemicals and Petrochemical Investment Regions (PCPIRs) have been set up as the investment regions for petroleum, chemicals and petrochemicals along with associated services. The Government of India is considering launching a production-linked incentive (PLI) scheme in the chemical sector to boost domestic manufacturing and exports. (Source: https://www.ibef.org/download/1695900466_Chemicals_May_2023.pdf)

In this context our company is well-poised to capitalize on these opportunities and initiatives by the Government of India, creating value for all of the stakeholders involved, in the process. We believe a significant demand for our products is generated in India owing to our government's objective to enhance domestic sourcing as well as self-reliance, and that our ability to supply chemical intermediates enables us to tap growth opportunities.

We also intend to capitalize on the unutilized capacity at our manufacturing facility to further increase production of our current portfolio and take advantage of the experience of our sales and marketing team to increase our visibility in the domestic and international market.

Continue to strengthen our presence in India and expand our sales and distribution network in international market

We believe that the long-standing relationships that we have enjoyed with our customers over the years has helped us grow. In addition, we have sales and marketing team and business development team that is dedicated to taking new orders, quoting rates and aids in understanding the requirements of our customers. We intend to focus on increasing our wallet share with existing customers. We have built long-standing relationship with our customers through various strategic endeavors, which we intend to leverage by selling baskets of products to the same customers. In addition, we intend to continue to leverage our existing sales and marketing network, diversified product portfolio. We are expanding globally to serve our existing direct end-use customers as well as to secure new direct end-use customers and expand the reach of our products in new markets.

OUR MANUFACTURING FACILITY

We have our manufacturing facilities near Mumbai, allowing it to connect seamlessly with global customers. Equipped with state-of-the-art technology and equipment, these facilities ensure prompt response times to fulfil client needs. Over its 50+ years of operation, the Company has evolved into a prominent and highly regarded internationally and domestically renowned organisation.

Palghar: This unit is one of the world's largest facilities for producing Blue B Base. Just 80 kilometres from Mumbai. We operate three factories in Palghar, where it produces a variety of products, including OrthoDianisidine (Di Hcl), OT Base, 5COT (Red TR), Fast Bases, Vat Dyes, and Pigment Intermediates.

Tarapur: This is one of the largest Zero Liquid Discharge plants in pigments. Located a short distance

from Palghar and approximately 100 km north of Mumbai, this unit specializes in the production of pigment powder and pigment dispersions.

Ambernath: This unit is one of the world's largest producers of fast salts. Equipped with advanced technology, state-of-the-art equipment and a skilled workforce, this facility excels in manufacturing topquality naphthols, pigment powders, pigment dispersions, reactive dyes, acid dyes, and direct dyes. Located just 60 km south of Mumbai in Ambernath, it enjoys excellent rail and road connectivity to the city.

UTILITIES

Our registered office is well equipped with computer systems, internet connectivity, other communications equipment, security and other facilities which are required for our business operations to function smoothly. It is equipped with requisite utilities and modern facilities including the following:

Power

We have arrangements for regular power and water supply at our manufacturing premises. The requirement of power is estimated around 2,51,816 units. The requirement of power is met by supply from Maharashtra State Electricity Distribution Co. Ltd.

Water

Water requirements of our manufacturing is by a provision of municipal supply at the manufacturing unit.

COMPETITION

The industry in which Company operates is highly competitive. Competition emerges not only from organized sector but also from the unorganized sector and from both small and big regional, National and International players. In adverse and competitive market scenario also, we are able to maintain our growth steadily due to our quality of finished auxiliaries product & supply of products with specified requirements. Our experience in this business has enabled us to provide quality products in response to customer 's demand for best quality.

OUR MAJOR PLANT AND MACHINERY

Sr. No.	Name/Description	Installed capacity
1.	Boilers	1 & 4 Ton
2.	Vessels	3m3, 13m3, 18m3, 27m3 & 48m3
3.	Filter Press	300Kg, 600Kg & 300Kg
4.	MP Pulveriser	150kg/hr
5.	DP Pulveriser	180kg/hr
6.	Continuous Dryer	50kg/hr
7.	Classifier	50kg/hr
8.	Blender	1000kg
9.	Vibro Sieve	75kg/hr
10.	Tray Dryer	2500kg

INSURANCE

Policy No.	Issued by	Premium Paid	Sum insured amount	Risk covered	Place of Coverage	Expiry Date
99000011240 600000024	The New India Assurance Co. Ltd.	5,92,583	28,95,00,000	Material damage and Business Interruption Insurance	Tarapur, T 115 Tarapur Industrial Area, M.I.D.C, Village Pam, Taluka Palghar, 401506-	26/12/2025
99000011240 600000025	The New India Assurance Co. Ltd.	2,53,809	11,10,00,000	Material damage and Business Interruption Insurance	Palghar, Plot No 10/11/12, Survey No 35, Diwan And Sons Industrial Estate, Aliyali, Palghar West, Thane-401404	23/12/2025
13150046242 400000008	The New India Assurance Co. Ltd.	-	252,700,000	Standard Cover Policy	102, Andheri Industrial Estate, Off Veera Desai Road, Andheri (W), Mumbai-400053.	02/07/2025
99000011244 300000050	The New India Assurance Co. Ltd.	1,34,585	105,000,000	Storage of Category I hazardous Goods subject to warranty that goods listed in.	Navi Mumbai 400703, Bhiwandi Thane 421 302 & Raigad, Panvel, Navi Mumbai, Maharashtra 410206	25/12/2025
13150046242 400000008	The New India Assurance Co. Ltd.	4,09,154	5,25,00,000- For Building, Plant & Machinery each 50,00,000 - Furniture, Fixture & fittings 13,50,00,000 - Stock and	Fire coverage for Building, Plant & Machinery,	A-14, MIDC Ambernath, Amp Road, Ambernath (W), Thane-421501.	02/07/2025

			stock in progress, 50,00,000 - Fire loss of profit 1,00,000- Money in safe & Transit each 25,00,000- Public Liability			
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HUMAN RESOURCES

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for our business. Also, our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. We have in our team qualified, technical, skilled and unskilled personnel who are abreast with the updated manufacturing norms. They are committed & dedicated to maintain the specified standard, quality & safety of our products.

PROPERTIES

Sr. No.	Location of the Property	Licensor/Lessor	Lease Rent/ License Fee	Tenor	
				From	To
1.	B-603 A, Kaledonia, Sahar Road, Off. Western Express Highway, Andheri East, Mumbai, Maharashtra, India, 400069	Mack Star Marketing Private Limited	Rs. 6,38,710/- p.m.	15 th March, 2022	14 th March, 2027
2.	Plot no C-76 in the Saykha Industrial Estate, Taluka Vagra, District Bharuch, Gujarat	Gujarat Industrial Development Corporation	Rs. 3,86,75,955/-	9 th January, 2015	8 th January, 2114
3.	Plot No. 11 and 12, S. No. 35, Dewan and sons Industrial Estate, Village - Aliyali, Tal - Palghar, Dist. - Thane.	Owned	-	-	-
4.	Plot No. T - 115, Tarapur Industrial Area, MIDC, Village, Pamtembhi, Boisar - West, Tal. Palghar district, Thane - 401506.	Owned	-	-	-
5.	Plot no A-14, MIDC, AMP Road, Ambernath - West - 421501.	Owned	-	-	-

OUR MANAGEMENT

Board of Directors

Currently, our Company has 6 (Six) Directors on our Board including one Women Director, comprising of 2 (Two) Executive Directors, 1 (One) Non Executive and Non Independent Director and 3 (Three) Independent Directors. The composition of the Board of Directors is governed by the provisions of the Companies Act and the SEBI Listing Regulations and the norms of the code of corporate governance as applicable to listed companies in India.

The Articles of Association provide that our Company shall not have less than three Directors and not more than 15 Directors.

Pursuant to the provisions of the Companies Act, 2013, at least two-third of the total number of Directors, excluding the Independent Directors, are liable to retire by rotation, with one-third of such number retiring at each Annual General Meeting. A retiring director is eligible for re-appointment. Further, an Independent Director may be appointed for a maximum of two consecutive terms of up to five years each.

The following table sets forth details regarding our Board of Directors as of the date of this Letter of Offer.

Name, Father's name, Address, Occupation, Nationality, tenure & DIN	Date of Birth	Status of Directorship in our Company	Other Directorships
1. Mr. Vipul Pravinchandra Shah S/o Mr. Pravinchandra Shah 702 Vardhaman Apt, Hanuman Road, Vile Parle (East), Mumbai, Maharashtra - 400057 Occupation: Business Nationality: Indian Tenure: Five Years DIN: 00181636 PAN: AAEPS9834L	02/02/1966	Managing Director	1. Shree Ambika Naturals Private Limited 2. VIP Chem Private Limited 3. Jayapriya Chemical Industries Limited 4. Adimem Technologies LLP 5. Zeon Chemical Industries LLP 6. VIP Chem LLP
2. Mr. Mihir Vipul Shah S/o Mr. Vipul Shah 702 Vardhaman Apt, Hanuman Road, Above ICICI Direct, Vile Parle (East), Mumbai, Maharashtra - 400057 Occupation: Business Nationality: Indian Tenure: Retire by Rotation DIN: 05126125 PAN: BNMP55785G	05/07/1992	Whole-Time Director	1. Jayapriya Chemical Industries Limited 2. Shree Ambika Naturals Private Limited 3. VIP Chem LLP 4. Zeon Chemical Industries LLP 5. Vitreous Food Service LLP

Name, Father's name, Address, Occupation, Nationality, tenure & DIN	Date of Birth	Status of Directorship in our Company	Other Directorships
3. Mr. Shiv Nath Sahai S/o Mr. Bhajanlal Srivastava C4, 11 Monalisa Jeevan Bima Nagar, Borivali (West), Mumbai, Maharashtra - 400103 Occupation: Professional Nationality: Indian Tenure: Retire by rotation DIN: 00332652 PAN: AAEPS9830Q	02/08/1946	Non-Executive and Non-Independent Director	1. Jayapriya Chemical Industries Limited
4. Mr. Rupesh Jagdish Agrawal S/o Jagdish Agrawal A-302, Mukti Tower, Mhada, Eastern Express Highway, Mulund (East), Mumbai, Maharashtra - 400081 Occupation: Professional Nationality: Indian Tenure: Five years DIN: 09797293 PAN: ADLPA7152M	02/10/1976	Non-Executive and Independent Director	1. Prabbhudas Lilladher IFSC Private Limited 2. PL Wealth Private Limited 3. PL Asset Management Private Limited
5. Mr. Siddhan Subramanian S/o Brahadambadas Subramanian A/1/6-5 23 rd Cross Street, Besant Nagar, Chennai, Tamil Nadu - 600090 Occupation: Professional Nationality: Indian Tenure: Five years DIN: 02101174 PAN: AJUPS5039G	18/03/1951	Non-Executive and Independent Director	1. Kopran Limited
6. Mrs. Megha Satyendra Bhati W/o Satyendra Bhati A-2101, Gokul Gagan, Thakur Village, Kandivali (East), Mumbai, Maharashtra - 400101 Occupation: Service Nationality: Indian Tenure: Five years DIN: 08278063 PAN: AEQPB1318E	31/10/1975	Non-Executive and Independent Director	1. Bismarck Industries Private Limited 2. Sociobliss Private Limited

Relationship between Directors

None of the Directors are related to each other as per the provisions of the Companies Act, 2013, except Mr. Vipul Shah is the father of Mr. Mihir Shah.

Brief Profiles of Directors

1. Mr. Vipul P Shah

Mr. Vipul Shah, aged 59 years is the Managing Director of our Company. He has been associated with the Company since more than two decades. Mr. Vipul P. Shah is a Chemical Engineer and has around 35 years of experience in chemical dye stuff and pharmaceuticals industry.

2. Mr. Mihir V Shah

Mr. Mihir V Shah, aged 32 years, is the Whole-time Director & Chief Financial Officer of our Company. He is graduate in B. Pharma and Master of Business Administration (MBA) from Narsee Monjee Institute of Management Studies, Mumbai. He completed his six months' industrial training in GlaxoSmithKline Pharmaceuticals Limited.

3. Mr. Shiv Nath Sahai

Mr. Shiv Nath Sahai, aged 78 years is the Non-Executive Non-Independent Director of our Company. He has done his PhD. in Technology and has more than 35 years of experience in marketing and Techno commercial areas.

4. Mr. Rupesh Agrawal

Mr. Rupesh Agrawal, aged 48 years is the Non-Executive Independent Director of our Company. He is an Associate Member of Institute of Chartered Accountants of India having experience in Corporate Finance, Taxation and Company Secretarial function for more than 18 years with excellent managerial skills and possesses strong leadership qualities.

5. Mr. Siddhan Subramanian

Mr. Siddhan Subramanian, aged 73 years, is the Non-Executive Independent Director of our Company. He holds PHD Degree in Organic Chemistry from Indian Institute of Technology. His work experience covers R&D in chemicals, agrochemicals and colorants, technical service in textiles, pigments, paper, leather and many more. He has undergone special training as a member of the Select Gold Fish Pond in International Institute of Management Development at Lausanne, Switzerland.

6. Mrs. Megha Bhati

Mrs. Megha Bhati, aged 49 years, is the Non-Executive Independent Director of our Company. She is a post graduate Diploma holding in Business Administration, Management, Marketing from K. C. College, Mumbai. She has also completed S. P. Jain School of Global Management, has 13 years of rich experience as a Strategy Planner and Digital Marketer in Marketing Operations, Business Development, Administration, Channel, Brand, Event Management.

Details of any arrangement or understanding with major shareholders, customers, suppliers or others

Our Company has not entered into any arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the above mentioned Directors have been appointed in the Board.

Other Confirmations:

1. None of Directors are currently, or have been in the past five years, on the Board of Directors of a listed company whose shares have been or were suspended from being traded on the Stock Exchange.
2. None of our Directors is or was, in the past ten years, a director of any listed company which has been or was delisted from any stock exchange in India during the term of their directorship in such company.

CORPORATE GOVERNANCE

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting.

We have Board constituted Board Committees in compliance with the Companies Act. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our executive management provides the Board detailed reports on its performance periodically.

Currently, our Company has 6 (Six) Directors on our Board including Women Director, comprising of 2 (Two) Executive Directors, 1 (One) Non-Executive and Non-Independent Director and 3 (Three) Independent Directors.

The following committees have been formed in compliance with the Corporate Governance norms:

- A) Audit Committee
- B) Stakeholders Relationship Committee
- C) Nomination and Remuneration Committee

AUDIT COMMITTEE

Our Company has constituted an audit committee ("Audit Committee"), as per the provisions of Section 177 of the Companies Act, 2013 and regulation 18 of SEBI LODR Regulations.

The terms of reference of Audit Committee complies with the requirements of Companies Act, 2013 and regulation 18 of SEBI LODR Regulations. The committee presently comprises following three (3) directors. Mr. Siddhan Subramanian is the Chairman of the Audit Committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Siddhan Subramanian	Chairman	Independent Director
2.	Mr. Rupesh Jagdish Agrawal	Member	Independent Director
3.	Mr. Vipul Pravinchandra Shah	Member	Executive Director

Role of Audit Committee

The terms of reference of the Audit Committee are given below:

- oversight of the listed entity's financial reporting process and the disclosure of its financial

-
- information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
 - approval of payment to statutory auditors for any other services rendered by the statutory auditors;
 - reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - o matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - o changes, if any, in accounting policies and practices and reasons for the same;
 - o major accounting entries involving estimates based on the exercise of judgment by management;
 - o significant adjustments made in the financial statements arising out of audit findings;
 - o compliance with listing and other legal requirements relating to financial statements;
 - o disclosure of any related party transactions;
 - o modified opinion(s) in the draft audit report;
9. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 10. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
 11. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 12. approval or any subsequent modification of transactions of the listed entity with related parties;
 13. scrutiny of inter-corporate loans and investments;
 14. valuation of undertakings or assets of the listed entity, wherever it is necessary;
 15. evaluation of internal financial controls and risk management systems;
 16. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 17. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 18. discussion with internal auditors of any significant findings and follow up there on;
 19. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 20. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 21. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 22. to review the functioning of the whistle blower mechanism;
 23. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
-

24. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
25. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on the date of coming into force of this provision.
26. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
27. such other terms of reference/role as may be amended from time to time.

All the items listed in Section 177 of the Act and Regulation 18(3) read with Part C of Schedule II of the SEBI (LODR) Regulations, 2015 are covered in the terms of reference of the Audit Committee.

In addition, to carry out such other functions/powers as may be delegated by the Board to the Committee from time to time.

STAKEHOLDERS RELATIONSHIP COMMITTEE

Our Company has constituted a Stakeholders Relationship Committee ("*Stakeholders relationship committee*") to redress the complaints of the shareholders in terms of section 178 (5) of Companies Act, 2013 and regulation 20 of SEBI LODR Regulations. The committee currently comprises of three (3) Directors. Mr. Siddhan Subramanian is the Chairman of the Stakeholders relationship Committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Siddhan Subramanian	Chairman	Independent Director
2.	Mr. Vipul P Shah	Member	Executive Director
3.	Mr. Mihir V Shah	Member	Executive Director

Role of stakeholder Relationship committee

The Stakeholder Relationship Committee of our Board look into:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of the annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for the effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- such other terms of reference/role as may be amended from time to time.

The status on various complaints received / replied is reported to the Board of Directors as an Agenda item.

NOMINATION AND REMUNERATION COMMITTEE

Our Company has constituted a Nomination and Remuneration Committee ("Nomination and Remuneration Committee") in terms of section 178 (3) of Companies Act, 2013 and regulation 19 of SEBI LODR Regulations. The Committee currently comprises of three (3) Directors. Mr. Siddhan Subramanian is the Chairman of the Nomination and Remuneration Committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Siddhan Subramanian	Chairman	Independent Director
2.	Mr. Rupesh Jagdish Agrawal	Member	Independent Director
3.	Mrs. Megha Satyendra Bhati	Member	Independent Director

The terms of reference of the Nomination and Remuneration Committee are as follows:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - use the services of an external agencies, if required;
 - consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - consider the time commitments of the candidates.
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- recommend to the board, all remuneration, in whatever form, payable to senior management.
- such other terms of reference/role as may be amended from time to time.

Our Key Management Personnel and Senior Management Personnel

Sr. No.	Name of key Management Personnel and Senior Management Personnel	Designation	Associated with the Company Since
1.	Mr. Vipul Shah	Managing Director	15/07/2010
2.	Mr. Mihir Shah	Whole-time Director	01/04/2020
3.	Mr. Mihir Shah	Chief Financial Officer	15/09/2020
4.	Ms. Priya Shadija	Company Secretary & Compliance Officer	10/11/2023

Relationship of Key Managerial Personnel with our Directors, Promoter and / or other Key Managerial Personnel

There is no relationship between Key managerial personnel with Our Directors, Promoters and/ or Other Key Managerial personnel except Mr. Vipul Shah is the father of Mr. Mihir Shah.

SECTION VI – FINANCIAL INFORMATION

FINANCIAL STATEMENTS

Particulars	Page No.
Audited Standalone & Consolidated Financial Statements for the financial year ended on March 31, 2024	F1
Limited Review Report and Unaudited Financial results for the quarter and nine months ended on December 31, 2024	F17
Statement of Accounting Ratios	91

Material changes and commitments, if any, affecting our financial position

There are no material changes and commitments, which are likely to affect our financial position since March 31, 2024 till date of this Letter of Offer. We have not given Restated Financials because we fall under Part-B of SEBI (ICDR), 2018. We have approved and filed the Limited review financial results for the quarter and nine months ended December 31, 2024 with the Stock Exchange. For the Limited review financial results for the quarter and nine months ended December 31, 2024, please see Section “Financial Statement” on page 90.

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1/8, Ground Floor, Bhagwan Raja Nagar, Patel Estate Rd., Jogeshwari (W), Mumbai-400102.
Mob.: 9137588976 / Email : support@jarajanica.com

Independent Auditor's Report

To The Board of Directors of Vipul Organics Limited
Report on Audit of the Standalone Financial Results

Opinion

We have audited the accompanying Statement of Standalone Financial Results of **Vipul Organics Limited** ("the Company") for the quarter and year ended March 31, 2024 together with the notes thereon ("the statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the financial results:

- a) Is presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- b) Gives a true and fair view in conformity with the applicable Indian Accounting Standards and other accounting principles generally accepted in India of the net profit and other comprehensive income and other financial information of the company for the quarter and year ended March 31, 2024.

Basis for Opinion:

We conducted our audit in accordance with the Standards on Auditing (SA's) specified under section 143(10) of The Companies Act 2013, as amended ("the act"). Our responsibilities under those standards are further described in the "Auditors Responsibilities for the Audit of the Standalone Financial Results" section of our report. We are independent of the company in accordance with the Code of Ethics issued by The Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Financial Results under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.



Management's and Board of Directors' Responsibility for the Standalone Annual Financial Results

The Statement has been prepared on the basis of Standalone Financial Statements.

The Company's Management and the Board of Directors of the company are responsible for the preparation and presentation of these Standalone Financial Results that gives a true and fair view of the net profit and other comprehensive income of the Company and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were reporting effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Results that give a true and fair view and are free from any kind of material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Results, the Management and the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern basis of accounting unless the Management and the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative to do so.

The Management and Board of Directors are also responsible for overseeing the financial reporting process of the Company.

Auditors Responsibilities for the Audit of the Standalone Financial Results

Our objective are to obtain reasonable assurance about whether the Standalone Financial Results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level



of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- * Identify and assess the risks of material misstatement of the Standalone Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- * Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances under section 143 (3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- * Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management and the Board of Directors.
- * Evaluate the appropriateness of disclosures made by the Management and the Board of Directors in terms of the requirement specified under Regulation 33 of the List Regulations
- * Conclude on the appropriateness of Management's and the Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern.
- * If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- * Evaluate the overall presentation, structure and content of the Standalone Financial Results, including the disclosures, and whether the Standalone Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.



We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have compiled with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, related safeguards.

Other Matter

The figures for the quarter ended March 31, 2024 are the balancing figures between the audited figures in respect of the full financial year ended March 31, 2024 and the unaudited published year to date figures up to third quarter ended December 31, 2023, which were subject to limited review by us.

Our report on the Standalone Financial Results is not modified in respect of the above matter.

For J. A. Rajani & Co.

Chartered Accountants

FRN: 108331W



P. J. Rajani
P. J. Rajani

Proprietor

M. No. 116740

UDIN: 24116740BKAUWA5529

Place: Mumbai

Date: 30th May, 2024

VIPUL ORGANICS LIMITED

(CIN: L24110MH1972PLC015857)

Registered Office: 102, Andheri Industrial Estate, Off. Veera Desai Road, Andheri (West), Mumbai - 400053

Corporate Office: B 603-A, Kaledonia, Sahar Road, Off. W. E. Highway, Andheri (East), Mumbai - 400069

Telephone no. 022-66139999, Fax no. 022- 66139977/75

Email Id: info@vipulorganics.com; Website: www.vipulorganics.com

(Rs. In Lakhs except EPS)

Statement of Audited Standalone Financial Results for the Quarter and Year Ended March 31, 2024

Particulars	Quarter Ended			Year Ended	
	31-Mar-24	31-Dec-2023	31-Mar-2023	31-Mar-2024	31-Mar-2023
	Audited	Unaudited	Audited	Audited	Audited
I Income from operations					
Revenue from Operations	3,998.95	3,742.10	3,139.43	15,007.86	13,393.25
Other Income	55.37	18.89	(5.78)	91.45	6.48
Total Income	4,054.31	3,761.00	3,133.64	15,099.30	13,399.73
II Expenses					
Cost of Materials Consumed	1,204.04	1,178.16	1,180.97	4,912.57	5,285.03
Purchase of Stock in Trade	1,461.01	797.96	915.55	4,566.98	3,824.45
Changes in inventories of finished goods, work-in-progress & stock-in-trade	(4.42)	478.52	(212.29)	498.27	(516.99)
Employees Benefit Expenses	262.55	264.16	247.04	973.99	882.40
Finance Costs	64.52	55.60	88.54	240.69	267.12
Depreciation	149.73	139.35	170.74	557.74	632.11
Other Expenses	760.65	716.96	689.74	2,885.18	2,750.91
Total Expenses	3,898.09	3,630.72	3,080.29	14,635.42	13,125.03
III Profit before Tax (I-II)	156.22	130.28	53.35	463.88	274.70
IV Exceptional items income/ (Expense)	-	-	-	-	-
V Profit / (Loss) from operations before Extraordinary items & Tax (III-IV)	156.22	130.28	53.35	463.88	274.70
VI Extraordinary Items	-	-	-	-	-
VII Profit / (Loss) from ordinary activities before tax (V-VI)	156.22	130.28	53.35	463.88	274.70
VIII Tax Expenses					
(1) Current Tax	64.24	38.00	22.00	161.63	126.50
(2) Tax of earlier Years	0.00	-	7.08	3.94	7.08
(2) Deferred Tax	(14.93)	12.58	(12.13)	(36.12)	(56.41)
IX Profit after tax for the Period (VII-VIII)	106.92	79.70	36.40	334.44	197.53
X Other Comprehensive Income (net of tax)					
Items that will not be reclassified to profit or loss	3.92	(1.63)	(5.38)	(0.97)	(10.04)
Income tax on relating to Items that will not be reclassified to profit or loss	(0.99)	0.41	2.16	0.24	3.33
Items that will be reclassified to profit or loss	-	-	-	-	-
Income tax on relating to Items that will be reclassified to profit or loss	-	-	-	-	-
XI Total Comprehensive Income for the period	109.85	78.48	33.18	333.71	190.82
XII Paid-up Equity Share Capital (Face Value of Rs. 10 each)	1,301.19	1,291.19	1,281.19	1,301.19	1,281.19
XIII Earning Per Share					
(a) Basic	0.85	0.62	0.28	2.60	1.54
(b) Diluted	0.85	0.62	0.28	2.60	1.54



VIPUL ORGANICS LIMITED
STANDALONE BALANCE SHEET AS AT 31st MARCH ,2024

(Rs. In Lakhs)

	March 31,2024	March 31,2023
ASSETS		
Non-Current Assets		
Property, plant and equipment	2,985.89	3,195.75
Right of use assets	231.03	317.41
Intangible Assets	4.88	6.59
Capital work-in-progress	518.98	33.85
Investment in Subsidiaries	112.55	112.55
Other Investment-Financial Asset	69.37	49.35
Other non-current assets	410.76	355.95
Asset held for Sale	-	48.89
Deferred Tax Assets	49.74	13.67
	4,383.20	4,134.01
Current Assets		
Inventories	3350.65	3547.53
<u>Financial assets</u>		
Trade receivables	4397.82	3352.49
Cash and Cash equivalents	74.62	436.61
Other bank balances	146.11	139.74
Other Financial assets	62.65	56.79
Other current assets	1254.16	803.47
	9,286.02	8,336.62
TOTAL ASSETS	13,669.22	12,470.63
EQUITY AND LIABILITIES		
Equity		
Equity Share Capital	1,301.19	1,281.19
Other Equity	4,472.46	4,052.06
Advance Subscription against share warrants	83.25	-
Equity attributable to owners of the company	5,856.90	5,333.24
Non-Current Liabilities		
Financial Liabilities		
Borrowings	232.30	611.64
Lease Liabilities	193.94	280.96
Non Current provisions	1.77	1.77
Other non Current Liabilities	-	59.00
	428.00	953.37
Current Liabilities		
Financial Liabilities		
Borrowings	2,596.81	2,240.77
Trade payables		
Total Outstanding Dues -Micro and small enterprises	223.14	269.52
Total Outstanding Dues -Others	3,812.37	3,084.54
Other Financial liabilities	402.98	352.63
Other current liabilities	191.06	112.49
Short-term provisions	157.95	124.08
	7,384.32	6,184.02
TOTAL EQUITY AND LIABILITIES	13,669.22	12,470.63



Notes to Audited Standalone Financial Results for the quarter and Year ended 31st March, 2024

- 1 The above Audited Standalone Financial Results were reviewed by the Audit Committee and approved by the Board of Directors in their respective meetings held on Thursday, 30th May, 2024. The Statutory Auditors of the Company have audited the financial results for the quarter and financial year ended 31st March, 2024 in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and have issued their report with unmodified opinion.
- 2 The Board of Directors of the Company has recommended the payment of dividend of Re. 1.00 per Equity Share of Rs. 10/- each for the financial year ended 31st March, 2024, subject to the approval of the shareholders of the Company in the ensuing 52nd Annual General Meeting.
- 3 Based on the "management approach" as defined in Ind AS- 108- Operating Segments, the Company operates in single segment i.e. Dyestuff, Organic Pigments and Organic Intermediates. Hence, disclosure of segment wise information is not applicable.
- 4 The Company had issued and allotted 5,00,000 Warrants convertible into equivalent number of Equity Shares of Rs. 10/- each at an issue price of Rs. 111/- (Rupees One Hundred and Eleven only) including premium of Rs. 101/- (One Hundred and One only) to the promoter group on preferential basis. Further, the Company allotted total 2,00,000 Equity Shares of Rs. 10/- each to promoter group of the Company upon conversion of 1,00,000 warrants on 17th October, 2023 and upon conversion of 1,00,000 warrants on 25th January, 2024.
- 5 During the financial year 2023-24, Authorized Share Capital of the Company was increased from Rs. 13,50,00,000/- (Rupees Thirteen Crore Fifteen Lakh Only) divided into 1,35,00,000 (One Crore Thirty Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each.
- 6 The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity. The Ministry of Labour and Employment had released draft rules for the Code on Social Security, 2020 on November 13, 2020. The Company will assess the impact and its evaluation once the subject rules are notified. The Company will give appropriate impact in its financial results in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.
- 7 The figures for the current quarter and corresponding quarter of previous year are the balancing figures between the audited ones in respect of the full financial years and published unaudited year to date figures upto the third quarter of the respective financial years.
- 8 Previous periods figures have been rearranged/regrouped wherever considered necessary to confirm to the presentation of the current period. All the figures of financial results have been rounded off to nearest Lakh rupees except EPS.

Place - Mumbai
Dated : May 30, 2024



For and on behalf of the Board of Directors
Vipul Organics Limited


Vipul P. Shah
Managing Director
Din : 00181636

VIPUL ORGANICS LIMITED			
Statement of Audited Standalone Cash Flow for the Year ended March 31, 2024			
(Rs. In ` Lakhs)			
Particulars	March 31, 2024	March 31, 2023	
A Cash Flow from Operating Activities			
Net Profit/(Loss) before Tax & Prior Period Items	463.88	274.70	
Adjustment for			
Depreciation and amortisation expense	557.74	632.11	
Other Comprehensive Income	-0.73	-6.71	
Interest Income	-11.30	-8.19	
Dividend Income	-0.74	-0.82	
Fair Value Gain on Financial Assets	-20.02	7.07	
Finance Cost	240.69	267.12	
(Gain) / Loss on sale of Capital Asset	-56.11	4.79	
Subsidy Deferred Revenue Income	-3.28	-4.54	
Operating Profit before Working Capital Changes	1170.14	1165.52	
Adjustment for:			
Decrease/ (Increase) in Inventories	196.88	-493.77	
Decrease/ (Increase) in Trade Receivable	-1030.32	860.80	
Decrease/ (Increase) in current asset/Other Financial Asset	-462.93	81.65	
Decrease/ (Increase) in non current Assets	-54.81	60.74	
Increase/(Decrease) in Trade Payables	681.45	-551.70	
Increase/ (Decrease) in other financial/Other Liabilities	121.32	101.68	
Cash Generated from operations	621.73	1224.92	
Taxes Paid (Including TDS) (net)	-135.73	-200.78	
Net Cash used in Operation	485.99	1024.14	
B Cash Flow from Investing Activities			
Purchase of Tangible and Intangible Assets	-696.03	-311.27	
Proceeds from sale of Fixed Assets	0.00	0.40	
Interest /Dividend Income	11.30	9.01	
Net Cash from Investing Activities	-684.73	-301.86	
C Cash Flow from Financing Activities			
Proceeds from Equity issue	305.25	0.00	
Increase/ (Decrease) in Long term borrowing	-468.03	-37.55	
Increase/ (Decrease) in Short term borrowing	355.53	-33.15	
Dividend Paid	-115.31	-117.80	
Finance cost Paid	-240.69	-267.12	
Net Cash from Financing Activities	-163.25	-455.61	
Net Increase in Cash & Cash Equivalents	-361.98	266.67	
Opening Balance of Cash & Cash Equivalents	436.61	169.93	
Closing Balance of Cash & Cash Equivalent	74.62	436.61	

For and on behalf of the Board of Directors

Vipul Organics Limited


Vipul P Shah
 Managing Director
 Din: 00181636
 Place : Mumbai
 Dated : 30th May 2024



Independent Auditor's Report

To The Board of Directors of Vipul Organics Limited
Report on Audit of the Consolidated Financial Results

Opinion

We have audited the accompanying statement of Consolidated Financial Results of **Vipul Organics Limited** (hereinafter referred to as "the Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") for the quarter and year ended March 31, 2024 together with the notes thereon ("the statement"), being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Results:

- a) Include the annual financial results of the following entities:
Shree Ambika Naturals Private Limited
- b) Are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- c) Gives a true and fair view in conformity with the applicable Indian Accounting Standards and other accounting principles generally accepted in India, of the Consolidated net Profit and other comprehensive income and other financial information of the Group for the quarter and year ended March 31, 2024.

Basis for Opinion:

We conducted our audit in accordance with the Standards on Auditing (SA's) specified under section 143(10) of The Companies Act 2013, as amended ("the act"). Our responsibilities under those standards are further described in the "Auditors Responsibilities for the Audit of the Consolidated Financial Results" section of our report. We are independent of the group in accordance with the Code of Ethics issued by The Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the Consolidated Financial Results under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.



Management's and Board of Directors' Responsibility for the Consolidated Financial Results

The Consolidated Financial Results have been prepared on the basis of Consolidated Annual Financial Statements.

The Holding Company's Management and Board of Directors of the company are responsible for the preparation and presentation of the Consolidated Financial Results that gives a true and fair view of the net profit and other comprehensive income and other financial information of the Group in accordance with the applicable India Accounting Standards prescribed under section 133 of the act read with relevant rules issued thereunder and in compliance with Regulation 33 of the Listing Regulations as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were reporting effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Results that give a true and fair view and are free from any kind of material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Results by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Results, the respective Management and Board of Directors are responsible for assessing in the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern basis of accounting unless the respective Management and Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative to do so.

The respective Management and Board of Directors of the Companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditors Responsibilities for the Audit of the Consolidated Financial Results

Our objective are to obtain reasonable assurance about whether the Consolidated Financial Results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be



expected to influence the economic decisions of users taken because of these consolidated financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- * Identify and assess the risks of material misstatement of the Consolidated Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- * Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances under section 143 (3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- * Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management and the Board of Directors.
- * Evaluate the appropriateness of disclosures made by the Management and the Board of Directors in terms of the requirement specified under Regulation 33 of the List Regulations
- * Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern.
- * If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- * Evaluate the overall presentation, structure and content of the Consolidated Financial Results, including the disclosures, and whether the Consolidated Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.
- * Obtain sufficient appropriate audit evidence regarding the financial results of the entities within the Group to express an opinion on the Consolidated Financial Results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the Consolidated Financial Results of which we are the Independent Auditors. We remain solely responsible for our audit opinion.



We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial Results of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have compiled with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, related safeguards.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations, as amended, to the extent applicable.

Other Matter

The figures for the quarter ended March 31, 2024 are the balancing figures between the audited figures in respect of the full financial year ended March 31, 2024 and the unaudited published figures up to third quarter ended December 31, 2023 which were subject to limited review by us.

Our report on the Consolidated Financial Results is not modified in respect of the above matter.

For J. A. Rajani & Co.
Chartered Accountants

FRN: 108331W

P. J. Rajani

Proprietor

M. No. 116740

UDIN: 24116740BKAUWB7746

Place: Mumbai

Date: 30th May 2024

VIPUL ORGANICS LIMITED

(CIN: L24110MH1972PLC015857)

Registered Office: 102, Andheri Industrial Estate, Off. Veera Desai Road, Andheri (West), Mumbai - 400053

Corporate Office: B 603-A, Kaledonia, Sahar Road, Off. W. E. Highway, Andheri (East), Mumbai - 400069

Telephone no. 022-66139999, Fax no. 022- 66139977/75

Email Id: info@vipulorganics.com; Website: www.vipulorganics.com

(Rs. In Lakhs except EPS)

Statement of Audited Consolidated Financial Results for the Quarter and Year Ended March 31, 2024

Particulars	Quarter Ended		Year Ended		
	31-Mar-24	31-Dec-2023	31-Mar-23	31-Mar-24	31-Mar-23
	Audited	Unaudited	Audited	Audited	Audited
I Income from operations					
Revenue from Operations	3,998.95	3,742.10	3,139.43	15,007.86	13,393.25
Other Income	55.37	18.89	(5.78)	91.45	6.48
Total Income	4,054.31	3,761.00	3,133.64	15,099.30	13,399.73
II Expenses					
Cost of Materials Consumed	1,204.04	1,178.16	1,180.97	4,912.57	5,285.03
Purchase of Stock In Trade	1,461.01	797.96	915.55	4,566.98	3,790.25
Changes in inventories of finished goods, work-in-progress & stock-in-trade	(4.42)	478.52	(212.29)	498.27	(482.79)
Employees Benefit Expenses	262.55	264.16	247.04	973.99	882.40
Finance Costs	64.52	55.60	88.54	240.69	267.12
Depreciation	149.76	139.38	170.78	557.86	632.25
Other Expenses	761.22	716.96	690.33	2,886.51	2,752.71
Total Expenses	3,898.69	3,630.75	3,080.92	14,636.88	13,126.97
III Profit before Tax (I-II)	155.62	130.25	52.72	462.42	272.76
IV Exceptional items Income/ (Expense)	-	-	-	-	-
V Profit / (Loss) from operations before Extraordinary items & Tax (III-IV)	155.62	130.25	52.72	462.42	272.76
VI Extraordinary items	-	-	-	-	-
VII Profit / (Loss) from ordinary activities before tax (V-VI)	155.62	130.25	52.72	462.42	272.76
VIII Tax Expenses					
(1) Current Tax	64.24	38.00	22.00	161.63	126.50
(2) Tax of earlier Years	-	-	7.08	3.94	7.08
(2) Deferred Tax	(15.98)	12.58	(5.44)	(37.17)	(48.01)
IX Profit after tax for the Period (VII-VIII)	107.37	79.67	29.09	334.03	187.20
X Other Comprehensive Income (net of tax)					
Items that will not be reclassified to profit or loss	3.92	(1.63)	(5.38)	(0.97)	(10.04)
Income tax on relating to Items that will not be reclassified to profit or loss	(0.99)	0.41	2.16	0.24	3.33
Items that will be reclassified to profit or loss	-	-	-	-	-
Income tax on relating to Items that will be reclassified to profit or loss	-	-	-	-	-
XI Total Comprehensive Income for the period	110.30	78.45	25.87	333.30	180.49
XII Profit after Tax for the period attributable to					
Owners of Equity	107.17	79.56	25.87	333.85	186.22
Non Controlling Interest	(0.20)	(0.11)	(3.22)	(0.18)	(0.98)
XIII Total Comprehensive Income for the period attributable to	107.37	79.67	29.09	334.03	187.20
Owners of Equity	110.50	78.56	29.09	333.48	181.47
Non Controlling Interest	(0.20)	(0.11)	(3.22)	(0.18)	(0.98)
IV Paid-up Equity Share Capital (Face Value of Rs. 10 each)	1,301.19	1,291.19	1,281.19	1,301.19	1,281.19
XV Earning Per Share					
(a) Basic	0.83	0.62	0.25	2.57	1.45
(b) Diluted	0.83	0.62	0.25	2.57	1.45



	March 31, 2024	March 31, 2023
ASSETS		
Non-Current Assets		
Property, plant and equipment	2,987.84	3,197.83
Right of use assets	231.03	317.41
Intangible Assets	4.88	6.59
Capital work-in-progress	518.98	33.85
Intangible Capital work-in-progress	-	-
Investment in Subsidiaries	-	-
Other Investment-Financial Asset	69.37	49.35
Other non-current assets	411.34	356.53
(d) Other non-current assets	-	-
Deferred Tax Assets	53.67	16.55
Asset held for Sale	-	48.89
	4,277.11	4,027.00
Current Assets		
Inventories	3342.55	3539.43
<u>Financial assets</u>		
Trade receivables	4445.64	3400.32
Cash and Cash equivalents	76.04	438.03
Other bank balances	146.11	139.74
Other Financial assets	62.65	56.79
Other current assets	1255.98	804.07
	9,328.98	8,378.38
TOTAL ASSETS	13,606.09	12,405.38
EQUITY AND LIABILITIES		
Equity		
Equity Share Capital	1,301.19	1,281.19
Other Equity	4,441.17	4,019.91
Advance Subscription against share warrants	83.25	-
Equity attributable to owners of the company	5,825.61	5,301.10
Non Controlling Interest	(15.69)	(15.51)
Non-Current Liabilities		
Financial Liabilities		
Borrowings	232.30	611.64
Lease Liabilities	193.94	280.96
Non Current provisions	1.77	1.77
Deferred tax liabilities (Net)	-	-
Other non Current Liabilities	-	59.00
	428.00	953.37
Current Liabilities		
Financial Liabilities		
Borrowings	2,596.81	2,240.77
Trade payables		
Total Outstanding Dues -Micro and small enterprises	201.503	245.780
Total Outstanding Dues -Others	3,817.794	3,089.610
Other Financial liabilities	403.05	352.68
Other current liabilities	191.06	112.53
Short-term provisions	157.95	125.05
	7,368.17	6,166.42
TOTAL EQUITY AND LIABILITIES	13,606.09	12,405.38



Notes to Audited Consolidated Financial Results for the quarter and Year ended 31st March, 2024

- 1 The above Audited Standalone Financial Results were reviewed by the Audit Committee and approved by the Board of Directors in their respective meetings held on Thursday, 30th May, 2024. The Statutory Auditors of the Company have audited the financial results for the quarter and financial year ended 31st March, 2024 in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and have issued their report with unmodified opinion.
- 2 The Board of Directors of the Company has recommended the payment of dividend of Re. 1.00 per Equity Share of Rs. 10/- each for the financial year ended 31st March, 2024, subject to the approval of the shareholders of the Company in the ensuing 52nd Annual General Meeting.
- 3 Based on the "management approach" as defined in Ind AS- 108- Operating Segments, the Company operates in single segment i.e. Dyestuff, Organic Pigments and Organic Intermediates. Hence, disclosure of segment wise information is not applicable.
- 4 The Company had issued and allotted 5,00,000 Warrants convertible into equivalent number of Equity Shares of Rs. 10/- each at an issue price of Rs. 111/- (Rupees One Hundred and Eleven only) including premium of Rs. 101/- (One Hundred and One only) to the promoter group on preferential basis. Further, the Company allotted total 2,00,000 Equity Shares of Rs. 10/- each to promoter group of the Company upon conversion of 1,00,000 warrants on 17th October, 2023 and upon conversion of 1,00,000 warrants on 25th January, 2024.
- 5 During the financial year 2023-24, Authorized Share Capital of the Company was increased from Rs. 13,50,00,000/- (Rupees Thirteen Crore Fifteen Lakh Only) divided into 1,35,00,000 (One Crore Thirty Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each.
- 6 The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity. The Ministry of Labour and Employment had released draft rules for the Code on Social Security, 2020 on November 13, 2020. The Company will assess the impact and its evaluation once the subject rules are notified. The Company will give appropriate impact in its financial results in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.
- 7 The figures for the current quarter and corresponding quarter of previous year are the balancing figures between the audited ones in respect of the full financial years and published unaudited year to date figures upto the third quarter of the respective financial years.
- 8 Previous periods figures have been rearranged/regrouped wherever considered necessary to confirm to the presentation of the current period. All the figures of financial results have been rounded off to nearest Lakh rupees except EPS.

For and on behalf of the Board of Directors
Vipul Organics Limited




Vipul P. Shah
Managing Director
Din : 00181636

Place - Mumbai

Dated : May 30, 2024

VIPUL ORGANICS LIMITED			
Statement of Audited Consolidated Cash Flow for the Year ended March 31, 2024			
(Rs. In Lakhs)			
Particulars	March 31, 2024	March 31, 2023	
A			
Cash Flow from Operating Activities			
Net Profit/(Loss) before Tax & Prior Period Items	462.42	272.76	
Adjustment for			
Depreciation and amortisation expense	557.86	632.25	
Other Comprehensive Income	-0.73	-6.71	
Interest Income	-11.30	-8.19	
Dividend Income	-0.74	-0.82	
Fair Value Gain on Financial Assets	-20.02	7.07	
Finance Cost	240.69	267.12	
(Gain) / Loss on sale of Capital Asset	-56.11	4.79	
Subsidy Deferred Revenue Income	-3.28	-4.54	
Operating Profit before Working Capital Changes	1168.80	1163.73	
Adjustment for:			
Decrease/ (Increase) in Inventories	196.88	-459.57	
Decrease/ (Increase) in Trade Receivable	-1030.32	860.80	
Decrease/ (Increase) in current asset/Other Financial Asset	-464.15	87.04	
Decrease/ (Increase) in non current Assets	-54.81	35.22	
Increase/(Decrease) in Trade Payables	682.80	-575.27	
Increase/ (Decrease) in other financial/Other Liabilities	120.32	102.47	
Cash Generated from operations	619.53	1214.42	
Taxes Paid (Including TDS) (net)	-135.73	-200.78	
Net Cash used in Operation	483.80	1013.64	
B			
Cash Flow from Investing Activities			
Purchase of Tangible and Intangible Assets	-696.03	-311.27	
Proceeds from sale of Fixed Assets	0.00	0.40	
Interest /Dividend Income	11.30	9.01	
Net Cash from Investing Activities	-684.73	-301.86	
C			
Cash Flow from Financing Activities			
Proceeds from Equity issue	305.25	0.00	
Increase/ (Decrease) in Long term borrowing	-466.36	-37.55	
Increase/ (Decrease) in Short term borrowing	356.04	-33.15	
Dividend Paid	-115.31	-117.80	
Finance cost Paid	-240.69	-267.12	
Net Cash from Financing Activities	-161.07	-455.61	
Net Increase in Cash & Cash Equivalents	-362.00	256.17	
Opening Balance of Cash & Cash Equivalents	438.03	181.86	
Closing Balance of Cash & Cash Equivalent	76.03	438.03	

For and on behalf of the Board of Directors

Vipul Organics Limited

Vipul P Shah
Managing Director
Din: 00181636
Place : Mumbai



Independent Auditor's Review Report

To
The Board of Directors
Vipul Organics Limited

1. We have reviewed the accompanying Statement of Unaudited Standalone Financial Results of Vipul Organics Limited ("the Company") for the quarter and nine months ended December 31, 2024 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder (hereinafter referred to as "the said Indian Accounting Standard") and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of the Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.



4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the said Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For J. A. Rajani & Co.
Chartered Accountants

FRN: 108331W



P. J. Rajani
Proprietor

M. No. 116740

UDIN: 25116740BM0NZJ2590

Mumbai

Date: 12.02.2025

Statement of Unaudited Standalone Financial Results for the Quarter and Nine Month Ended December 31, 2024

Particulars	Quarter Ended			Nine Month Ended		Year Ended
	31-Dec-24	30-Sep-24	31-Dec-23	31-Dec-24	31-Dec-23	31-Mar-24
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I Income from operations						
Revenue from Operations	4,141.24	3,923.97	3,742.10	11,871.26	11,008.91	15,007.86
Other Income	12.45	19.15	18.89	45.49	36.08	91.45
Total Income	4,153.68	3,943.12	3,761.00	11,916.75	11,044.99	15,099.30
II Expenses						
Cost of Materials Consumed	1,705.15	1,736.15	1,178.16	4,732.06	3,708.54	4,912.57
Purchase of Stock In Trade	895.33	918.86	797.96	3,146.69	3,105.97	4,566.98
Changes in inventories of finished goods, work-in-progress & stock-in-	62.14	(242.17)	478.52	(286.40)	502.69	498.27
Employees Benefit Expenses	298.41	301.05	264.16	845.40	711.44	973.99
Finance Costs	59.39	63.69	55.60	180.82	176.17	240.69
Depreciation	158.47	145.43	139.35	428.17	408.01	557.74
Other Expenses	791.86	843.72	716.75	2,352.02	2,124.52	2,885.18
Total Expenses	3,970.75	3,766.73	3,630.51	11,398.75	10,737.33	14,635.42
III Profit before Tax (I-II)	182.94	176.40	130.49	518.00	307.66	463.88
IV Exceptional items Income/ (Expense)	-	-	-	-	-	-
V Profit / (Loss) from operations before Extraordinary items & Tax (III-IV)	182.94	176.40	130.49	518.00	307.66	463.88
VI Extraordinary items	-	-	-	-	-	-
VII Profit / (Loss) from ordinary activities before tax (V-VI)	182.94	176.40	130.49	518.00	307.66	463.88
VIII Tax Expenses						
(1) Current Tax	48.52	35.37	38.00	130.98	97.39	161.63
(2) Tax of earlier Years	(0.00)	29.71	-	29.71	3.94	3.94
(2) Deferred Tax	(10.68)	5.03	12.58	(7.97)	(21.19)	(36.12)
IX Profit after tax for the Period (VII-VIII)	145.09	106.29	79.91	365.28	227.52	334.44
X Other Comprehensive Income (net of tax)						
Items that will not be reclassified to profit or loss	0.24	0.30	(1.63)	(0.82)	(4.89)	(0.97)
Income tax on relating to Items that will not be reclassified to profit or	(0.06)	(0.08)	0.41	0.21	1.23	0.24
Items that will be reclassified to profit or loss	-	-	-	-	-	-
Income tax on relating to Items that will be reclassified to profit or	-	-	-	-	-	-
XI Total Comprehensive Income for the period	144.91	106.06	78.69	364.66	223.86	333.71
XIII Paid-up Equity Share Capital (Face Value of Rs. 10 each)	1,331.19	1,316.19	1,291.19	1,331.19	1,291.19	1,301.19
XIII Earning Per Share (refer note 3)						
(a) Basic	1.11	0.81	0.62	2.79	1.77	2.60
(b) Diluted	1.11	0.81	0.62	2.79	1.77	2.60

Notes to Unaudited Standalone Financial Results for the quarter and Nine Months ended 31st December, 2024

- The above Unaudited Standalone Financial Results for the quarter and Nine Month ended 31st December, 2024 were reviewed by the Audit Committee and approved by the Board of Directors in their respective meetings held on Wednesday, 12th February, 2025 and Statutory Auditors of the Company have carried out a "Limited Review" of the same.
- Based on the "management approach" as defined in Ind AS- 108- Operating Segments, the Company operates in one segment i.e. Dyestuff, Organic Pigments and Organic Intermediates, disclosure of segment wise information is not applicable.
- The Company had issued and allotted 5,00,000 Warrants convertible into equivalent number of Equity Shares of Rs. 10/- each at an issue price of Rs. 111/- (Rupees One Hundred and Eleven only) including premium of Rs. 101/- (One Hundred and One only) to the promoter group on preferential basis. Further, the Company allotted 1,50,000 Equity Shares of Rs. 10/- each to promoter group of the Company upon conversion of 1,50,000 warrants on 14th October, 2024.
- Authorised Share Capital of the Company has been increased from Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 1,50,00,000 (One crore Fifty lakhs) equity shares of Rs. 10/- (Ten only) each to Rupees 20,00,00,000 (Rupees Twenty Crores) divided into 2,00,00,000 (Two crore) equity shares of Rs. 10 (Ten) each by the approval of the Board of Directors at its meeting held on 27th August, 2024 and by members of the Company on 30th September, 2024.
- Previous periods' figures have been regrouped /rearranged wherever considered necessary to confirm to the presentation of the current period. All the figures of financial results have been rounded off to the nearest Lakhs.

Place - Mumbai
Dated : February 12, 2025



For and on behalf of the Board of Directors
Vipul Organics Limited

Mihir V. Shah
Whole Time Director & CFO
Din : 05126125

Independent Auditor's Review Report

To

The Board of Directors

Vipul Organics Limited

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of Vipul Organics Limited ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), for the quarter and nine months ended December 31, 2024 ("the Statement"), being submitted by the Parent pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of the Parent personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion. We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.



4. The Statement includes the results of the following entities:

Sr. No.	Name of the Entity	Relationship
1.	Vipul Organics Limited	Parent
2.	Shree Ambika Naturals Pvt Ltd	Subsidiary Company

5. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For J. A. Rajani & Co.
Chartered Accountants
FRN: 108331W



P. J. Rajani
Proprietor
M. No. 116740
UDIN: 25116740BM0NZK2684
Mumbai
Date: 12.02.2025

VIPUL ORGANICS LIMITED
(CIN: L24110MH1972PLC015857)

Registered Office: 102, Andheri Industrial Estate, Off. Veera Desai Road, Andheri (West), Mumbai - 400053

Corporate Office: B 603-A, Kaledonia, Sahar Road, Off. W. E. Highway, Andheri (East), Mumbai - 400069

Telephone no. 022-66139999, Fax no. 022- 66139977/75

Email Id: info@vipulorganics.com; Website: www.vipulorganics.com

(Rs. In Lakhs except EPS)

Statement of Unaudited Consolidated Financial Results for the Quarter and Nine Month Ended December 31, 2024

Particulars	Quarter Ended			Nine Month Ended		Year Ended
	31-Dec-24	30-Sep-24	31-Dec-23	31-Dec-24	31-Dec-23	
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	
I Income from operations						
Revenue from Operations	4,141.24	3,923.97	3,742.10	11,871.26	11,008.91	15,007.86
Other Income	12.45	19.15	18.89	45.49	36.08	91.45
Total Income	4,153.68	3,943.12	3,760.99	11,916.75	11,044.99	15,099.30
II Expenses						
Cost of Materials Consumed	1,705.15	1,736.15	1,178.16	4,732.06	3,708.54	4,912.57
Purchase of Stock In Trade	895.33	918.86	797.96	3,146.69	3,105.97	4,566.98
Changes in inventories of finished goods, work-in-progress & stock-in-trade	62.14	(242.17)	478.52	(286.40)	502.69	498.27
Employees Benefit Expenses	298.41	301.05	264.16	845.40	711.44	973.99
Finance Costs	59.39	63.69	55.60	180.82	176.17	240.69
Depreciation	158.50	145.46	139.38	428.25	400.10	557.86
Other Expenses	791.97	844.04	716.96	2,352.89	2,125.29	2,886.51
Total Expenses	3,970.89	3,767.08	3,630.75	11,399.70	10,738.19	14,636.88
III Profit before Tax (I-II)	182.79	176.04	130.25	517.05	306.80	462.42
IV Exceptional items Income / (Expense)	-	-	-	-	-	-
V Profit / (Loss) from operations before Extraordinary items & Tax (III-IV)	182.79	176.04	130.25	517.05	306.80	462.42
VI Extraordinary items	-	-	-	-	-	-
VII Profit / (Loss) from ordinary activities before tax (V-VI)	182.79	176.04	130.25	517.05	306.80	462.42
VIII Tax Expenses						
(1) Current Tax	48.52	35.37	38.00	130.98	97.39	161.63
(2) Earlier Year Tax Adjustment	-	29.71	-	29.71	3.94	3.94
(2) Deferred Tax	-10.68	5.03	12.58	-7.97	(21.19)	(37.17)
IX Profit after tax for the Period (VII-VIII)	144.95	105.94	79.67	364.33	226.66	334.03
X Other Comprehensive Income (net of tax)						
Items that will not be reclassified to profit or loss	0.24	0.30	1.63	0.82	4.89	0.97
Income tax on relating to Items that will not be reclassified to profit or loss	-0.06	-0.08	-0.41	-0.21	-1.23	-0.24
Items that will be reclassified to profit or loss	-	-	-	-	-	-
Income tax on relating to Items that will be reclassified to profit or loss	-	-	-	-	-	-
XI Total Comprehensive Income for the period	144.77	105.71	78.45	363.71	223.00	333.30
XII Profit after Tax for the period attributable to						
Owners of Equity	145.73	106.09	79.78	364.74	227.04	334.21
Non Controlling Interest	(0.78)	(0.16)	(0.11)	(0.42)	(0.38)	(0.18)
	144.95	105.94	79.67	364.33	226.66	334.03
XIII Total Comprehensive Income for the period attributable to						
Owners of Equity	145.03	105.87	78.56	364.13	223.38	333.48
Non Controlling Interest	-0.26	(0.16)	(0.11)	(0.42)	(0.38)	(0.18)
	144.77	105.71	78.45	363.71	223.00	333.30
XIV Paid-up Equity Share Capital (Face Value of Rs. 10 each)	1,331.19	1,316.19	1,291.19	1,331.19	1,291.19	1,301.19
XV Earning Per Share (refer note 3)						
(a) Basic	1.11	0.81	0.62	2.78	1.76	2.57
(b) Diluted	1.11	0.81	0.62	2.78	1.76	2.57

Notes to Unaudited Consolidated Financial Results for the quarter and Nine Months ended on 31st Decemeber, 2024

- The above Unaudited Consolidated Financial Results for the quarter and Nine Months ended 31st December, 2024 were reviewed by the Audit Committee and approved by the Board of Directors in their respective meetings held on Wednesday, 12th February, 2025 and Statutory Auditors of the Company have carried out a "Limited Review" of the same.
- Based on the "management approach" as defined in Ind AS- 108- Operating Segments, the Company operates in one segment i.e. Dyestuff, Organic Pigments and Organic Intermediates, disclosure of segment wise infromation is not applicable.
- The Company had issued and allotted 5,00,000 Warrants convertible into equivalent number of Equity Shares of Rs. 10/- each at an issue price of Rs. 111/- (Rupees One Hundred and Eleven only) including premium of Rs. 101/- (One Hundred and One only) to the promoter group on preferential basis. Further, the Company allotted 1,50,000 Equity Shares of Rs. 10/- each to promoter group of the Company upon conversion of 1,50,000 warrants on 14th October, 2024.
- Authorised Share Capital of the Company has been increased from Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 1,50,00,000 (One crore Fifty lakhs) equity shares of Rs. 10/- (Ten only) each to Rupees 20,00,00,000 (Rupees Twenty Crores) divided into 2,00,00,000 (Two crore) equity shares of Rs. 10 (Ten) each by the approval of the Board of Directors at its meeting held on 27th August , 2024 and by members of the Company on 30th September, 2024.
- Previous periods' figures have been regrouped /rearranged wherever considered necessary to confirm to the presentation of the current period. All the figures of financial results have been rounded off to the nearest Lakhs.

For and on behalf of the Board of Directors

Vipul Organics Limited

Mihir V. Shah

Whole Time Director & CFO

Din : 05126125

Place - Mumbai
Dated - February 12, 2025



STATEMENT OF ACCOUNTING RATIOS

Accounting Ratios

The following table presents certain accounting and other ratios derived from our audited standalone and consolidated financial statements included in the section titled “Financial Information” beginning on page 90 of this Letter of Offer.

Accounting Ratios (Standalone)

Particulars	Period ended December 31, 2024	Period ended March 31, 2024
Earnings Per Share		
(a) Basic Earnings Per Share (after extraordinary items) (In Rs.)	2.79	2.60
(b) Diluted Earnings Per Share (after extraordinary items) (In Rs.)	2.79	2.60
Return on Net Worth (after extraordinary items and excluding Revaluation reserves) (%)	5.90%	5.71%
Net Asset Value / Book Value per Equity Share each	46.49	45.01
Face Value per Equity Share	10.00	10.00
EBITDA (Rs. in Lakhs)	1,126.99	1,262.31

Accounting Ratios (Consolidated)

Particulars	Period ended December 31, 2024	Period ended March 31, 2024
Earnings Per Share		
(a) Basic Earnings Per Share (after extraordinary items) (In Rs.)	2.78	2.57
(b) Diluted Earnings Per Share (after extraordinary items) (In Rs.)	2.78	2.57
Return on Net Worth (after extraordinary items and excluding Revaluation reserves) (%)	5.92%	5.73%
Net Asset Value / Book Value per Equity Share each	46.25	44.77
Face Value per Equity Share	10.00	10.00
EBITDA (Rs. in Lakhs)	1,126.12	1,260.98

Capitalization Statement

The statement on our capitalisation is as set out below:

Standalone Capitalization statement

(Rs. in Lakhs)

Particulars	As at December 31, 2024 (Pre-Issue)	As adjusted for proposed Issue
Borrowings		
Current Borrowings	271.27	271.27
Non-Current Borrowings (including current maturity)	713.74	713.74

Particulars	As at December 31, 2024 (Pre-Issue)	As adjusted for proposed Issue
Total borrowings (A)	985.01	985.01
Total Equity		
Share capital	1,331.19	1,774.92
Reserves and surplus*	4,857.62	6,455.04
Total Equity (B)	6,188.81	8,229.96
Non-current Borrowings / Total Equity ratio	0.12	0.09
Total borrowings / Total Equity ratio (A/B)	0.16	0.12

*Excluding other Comprehensive Income.

Consolidated Capitalization statement

(Rs. in Lakhs)

Particulars	As at December 31, 2024 (Pre-Issue)	As adjusted for proposed Issue
Borrowings		
Current Borrowings	271.27	271.27
Non-Current Borrowings (including current maturity)	713.74	713.74
Total borrowings (A)	985.01	985.01
Total Equity		
Share capital	1,331.19	1,774.92
Reserves and surplus*	4,825.38	6,442.80
Total Equity (B)	6,156.56	8,217.72
Non-current Borrowings / Total Equity ratio	0.12	0.09
Total borrowings / Total Equity ratio (A/B)	0.16	0.12

*Excluding other Comprehensive Income.

MARKET PRICE INFORMATION

The Equity Shares of our Company are listed on the BSE. As our Equity Shares are listed only on the BSE, stock market data for our Equity Shares has been given for BSE.

For the purpose of this section:

- Year is a Financial Year;
- Average price is the average of the daily closing prices of the Equity Shares, for the year, or the month, or the week, as the case may be;
- High price is the maximum of the daily high prices and Low price is the minimum of the daily low prices of the Equity Shares, for the year, or the month, as the case may be; and
- In case of two days with the same high/low/closing price, the date with higher volume has been considered.

Yearly Stock Market Quotation at BSE

The high, low prices and average of closing prices recorded on the BSE for the preceding three Financial Years and the number of Equity Shares traded on the days the high and low prices were recorded are stated below:

Year ended on March 31	High (in Rs)	Date of High	No. of Shares traded on date of high	Low (in Rs)	Date of Low	No. of Shares traded on date of low	Average price for the year (in Rs.)
2024	225.45	20 th February, 2024	2,99,682	95.31	3 rd April, 2023	6,028	141.18
2023	225.95	6 th April, 2022	44,211	85.70	29 th March, 2023	53,896	146.24
2022	236.15	25 th January, 2022	76,487	146.70	30 th December, 2021	4987	181.36

(Source: www.bseindia.com)

Monthly Stock Market Quotation at BSE

The high and low prices and volume of the Equity Shares traded on the respective dates during the last six months is as follows:

Month	High (in Rs.)	Date of High	No. of Shares traded on date of high	Low (in Rs.)	Date of Low	No. of Shares traded on date of low	Average price for the Month (in Rs.)	Total No of Trading Days
February, 2025	220.85	05 th February, 2025	2,132	185.60	18 th February, 2025	2,523	206.60	20
January, 2025	248.95	02 nd January, 2025	6,298	192.05	28 th January, 2025	9,872	227.21	23

Month	High (in Rs.)	Date of High	No. of Shares traded on date of high	Low (in Rs.)	Date of Low	No. of Shares traded on date of low	Average price for the Month (in Rs.)	Total No of Trading Days
December, 2024	268.15	10 th December, 2024	39,295	237.80	31 st December, 2024	2,441	250.80	21
November, 2024	274.10	01 st November, 2024	3,501	245.20	13 th November, 2024	4,721	255.90	19
October, 2024	320.25	07 th October, 2024	61,950	259.65	29 th October, 2024	2,805	285.40	22
September, 2024	260.75	30 th September, 2024	1,14,167	213.20	18 th September, 2024	11,159	230.37	21
August, 2024	259.90	23 rd August, 2024	21,099	216.95	5 th August, 2024	96,069	242.89	21

(Source: www.bseindia.com).

Weekly Stock Market Quotation at BSE

Week end closing prices of the Equity Shares for the last four weeks on the BSE are as below:

Week Ended on	Closing Price (In Rs.)	High (in Rs.)	Date of High	Low (in Rs.)	Date of Low
07 th March, 2025	210.80	210.80	07 th March, 2025	187.15	03 rd March, 2025
28 th February, 2025	187.80	230.80	24 th February, 2025	187.80	28 th February, 2025
21 st February, 2025	206.75	206.75	21 st February, 2025	185.60	18 th February, 2025
14 th February, 2025	206.90	219.15	10 th February, 2025	204.60	12 th February, 2025

(Source: www.bseindia.com).

The closing price of the Equity Shares as on August 26, 2024 was Rs. 258.00 on the BSE, the trading day immediately preceding the day on which Board of Directors approved the Issue.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with the "Financial Statements" beginning on page 90 of this Letter of Offer.

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should also read "Risk Factors" and "Forward Looking Statements" beginning on page 22 and 16, respectively of this Letter of Offer, which discuss a number of factors and contingencies that could affect our financial condition and results of operations.

Our financial statements included in this Letter of Offer are prepared in accordance with Ind AS, which differs in certain material respects from other accounting standards such as IFRS. Our financial year ends on March 31 of each year. Accordingly, all references to a particular financial year are for the 12 months ended March 31 of that year. Unless otherwise indicated or the context requires, the financial information for Fiscal 2023 included herein is based on the Audited Financial Statements included in this Letter of Offer. For further information, see "Financial Statements" beginning on page 90 of this Letter of Offer.

Neither we, nor any of our affiliates or advisors, nor any other person connected with the Issue has independently verified such information. For further information, see "Presentation of Financial and other Information" beginning on page 14 of this Letter of Offer.

Business overview

Our Company was originally incorporated as "Vipul Dyes and Chemicals Private Limited" at Mumbai Maharashtra as a Private Limited Company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated June 21, 1972, issued by the Registrar of Companies, Mumbai Maharashtra. Subsequently Company converted into public limited Company and the name of the Company was changed to "Vipul Dyes and Chemicals Limited" by passing Special Resolution at the Extra Ordinary General Meeting dated March 29, 1993 vide fresh Certificate dated April 08, 1993, issued by the Registrar of Companies, Mumbai Maharashtra. Further the Company changed its name to "Vipul Dyechem Limited" vide fresh Certificate dated June 24, 1993, issued by the Registrar of Companies, Mumbai Maharashtra. Further the Company changed its name to "Vipul Organics Limited" by passing Special Resolution at the Extra Ordinary General Meeting dated June 13, 2016 and vide fresh Certificate dated July 19, 2016, issued by the Registrar of Companies, Mumbai Maharashtra.

Vipul Dye Chem was established in 1972, which was later renamed **Vipul Organics Limited**, to reflect the product portfolio in the year 2017. Vipul Organics Limited is celebrating its Golden Jubilee and is "50 years young" in the Color Industry.

In 1989, the second generation of the promoters, Mr. Vipul P Shah, joined the company, after completing his Chemical Engineering. He was the one who really gave wings to the company's growth story. Vipul Organics now also ventured into the pigments segment, making it a holistic Dyes and Pigments company that has one-stop products and solutions for anything to do with the category.

In 1995, the company went public and is listed on the Bombay Stock Exchange (BSE).

For further details, refer chapter titled "Our Business" on page 73.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

To the knowledge of our Company and except as disclosed herein, since the date of the last financial statements contained in this Letter of Offer, no other circumstances have arisen which would materially and adversely affect or which would be likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 (twelve) months.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "*Risk Factors*" beginning on page 22 of this Letter of offer. Our results of operations and financial conditions are affected by numerous factors including the following:

- Experienced Promoter and team
- Export oriented business
- Large Economies of scale
- Distribution of network
- Quality of Products

SIGNIFICANT ACCOUNTING POLICIES

The accounting policies have been applied consistently to the periods presented in the Limited Review Unaudited Standalone & Consolidated Financial Statements and Audited Standalone & Consolidated Financial Statements. For details of our significant accounting policies, please refer chapter titled "Financial Statements" on page 90 of this Letter of Offer.

CHANGE IN ACCOUNTING POLICIES

Except as mentioned in chapter titled "Financial Statements" on page 90, There has been no change in accounting policies for the period which has been included in this Letter of Offer.

RESERVATIONS, QUALIFICATIONS AND ADVERSE REMARKS

For details, please refer chapter titled "Financial Statements" on page 90 of this Letter of Offer.

SUMMARY OF OPERATIONS

The following discussion on result of operations should be read in conjunction with the Audited Standalone and Consolidated financial statements of our Company for financial year ended March 31, 2024, March 31, 2023 and the Unaudited Standalone and Consolidated financial results for the quarter and nine months ended December 31, 2024 and December 31, 2023.

The following table sets forth, for the fiscal years indicated, certain items derived from our Company's Audited financial statements, in each case stated in absolute terms and as a percentage of total sales and/or total revenue:

(Rs. In Lacs)

Particulars	For the financial year ended 31 st March, 2024		For the financial year ended 31 st March, 2023	
	Standalone	Consolidated	Standalone	Consolidated
Income: -				
Revenue from Operations	15,007.86	15,007.86	13,393.25	13,393.25
<i>As a % of Total Revenue</i>	99.39%	99.39%	99.95%	99.95%
Other Income	91.45	91.45	6.48	6.48
<i>As a % of Total Revenue</i>	0.61%	0.61%	0.05%	0.05%
Total Revenue (A)	15,099.31	15,099.31	13,399.73	13,399.73
Growth %				
Expenditure: -				
Cost of Material Consumed	4,912.57	4,912.57	5,285.03	5,285.03
<i>As a % of Total Revenue</i>	32.54%	32.54%	39.44%	39.44%
Purchase of stock-in-trade	4,566.98	4,566.98	3,824.45	3,790.25
<i>As a % of Total Revenue</i>	30.25%	30.25%	28.54%	28.29%
Changes in inventory of finished goods, Work-in-progress and Stock- in- trade	498.27	498.27	(516.99)	(482.79)
<i>As a % of Total Revenue</i>	3.30%	3.30%	(3.86%)	-3.60%
Employees Benefit Expenses	973.99	973.99	882.40	882.40
<i>As a % of Total Revenue</i>	6.45%	6.45%	6.59%	6.59%
Finance Cost	240.69	240.69	267.12	267.12
<i>As a % of Total Revenue</i>	1.59%	1.59%	1.99%	1.99%
Depreciation and Amortization Expenses	557.74	557.86	632.11	632.25
<i>As a % of Total Revenue</i>	3.69%	3.69%	4.72%	4.72%
Other Expenses	2,885.18	2886.51	2,750.91	2,752.71
<i>As a % of Total Revenue</i>	19.11%	19.12%	20.53%	20.54%
Total Expenses (B)	14,635.42	14,636.88	13125.03	13,126.97
<i>As a % of Total Revenue</i>	96.93%	96.94%	97.95%	97.96%
Profit before exceptional items and tax	463.89	462.42	274.70	272.76
<i>As a % of Total Revenue</i>	3.07%	3.06%	2.05%	2.04%
Exceptional Items	-	-	-	-
Profit before Tax	463.89	462.42	274.70	272.76
<i>PBT Margin</i>	3.07%	3.06%	2.05%	2.04%
Tax Expense:				
i. Current Tax	161.63	161.63	126.5	126.5
ii. Adjustment in respect of earlier years	3.94	3.94	7.08	7.08
iii. Deferred Tax	(36.12)	(37.17)	(56.41)	(48.01)
Profit after Tax	334.44	334.03	197.53	187.19
<i>PAT Margin %</i>	2.21%	2.21%	1.47%	1.40%

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2024 WITH FINANCIAL YEAR ENDED MARCH 31, 2023

INCOME

Income from Operations

(Rs. In Lacs)

Particulars	2023-24		2022-23		Variance in %	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Revenue from Operations	15,007.86	15,007.86	13,393.25	13,393.25	12.06%	12.06%

The operating income of the Company for the year ending March 31, 2024 on standalone and consolidated basis is Rs. 15,007.86 Lakhs as compared to Rs. 13,393.25 lakhs for the year ended March 31, 2023 on standalone and consolidated basis, showing an increase of 12.06%, and such increase is due to increase in volume of sales.

Other Income

Our other income increased from Rs. 6.48 lakhs to Rs. 91.45 lakhs on standalone and consolidated basis. This was primarily due to increase in Non-Operating Income on standalone and consolidated basis.

Direct Expenses

(Rs. In Lacs)

Particulars	2023-24		2022-23		Variance in %	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Cost of Material Consumed	4,912.57	4,912.57	5,285.03	5,285.03	16.12%	16.12%
Purchase of Stock-in-Trade	4,566.98	4,566.98	3,824.45	3,790.25		
Changes in Inventory of finished goods	498.27	498.27	(516.99)	(482.79)		
Total	9,977.82	9,977.82	8,592.49	8,592.49		

Our Direct Expenses consists of Cost of Material Consumed, Purchase of Stock-in-Trade and Change in Inventories which has increased by 16.12% from Rs. 8,592.49 lakhs in year ended March 31, 2023 to Rs. 9,977.82 lakhs in year ended March 31, 2024 on standalone & consolidated basis. The increase is due to the increase in the revenue.

Employee Benefit Expenses

(Rs. In Lacs)

Particulars	2023-24		2022-23		Variance in %	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Employee Benefit Expenses	973.99	973.99	882.40	882.40	10.38%	10.38%

There is 10.38% increase in employee benefit expenses from Rs. 882.40 lakhs during year ended March 31, 2023 to Rs. 973.99 lakhs during year ended March 31, 2024 on standalone and consolidated basis, which is due to increase in staff and salary & wages.

Depreciation

There is 11.77% decrease in Depreciation expenses during the year ended March 31, 2024 as compared with depreciation expenses during the year ended March 31, 2023 due to decrease in written down value or depreciable assets on standalone and consolidated basis respectively.

Finance Cost

Finance Cost during ended March 31, 2024 have decreased to Rs. 240.69 lakhs as compared to Rs. 267.12 lakhs during the year ended March 31, 2023 due to decrease in borrowings on standalone and consolidated basis respectively.

Other Expenses

Particulars	2023-24		2022-23		(Rs. In Lacs) Variance in %	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Other Expenses	2,885.18	2,886.51	2,750.91	2,752.71	4.88%	4.86%

There is 4.88% increase in other expenses from Rs. 2,750.91 Lakhs during the year ended March 31, 2023 to Rs. 2,885.18 Lakhs during the year ended March 31, 2024 on standalone basis which is in line with volume of business operations and accordingly, there is 4.86% increase in other expenses from Rs. 2,752.71 Lakhs during the year ended March 31, 2023 to Rs. 2,886.51 Lakhs during the year ended March 31, 2024 on consolidated basis which is in line with volume of business operations.

Profit Before Tax

Particulars	2023-24		2022-23		(Rs. In Lacs) Variance in %	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Profit Before Tax	463.88	462.42	274.70	272.76	68.87%	69.54%

Profit before tax increased by 68.87% from Rs. 274.70 lakhs during the year ended March 31, 2023 to Rs. 463.88 lakhs during the year ended March 31, 2024 on standalone basis due to increase in volume of sales. Also, Profit before tax increased by 69.54% from Rs. 272.76 lakhs during the year ended March 31, 2023 to Rs. 462.42 lakhs during the year ended March 31, 2024 on consolidated basis due to increase in volume of sales of the Company.

Provision for Tax and Net Profit

Particulars	2023-24		2022-23		(Rs. In Lacs) Variance in %	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Taxation Expense	129.45	128.39	77.17	85.57	67.75%	50.05%
Profit After Tax	334.44	334.03	197.53	187.19	69.31%	78.45%

Profit after tax increased by 69.31% from Rs. 197.53 Lakhs during the year ended March 31, 2023 to Rs. 334.44 Lakhs during the year March 31, 2024 on standalone increase in turnover and capital utilization of the Company. Also, Profit after tax increased by 78.45% from Rs. 187.19 Lakhs during the year ended March 31, 2023 to Rs. 334.04 Lakhs during the year ended March 31, 2024 on consolidated basis due to increase in turnover and capital utilization of the Company.

The following table sets forth, for the fiscal years indicated, certain items derived from our Company's Unaudited financial results for the quarter and nine months ended, in each case stated in absolute terms and as a percentage of total sales and/or total revenue:

Particulars	For the quarter and nine months ended December 31, 2024		For the quarter and nine months ended December 31, 2023	
	Standalone	Consolidated	Standalone	Consolidated
Income: -				
Revenue from Operations	11,871.26	11,871.26	11,008.91	11,008.91
As a % of Total Revenue	99.62%	99.62%	99.67%	99.67%
Other Income	45.49	45.49	36.08	36.08
As a % of Total Revenue	0.38%	0.38%	0.33%	0.33%
Total Revenue (A)	11,916.75	11,916.75	11,044.99	11,044.99
Growth %				
Expenditure: -				
Cost of Material Consumed	4,732.06	4,732.06	3,708.54	3,708.54
As a % of Total Revenue	39.71%	39.71%	33.58%	33.58%
Purchase of stock-in-trade	3,146.68	3,146.69	3,105.97	3,105.97
As a % of Total Revenue	26.41%	26.41%	28.12%	28.12%
Changes in inventory of finished goods, Work-in-progress and Stock- in- trade	(286.40)	(286.40)	502.69	502.69
As a % of Total Revenue	(2.40%)	(2.40%)	4.55%	4.55%
Employees Benefit Expenses	845.40	845.40	711.44	711.44
As a % of Total Revenue	7.09%	7.09%	6.44%	6.44%
Finance Cost	180.82	180.82	176.17	176.17
As a % of Total Revenue	1.52%	1.52%	1.60%	1.60%
Depreciation and Amortization Expenses	428.17	428.25	408.01	408.10

Particulars	For the quarter and nine months ended December 31, 2024		For the quarter and nine months ended December 31, 2023	
	Standalone	Consolidated	Standalone	Consolidated
<i>As a % of Total Revenue</i>	3.59%	3.59%	3.69%	3.69%
Other Expenses	2,352.02	2,352.89	2,124.52	2,125.21
<i>As a % of Total Revenue</i>	19.74%	19.74%	19.24%	19.24%
Total Expenses (B)	11,398.75	11,399.71	10,737.34	10,738.12
<i>As a % of Total Revenue</i>	95.65%	95.66%	97.21%	97.22%
Profit before exceptional items and tax	518.00	517.05	307.65	306.87
<i>As a % of Total Revenue</i>	4.35%	4.34%	2.79%	2.78%
Exceptional Items	-	-	-	-
Profit before Tax	518.00	517.05	307.65	306.87
<i>PBT Margin</i>	4.35%	4.34%	2.79%	2.78%
Tax Expense:				
i. Current Tax	130.98	130.98	97.39	97.39
ii. Adjustment in respect of earlier years	29.71	29.71	3.94	3.94
iii. Deferred Tax	(7.97)	(7.97)	(21.19)	(21.19)
Profit after Tax	365.28	364.33	227.51	226.73
<i>PAT Margin %</i>	3.07%	3.06%	2.06%	2.05%

COMPARISON OF QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2024 WITH QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2023

INCOME

Income from Operations

(Rs. In Lacs)

Particulars	31.12.24		31.12.23		Variance in %	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Revenue from Operations	11,871.26	11,871.26	11,008.91	11,008.91	7.83%	7.83%

The operating income of the Company for the quarter and nine months ended December 31, 2024 on standalone and consolidated basis is Rs. 11,871.26 Lakhs as compared to Rs. 11,008.91 Lakhs for the quarter and nine months ended December 31, 2023 on standalone and consolidated basis, showing an increase of 7.83%, and such increase is due to increase in volume of sales.

Other Income

Our other income increased to Rs. 45.49 lakhs during quarter and nine months ended December 31, 2024 to Rs. 36.08 lakhs during quarter and nine months ended December 31, 2023 on standalone and consolidated basis respectively. This was primarily due to increase in Non-Operating Income on standalone and consolidated basis.

Direct Expenses

(Rs. In Lacs)

Particulars	31.12.24		31.12.23		Variance in %	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Cost of Material Consumed	4,732.06	4,732.06	3,708.54	3,708.54	3.76%	3.76%
Purchase of Stock-in-Trade	3,146.68	3,146.69	3,105.97	3,105.97		
Changes in Inventory of finished goods	(286.40)	(286.40)	502.69	502.69		
Total	7,592.34	7,592.34	7,317.20	7,317.20		

Our Direct Expenses consists of Cost of Material Consumed, Purchase of Stock-in-Trade and Change in Inventories which has increased by 3.76% from Rs. 7,317.20 lakhs during the quarter and nine months ended December 31, 2023 to Rs. 7,592.34 lakhs during quarter and nine months ended December 31, 2024 on standalone and consolidated basis. The increase is due to the increase in the revenue on standalone and consolidated basis.

Employee Benefit Expenses

(Rs. In Lacs)

Particulars	31.12.24		31.12.23		Variance in %	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Employee Benefit Expenses	845.40	845.40	711.44	711.44	18.83%	18.83%

There is 18.83% increase in employee benefit expenses from Rs. 711.44 lakhs during quarter and nine months ended December 31, 2023 to Rs. 845.40 lakhs during quarter and nine months ended December 31, 2024 on standalone and consolidated basis, which is due to increase in staff and salary & wages.

Depreciation

There is 4.94% increase in Depreciation expenses from Rs. 408.01 lakhs during quarter and nine months ended December 31, 2023 to Rs. 428.17 lakhs during quarter and nine months ended December 31, 2024 on standalone basis during the quarter and nine months ended December 31, 2024 as compared with depreciation expenses from Rs. 408.10 lakhs during quarter and nine months ended December 31, 2023 to Rs. 428.25 lakhs during quarter and nine months ended December 31, 2024 on consolidated basis due to increase in written down value or depreciable assets on standalone and consolidated basis respectively.

Finance Cost

There is increase of 2.64% increase in Finance Cost during quarter ended December 31, 2024, to 180.82 lakhs as compared to Rs. 176.17 lakhs during the quarter ended December 31, 2023 due to increase in borrowings on standalone and consolidated basis respectively.

Other Expenses

(Rs. In Lacs)

Particulars	31.12.24		31.12.23		Variance in %	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Other Expenses	2,352.02	2,352.89	2,124.52	2,125.21	10.71%	10.71%

There is 10.71% increase in other expenses from Rs. 2,124.52 Lakhs during the quarter and nine months ended December 31, 2023 to Rs. 2,352.02 Lakhs during the quarter and nine months ended December 31, 2024 on standalone basis which is in line with volume of business operations and accordingly, there is 10.71% increase in other expenses from Rs. 2,125.21 Lakhs during the quarter and nine months ended December 31, 2023 to Rs. 2,352.89 Lakhs during the quarter and nine months ended December 31, 2024 on consolidated basis which is in line with volume of business operations.

Profit Before Tax

(Rs. In Lacs)

Particulars	31.12.24		31.12.23		Variance in %	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Profit Before Tax	518.00	517.04	307.65	306.87	68.37%	68.49%

Profit before tax increased by 68.37% from Rs. 307.65 lakhs during the quarter and nine months ended December 31, 2023 to Rs. 518.00 lakhs during the quarter and nine months ended December 31, 2024 on standalone basis. Also, Profit before tax increased by 68.49% from Rs. 306.87 lakhs during the quarter and nine months ended December 31, 2023 to Rs. 517.04 lakhs during the quarter and nine months ended December 31, 2024 on consolidated basis.

Provision for Tax and Net Profit

(Rs. In Lacs)

Particulars	31.12.24		31.12.23		Variance in %	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Taxation Expense	152.72	152.72	80.14	80.14	90.57%	90.57%
Profit after Tax	365.28	364.32	227.51	226.73	60.56%	60.68%

Profit after tax increased by 60.56% from Rs. 227.51 Lakhs during the quarter and nine months ended December 31, 2023 to Rs. 365.28 Lakhs during the quarter and nine months ended December 31, 2024 on standalone basis due to increase in turnover and capital utilization of the Company. Also, Profit after tax increased by 60.68% from Rs. 226.66 Lakhs during the quarter and nine months ended December 31, 2023 to Rs. 364.32 Lakhs during the quarter and nine months ended December 31, 2024 on consolidated basis due to increase in turnover and capital utilization of the Company.

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

Other than as described in the chapter titled *“Risk Factors”* and chapter titled *“Management’s Discussion and Analysis of Financial Conditions and Results of Operations”* beginning on pages 22 and 95, respectively, of this Letter of Offer, to our knowledge there are no known trends or uncertainties that have or are expected to have a material adverse impact on our income from continuing operations.

Unusual or Infrequent Events or Transactions

Except as described elsewhere in this Letter of Offer, there have been no events or transactions to our knowledge which may be described as “unusual” or “infrequent”.

Significant economic/regulatory changes

Government policies governing the sector in which we operate as well as the overall growth of the Indian economy has a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

There are no significant economic changes that materially affected our Company’s operations or are likely to affect income except as mentioned in the chapter titled *“Risk Factors”* on page 22 of this Letter of Offer.

Expected future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known

Other than as described in the chapter titled *“Risk Factors”* and chapter titled *“Management’s Discussion and Analysis of Financial Conditions and Results of Operations”* beginning on pages 22 and 95, respectively, and elsewhere in this Letter of Offer, there are no known factors to our knowledge which would have a material adverse impact on the relationship between costs and income of our Company. Our Company’s future costs and revenues will be determined by demand/supply situation and government policies.

The extent to which material increases in net sales or revenue are due to increased sales volume or increased sales prices

Increase in revenues is by and large linked to increase in sale of our services.

Competitive Conditions

We expect competition in the sector from existing and potential competitors to intensify. However, on account of cost reduction and cost control, consistently delivering quality services, we are able to stay competitive. For further details, kindly refer the chapter titled *“Our Business”* beginning on page 73 of this Letter of Offer.

SECTION VII - LEGAL AND OTHER INFORMATION

LITIGATIONS AND OTHER DEFAULTS

Our Company is subject to various legal proceedings from time to time, primarily arising in the ordinary course of business. There is no outstanding litigation which has been considered material in accordance with our Company's 'Policy for Determination of Materiality', framed in accordance with Regulation 30 of the SEBI Listing Regulations, and accordingly, there is no such outstanding litigation involving our Company that requires disclosure in this Letter of Offer. However, solely for the purpose of the Issue, the following outstanding litigations have been disclosed in this section of this Letter of Offer, to the extent applicable: any outstanding civil litigation, including tax litigation, involving our Company, where the amount involved is where the amount involved is 20% of Turnover or Net Worth of the Company for the immediately preceding financial year ("**Materiality Threshold**") or above.

Except as disclosed below, there are no outstanding litigation with respect to (i) issues of moral turpitude or criminal liability on the part of our Company; (ii) material violations of statutory regulations by our Company; (iii) economic offences where proceedings have been initiated against our Company; (iv) any pending matters, which if they result in an adverse outcome, would materially and adversely affect our operations or our financial position.

Pre-litigation notices received by our Company from third-parties (excluding notices pertaining to any offence involving issues of moral turpitude, criminal liability, material violations of statutory regulations or proceedings related to economic offences) shall not be evaluated for materiality until such time our Company are impleaded as defendants in litigation proceedings before any judicial forum.

LITIGATIONS INVOLVING OUR COMPANY

Litigations Against our Company

Criminal proceeding against our Company

Nil

Action and Proceeding initiated by Statutory / Regulatory Authority including economic offences against our Company

Nil

Other Proceeding against our Company including matters which are considered material as per Materiality Policy

Nil

Tax Liability against our company

The company has following Tax Liability against the non-payment of Advance Income Tax as follow:

Name of the statute/ dues	Amount (in Rs. Lakhs)	Period	Forum where the dispute is pending
Income Tax Act,1961	0.55	A.Y. 2002-03	Income Tax Appellant Tribunal, Mumbai
Income Tax Act,1961	3.16	A.Y. 2011-12	Commissioner of Income Tax–Appeals, Mumbai

Income Tax Act,1961	217.14	A.Y. 2017-18	Income Tax Appellant Tribunal, Mumbai **
Income Tax Act,1961	44.44	A.Y. 2022-23	Commissioner of Income Tax-Appeals

**The Company has decided to prefer an appeal with Income Tax Appellant Tribunal against the order dated 29/05/2024 passed by Commissioner of Income Tax-Appeals

Litigations by our Company

Criminal proceeding by our Company

Nil

Litigation involving our Directors, Promoters and Promoter Group

Nil

LITIGATIONS INVOLVING SUBSIDIARY COMPANIES

Litigations against Subsidiary Companies

Criminal proceeding against our Subsidiary Companies

Nil

Action and Proceeding initiated by Statutory/Regulatory Authority against of our Subsidiary Companies

Nil

Other Proceeding against our Subsidiary Companies

Nil

Litigations by Subsidiary Companies

Criminal proceeding by our Subsidiary Companies

Nil

Other Proceeding by our Subsidiary Companies

Nil

Revenue Matters:

Nil

DISCLOSURES PERTAINING TO WILFUL DEFAULTERS OR FRAUDULENT BORROWERS

Neither our Company, our Promoters, our Directors are or have been classified as a willful defaulter or fraudulent borrower by a bank or financial institution or a consortium thereof in accordance with the guidelines on willful defaulters or fraudulent borrower issued by RBI.

AMOUNT DUE TO MSME

There are pending dues of Rs. 103.13 Lakhs to MSME supplier for more than 45 (Forty Five) days as on 31st December, 2024.

GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company requires various consents, licenses, permissions and approvals from various central and state authorities under various rules and regulations for carrying on its present business activities. We have received the necessary consents, licenses, permissions and approvals from the Government of India and various governmental agencies required for our present business and to undertake the Issue. Such consents, licenses, permissions and approvals may be required to be renewed periodically and applications for the same are made at the appropriate stage.

Since, our Company intends to utilize the proceeds of the Issue to meet the Capital Expenditure requirements towards Construction of Factory Building and Purchase of Plant & Machineries, to part finance working capital requirement of our company and General Corporate Purpose, no government and regulatory approval pertaining to the Object of the Issue will be required.

MATERIAL DEVELOPMENTS

There have not arisen, since the date of the last financial statements disclosed in this Letter of Offer, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

For further details, please refer to the chapter titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 95 of this Letter of Offer.

OTHER REGULATORY AND STATUTORY DISCLOSURES**Authority for the Issue**

This Issue has been authorized by the resolution passed by our Board at its meeting held on August 27, 2024 pursuant to Section 62 (1) (a) of the Companies Act, 2013 and other applicable provisions. The Rights Issue Committee has approved the Record Date for the Issue at its meeting held on March 04, 2025 and this Letter of Offer at its meeting held on March 10, 2025.

Rights Issue Committee, in its meeting held on September 30, 2024, has resolved to issue the Equity Shares to the Eligible Equity Shareholders, at Rs. 54.00 per Equity Shares. In view of the present market conditions, the members of the Rights Issue Committee recommended to revise the issue price to Rs. 46.00 per equity share at their meeting held on March 04, 2025, aggregating up to Rs. 2,041.15 Lakhs. The Issue Price is Rs. 46.00 (including a premium of Rs. 36.00) per Equity Share has been arrived at by our Company prior to determination of the Record Date.

Our Company has received in-principle approval from BSE in accordance with Regulation 28(1) of the SEBI Listing Regulations for listing of the Equity Shares to be Allotted in this Issue pursuant to their letter dated February 24, 2025. Our Company will also make application to BSE to obtain its trading approval for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

Our Company has been allotted the ISIN INE834D20018 for the Rights Entitlements to be credited to the respective demat accounts of the Equity Shareholders of our Company. For details, see "*Terms of the Issue*" beginning on page 118 of this Letter of Offer.

Prohibition by SEBI

Our Company, our Promoter, our Directors, the members of our Promoter Group and persons in control of our Company have not been prohibited from accessing the capital market or debarred from buying or selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any authority/court as on date of this Letter of Offer.

Further, our Promoter and our Directors are not promoter or director of any other company which is debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI. None our Directors or Promoter is associated with the securities market in any manner. Further, there is no outstanding action initiated against any of our Directors or Promoters by SEBI in the five years preceding the date of filing of this Letter of Offer.

Neither our Promoter nor our Directors have been declared as fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018).

Prohibition by RBI

Neither our Company, nor our Promoter, and Directors have been categorized or identified as wilful defaulters or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

Eligibility for this Issue

Our Company is a listed company and has been incorporated under the Companies Act, 1956. Our Equity Shares are presently listed on the BSE Ltd. Our Company is eligible to offer Equity Shares pursuant to this Issue in terms of Chapter III and other applicable provisions of the SEBI ICDR Regulations. Further, our Company is undertaking this Issue in compliance with Part B of Schedule VI of the SEBI ICDR Regulations.

Compliance with Regulations 61 and 62 of the SEBI ICDR Regulations

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company has made application to the Stock Exchange and received in-principle approval for listing of the Equity Shares to be issued pursuant to this Issue. BSE is the Designated Stock Exchange for the Issue.

Compliance with Part B of Schedule VI of the SEBI ICDR Regulations

Our Company is in compliance with the provisions specified in Clause (1) of Part B of Schedule VI of the SEBI ICDR Regulations as explained below:

1. Our Company has been filing periodic reports, statements and information in compliance with the SEBI Listing Regulations, as applicable for the last one year immediately preceding the date of filing of this Letter of Offer with the Designated Stock Exchange;
2. The reports, statements and information referred to above are available on the websites of BSE; and
3. Our Company has an investor grievance-handling mechanism which includes meeting of the Stakeholders' Relationship Committee at frequent intervals, appropriate delegation of power by our Board as regards share transfer and clearly laid down systems and procedures for timely and satisfactory redressal of investor grievances.

As our Company satisfies the conditions specified in Clause (1) of Part B of Schedule VI of SEBI ICDR Regulations, and given that the conditions specified in Clause (3) of Part B of Schedule VI of SEBI ICDR Regulations are not applicable to our Company, the disclosures in this Letter of Offer are in terms of Clause (4) of Part B of Schedule VI of the SEBI ICDR Regulations.

Disclaimer Clause of SEBI

The Draft Letter of Offer has not been filed with SEBI in terms of SEBI ICDR Regulations as the present Issue being Rs. 2,041.15 which is less than Rs. 5,000.00 lakhs. Our Company is in compliance with first proviso to Regulation 3 of the SEBI ICDR Regulations and our Company shall file the copy of the Letter of Offer prepared in accordance with the SEBI ICDR Regulations with SEBI for information and dissemination on the website of SEBI i.e. www.sebi.gov.in.

Disclaimer from our Company, our Director(s)

Our Company accept no responsibility for statements made otherwise than in this Letter of Offer or in any advertisement or other material issued by our Company or by any other persons at the instance of

our Company and anyone placing reliance on any other source of information would be doing so at their own risk.

Investors who invest in the Issue will be deemed to have represented to our Company and its officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares, and are relying on independent advice / evaluation as to their ability and quantum of investment in the Issue.

Caution

Our Company shall make all relevant information available to the Eligible Equity Shareholders in accordance with SEBI ICDR Regulations and no selective or additional information would be available for a section of the Eligible Equity Shareholders in any manner whatsoever including at presentations, in research or sales reports etc. after filing of this Letter of Offer.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Letter of Offer. You must not rely on any unauthorized information or representations. This Letter of Offer is an offer to sell only the Equity Shares and rights to purchase the Equity Shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this Letter of Offer is current only as of its date.

Disclaimer with respect to jurisdiction

This Letter of Offer has been prepared under the provisions of Indian laws and the applicable rules and regulations thereunder. Any disputes arising out of the Issue will be subject to the jurisdiction of the appropriate court(s) in Mumbai, Maharashtra, India only.

Designated Stock Exchange

The Designated Stock Exchange for the purpose of the Issue is BSE.

Listing

Our Company will apply to BSE for final approval for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

Disclaimer Clause of BSE

As required, a copy of this Letter of Offer has been submitted to the BSE. The Disclaimer Clause as intimated by BSE to us, post scrutiny of this Letter of Offer is set out below:

"BSE Limited ("the Exchange") has given, vide its letter dated February 24, 2025 permission to this Company to use the Exchange's name in this Letter of Offer as one of the Stock Exchange on which this Company's securities are proposed to be listed. The Exchange has scrutinized this Letter of Offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

- Warrant, certify or endorse the correctness or completeness of any of the contents of this Letter of Offer; or
- Warrant that this Company's securities will be listed or will continue to be listed on the Exchange; 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 Letter of Offer has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange 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.

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THE RIGHTS ENTITLEMENTS AND EQUITY SHARES REFERRED TO IN THE LETTER OF OFFER ARE BEING OFFERED IN INDIA, BUT NOT IN THE UNITED STATES. THE OFFERING TO WHICH THE LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. Envelopes containing an Application Form should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under this Letter of Offer. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and this Letter of Offer/ Abridged Letter of Offer, Application Form and the Rights Entitlement Letter will be dispatched to the Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who acquires the Rights Entitlements and the Equity Shares will be deemed to have declared, represented, warranted and agreed, by accepting the delivery of the Letter of Offer, (i) that it is not and that, at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made; and (ii) is authorised to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws, rules and regulations.

Our Company reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in or dispatched from the United States of America; (ii) does not include the relevant certification set out in the Application Form headed "Overseas Shareholders" to the effect that the person accepting and/or renouncing the Application Form does not have a registered address (and is not otherwise located) in the United States, and such person is

complying with laws of the jurisdictions applicable to such person in connection with the Issue, among others; (iii) where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; or (iv) where a registered Indian address is not provided, and our Company shall not be bound to allot or issue any Equity Shares or Rights Entitlement in respect of any such Application Form.

None of the Rights Entitlements or the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), or any state securities laws in the United States. Accordingly, the Rights Entitlements and Equity Shares are being offered and sold only outside the United States in compliance with Regulations under the Securities Act and the applicable laws of the jurisdictions where those offers and sales are made.

NO OFFER IN ANY JURISDICTION OUTSIDE INDIA

NO OFFER OR INVITATION TO PURCHASE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES IS BEING MADE IN ANY JURISDICTION OUTSIDE OF INDIA, INCLUDING, BUT NOT LIMITED TO AUSTRALIA, BAHRAIN, CANADA, THE EUROPEAN ECONOMIC AREA, GHANA, HONG KONG, INDONESIA, JAPAN, KENYA, KUWAIT, MALAYSIA, NEW ZEALAND, SULTANATE OF OMAN, PEOPLE'S REPUBLIC OF CHINA, QATAR, SINGAPORE, SOUTH AFRICA, SWITZERLAND, THAILAND, THE UNITED ARAB EMIRATES, THE UNITED KINGDOM AND THE UNITED STATES. THE OFFERING TO WHICH THIS LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT FOR SALE IN ANY JURISDICTION OUTSIDE INDIA OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, THIS LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO ANY OTHER JURISDICTION AT ANY TIME.

Consents

Consents in writing of our Directors, the Registrar to the Issue and the Bankers to the Issue/ Refund Bank to act in their respective capacities, have been obtained and such consents have not been withdrawn up to the date of this Letter of Offer.

Expert Opinion

Our Company has not obtained any expert opinions.

Performance vis-à-vis objects – Public/Rights Issue of our Company

Our Company has not made any public/rights issues during the five years immediately preceding the date of this Letter of Offer. There have been no instances in the past, wherein our Company has failed to achieve the objects in its previous issues.

Filing

SEBI *vide* the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Letter of Offer with SEBI for rights issues has been increased. The threshold of the rights issue size under Regulation 3 (b) of the SEBI ICDR Regulations has been increased

from Rupees ten crores to Rupees fifty crores. Since the size of this Issue falls below this threshold, the Letter of Offer has been filed with the Stock Exchange and not with SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with the Stock Exchange.

Mechanism for Redressal of Investor Grievances

Our Company has adequate arrangements for redressal of investor grievances in compliance with the SEBI Listing Regulations. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular no. CIR/ OIAE/ 2/ 2011 dated June 3, 2011. Consequently, investor grievances are tracked online by our Company.

Our Company has a Stakeholders Relationship Committee which meets at least once a year and as and when required. Its terms of reference include considering and resolving grievances of Shareholders in relation to transfer of shares and effective exercise of voting rights. Our Registrar and Share Transfer Agent. All investor grievances received by us have been handled by the Registrar and Share Transfer Agent in consultation with the Company Secretary and Compliance Officer.

Investor complaints received by our Company are typically disposed of within 15 days from the receipt of the complaint.

Investors may contact the Registrar or our Company Secretary and Compliance Officer for any pre-Issue or post Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e mail address of the sole/ first holder, folio number or demat account number, number of Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process). For details on the ASBA process, see "*Terms of the Issue*" beginning on page 118. The contact details of Registrar to the Issue and our Company Secretary and Compliance Officer are as follows:

Investor Grievances arising out of this Issue

Investors may contact the Registrar to the Issue at:

Bigshare Services Private Limited

Office No. S6-2, 6th Floor, Pinnacle Business Park,

Next to Ahura Centre, Mahakali Caves Road,

Andheri (East), Mumbai – 400093

Tel No.: +91 -22-62638200

Website: www.bigshareonline.com

E-mail ID: rightsissue@bigshareonline.com;

Contact Person: Mr. Vinod Yadav

SEBI Registration No: INR000001385

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue/post- Issue related matter such as non-receipt of letter of Allotment, credit of Rights Equity Shares, refund and such other matters. The contact details of the Compliance Officer are as follows:

Company Secretary and Compliance Officer

Ms. Priya Shadija

B-603 A, Kaledonia, Sahar Road, Off. Western Express Highway,
Andheri East, Mumbai, Maharashtra, India, 400069

Email: companysecretary@vipulorganics.com

Website: www.vipulorganics.com

Tel: +91 022-66139999

Investors may contact the Company Secretary and Compliance Officer at the above mentioned address for any pre-Issue/ post-Issue related matters such as non-receipt of Letters of Allotment / share certificates/ demat credit/ Refund Orders etc.

EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI

Our Company has not submitted any application to SEBI for exemption from complying with any provisions of Securities.

Status of Complaints

- i. Total number of complaints received during Fiscal 2021: Nil
- ii. Total number of complaints received during Fiscal 2022: Nil
- iii. Total number of complaints received during Fiscal 2023: Nil
- iv. Total number of complaints received during Fiscal 2024: 09
- v. Total number of complaints received during Fiscal 2024 (till date): 0
- vi. Time normally taken for disposal of various types of investor complaints: 15 days
 - (a) Share transfer process: Within 15 days after receiving full set of documents
 - (b) Share transmission process: Within 21 days after receiving full set of documents
 - (c) Other Complaints: Within 15 days from the receipt of the complaint

Status of outstanding investor complaints

As on the date of the LOF, there were Nil outstanding investor complaints.

Changes in Auditor during the last three years

M/s. J. A. Rajani & Co., Chartered Accountants, Mumbai (Firm Registration No.: 108331W) be and are hereby appointed as Statutory Auditors of the Company in place of the retiring auditors viz. M/s. R. A. Kuvadia & Co., Chartered Accountants, Mumbai, to hold office for a period of 5 (five) consecutive years from the conclusion of the 50th Annual General Meeting until the conclusion of the 55th Annual General Meeting of the Company to be held in the financial year ending 31st March, 2027.

Minimum Subscription

The objects of the Issue are meeting the Capital Expenditure requirements towards Construction of Factory Building and Purchase of Plant & Machineries, to part finance working capital requirement of our company and General Corporate Purpose for a project.

However, our promotor has indicated that they will subscribe fully to their portion of right entitlement. Further, the promoters have confirmed that do intend to apply for, and subscribe to, additional Rights Equity Shares over and above their Rights Entitlements (including unsubscribed portion of the Issue, if any).

In accordance with Regulation 86 of SEBI (ICDR) Regulations, if our Company does not receive the minimum subscription of at least 90% of the Issue of the Equity Shares being offered under this Issue, on an aggregate basis, our Company shall refund the entire subscription amount received within 4 (four) days from the Issue Closing Date. If there is delay in making refunds beyond such period as prescribed by applicable laws, our Company will pay interest for the delayed period at rates prescribed under applicable laws. The above is subject to the terms mentioned under “Terms of the Issue” on page 118 of this Letter of Offer.

SECTION VIII – ISSUE INFORMATION**TERMS OF THE ISSUE**

This section is for the information of the Eligible Equity Shareholders proposing to apply in this Issue. The Eligible Equity Shareholders should carefully read the provisions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company is not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. The Eligible Equity Shareholders are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and this Letter of Offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI Right Issue Circulars, the Eligible Equity Shareholders proposing to apply in this Issue can apply only through ASBA or by mechanism as disclosed in this Letter of Offer.

This Issue and the Rights Equity Shares proposed to be issued on a rights basis, are subject to the terms and conditions contained in the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, FEMA, FEMA Rules, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with the Stock Exchange and the terms and conditions as stipulated in the Allotment advice.

DISPATCH AND AVAILABILITY OF ISSUE MATERIALS

In accordance with the SEBI ICDR Regulations, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, this Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Shareholders can access this Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable laws) on the websites of:

- (i) Our Company at www.vipulorganics.com;
- (ii) The Registrar at www.bigshareonline.com;
- (iii) The Stock Exchange at www.bseindia.com;

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., Bigshare Services Private Limited at www.bigshareonline.com) by entering

their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., www.vipulorganics.com).

Please note that neither our Company nor the Registrar shall be responsible for non-dispatch of physical copies of Issue materials, including this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

The distribution of this Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that this Letter of Offer is being filed with the Stock Exchange. Accordingly, the Rights Entitlements and Equity Shares may not be offered or sold, directly or indirectly, and this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with this Issue may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed.

Accordingly, persons receiving a copy of this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Equity Shares or the Rights Entitlements, distribute or send this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who makes an application to acquire Rights Entitlements and the Equity Shares offered in the Issue will be deemed to have declared, represented and warranted that such person is authorized to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India).

PROCESS OF MAKING AN APPLICATION IN THE ISSUE

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Shareholders desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA.

Investors can submit either the Application Form in physical mode to the Designated Branches of the SCSBs or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) authorizing the SCSB to block the Application Money in an ASBA Account maintained with the SCSB. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process. For details, titled “Procedure for Application through the ASBA Process” on page 121.

Please note that subject to SCSBs complying with the requirements of SEBI Circular CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

Further, in terms of the SEBI Circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details refer “Grounds for Technical Rejection” on page 127. Our Company, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, refer chapter titled “Application on Plain Paper under ASBA process”.

Options available to the Eligible Equity Shareholders

The Rights Entitlement Letter will clearly indicate the number of Equity Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- a) apply for its Equity Shares to the full extent of its Rights Entitlements; or
- b) apply for its Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- c) apply for Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- d) apply for its Equity Shares to the full extent of its Rights Entitlements and apply for additional Equity Shares; or

- e) renounce its Rights Entitlements in full.

Making of an Application through the ASBA process

A Shareholders, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Shareholders desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Shareholders should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, *via* the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

Our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Do's for Shareholders applying through ASBA:

- a) Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated as the Equity Shares will be allotted in the dematerialized form only.
- b) Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.
- c) Ensure that there are sufficient funds (equal to {number of Equity Shares (including additional Equity Shares) applied for} X {Application Money of Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.
- d) Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application Form and have signed the same.

- e) Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.
- f) Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.
- g) Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.

Don'ts for Shareholders applying through ASBA:

- a) Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.
- b) Do not send your physical Application to the Registrar, the Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.
- c) Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.
- d) Do not submit Application Form using third party ASBA account.

Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchange. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address or is a U.S. Person or in the United States.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- (a) Name of our Company, being Vipul Organics Limited;
- (b) Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- (c) Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID;

- (d) Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue;
- (e) Number of Equity Shares held as on Record Date;
- (f) Allotment option – only dematerialised form;
- (g) Number of Equity Shares entitled to;
- (h) Number of Equity Shares applied for within the Rights Entitlements;
- (i) Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
- (j) Total number of Equity Shares applied for;
- (k) Total amount paid at the rate of Rs. 46.00 (including a premium of Rs. 36.00) per Equity Share;
- (l) Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
- (m) In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- (n) Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- (o) Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
- (p) All such Eligible Equity Shareholders are deemed to have accepted the following:

"I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for Shareholders in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/ We (i) am/ are, and the person, if any, for whose account I/ we am/ are acquiring such Rights Entitlement and/ or the Rights Equity Shares is/ are, outside the U.S., (ii) am/ are not a "U.S. Person" as defined in ("Regulations"), and (iii) is/ are acquiring the Rights Entitlement and/ or the Rights Equity Shares in an offshore transaction meeting the requirements of Regulations.

I/ We acknowledge that the Company, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where a Shareholders submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Shareholders are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, and the Registrar not having any liability to the Shareholders. The plain paper Application format will be available on the website of the Registrar at www.bigshareonline.com.

Our Company, and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Shareholders' ASBA Accounts on or before the Issue Closing Date.

Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

- a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date;
- b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
- c) The remaining procedure for Application shall be same as set out in "*Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*" mentioned above.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Equity Shares while submitting the Application through ASBA process.

Application for Additional Equity Shares

Shareholders are eligible to apply for additional Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in

part. Where the number of additional Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalized in consultation with the Designated Stock Exchange. Applications for additional Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in "- Basis of Allotment" mentioned below.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Equity Shares. Non-resident Renouncees who are not Eligible Equity Shareholders cannot apply for additional Equity Shares.

Additional general instructions for Shareholders in relation to making of an application

- i) Please read this Letter of offer carefully to understand the Application process and applicable settlement process.
- ii) Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of this Letter of offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.
- iii) In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section "*Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*" mentioned above.
- iv) Applications should be (i) submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchange.
- v) Applications should not be submitted to the Banker(s) to the Issue or Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar.
- vi) All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Shareholders for which PAN details have not been verified shall be "suspended for credit" and no Allotment and credit of Equity Shares pursuant to this Issue shall be made into the accounts of such Shareholders.
- vii) Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation ("**Demographic Details**") are updated, true and correct, in all respects. Shareholders applying under this Issue should note that on the basis of name of the Shareholders, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Therefore, Shareholders applying under this Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Shareholders including mailing of the letters intimating unblocking of bank account of the respective Shareholders and/or refund. The Demographic Details given by the Shareholders in the Application Form would not be used for any other purposes by the Registrar. Hence, Shareholders are advised to update their Demographic Details as provided to

their Depository Participants. **The Allotment Advice and the e-mail intimating unblocking of ASBA Account or refund (if any) would be e-mailed to the address of the Shareholders as per the e-mail address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Equity Shares are not allotted to such Shareholders. Please note that any such delay shall be at the sole risk of the Shareholders and none of our Company, the SCSBs, Registrar shall be liable to compensate the Shareholders for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Shareholders (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.**

- viii) By signing the Application Forms, Shareholders would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.
- ix) For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Shareholders must sign the Application as per the specimen signature recorded with the SCSB.
- x) Shareholders should provide correct DP ID and Client ID/ Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) while submitting the Application. Such DP ID and Client ID/ Folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Shareholders will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, SCSBs or the Registrar will not be liable for any such rejections.
- xi) In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.
- xii) All communication in connection with Application for the Equity Shares, including any change in contact details of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, Folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP ID and Client ID and Application Form number, as applicable. In case of any change in contact details of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.
- xiii) Shareholders are required to ensure that the number of Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.
- xiv) Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction.
- xv) Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
- xvi) Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.
- xvii) Do not pay the Application Money in cash, by money order, pay order or postal order.
- xviii) Do not submit multiple Applications.
- xix) No investment under the FDI route (i.e any investment which would result in the Shareholders holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI

investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the Shareholders to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.

- xx) An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

Grounds for Technical Rejection

Applications made in this Issue are liable to be rejected on the following grounds:

- i) DP ID and Client ID mentioned in Application does not match with the DP ID and Client ID records available with the Registrar.
- ii) Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.
- iii) Sending an Application to our Company, Registrar, Escrow Collection Bank(s) (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB.
- iv) Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.
- v) Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.
- vi) Account holder not signing the Application or declaration mentioned therein.
- vii) Submission of more than one Application Form for Rights Entitlements available in a particular demat account.
- viii) Multiple Application Forms, including cases where a Shareholders submits Application Forms along with a plain paper Application.
- ix) Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).
- x) Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the Demographic Details provided by the Depositories.
- xi) Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.
- xii) Application Forms which are not submitted by the Shareholders within the time periods prescribed in the Application Form and this Letter of offer.
- xiii) Physical Application Forms not duly signed by the sole or joint Shareholders, as applicable.
- xiv) Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand s.
- xv) If a Shareholders is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Shareholders to subscribe to their Rights Entitlements.
- xvi) Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (other than from persons in the United States who are U.S. QIBs and QPs) or other jurisdictions where the offer and sale of

the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or (b) outside the United States and is a non-U.S. Person, and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.

- xvii) Applications which have evidence of being executed or made in contravention of applicable securities laws.
- xviii) Application from Shareholders that are residing in U.S. address as per the depository records (other than from persons in the United States who are U.S. QIBs and QPs).

Applications by non-resident Shareholders.

- a. Payment from third party bank accounts.

Multiple Applications

In case where multiple Applications are made using same demat account, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Shareholders and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. Further supplementary Applications in relation to further Equity Shares with/without using additional Rights Entitlement will not be treated as multiple application. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see "Procedure for Applications by Mutual Funds" mentioned below.

In cases where Multiple Application Forms are submitted, including cases where (a) a Shareholders submits Application Forms along with a plain paper Application or (b) multiple plain paper Applications (c) or multiple applications through ASBA, such Applications shall be treated as multiple applications and are liable to be rejected.

Procedure for Applications by certain categories of Shareholders

Procedure for Applications by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, *i.e.*, the individual holding of an FPI (including its Shareholders group (which means multiple entities registered as foreign portfolio Shareholders and directly and indirectly having common ownership of more than 50% of common control) shall be below 10% of our post-Issue Equity Share capital. In case the total holding of an FPI or Shareholders group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or Shareholders group will be re-classified as FDI subject to the conditions as specified by SEBI and RBI in this regard and our Company and the Shareholders will also be required to comply with applicable reporting requirements.

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iii) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

1. Such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and
2. prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre - approved by the FPI.

No investment under the FDI route will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval.

Procedure for Applications by AIFs, FVCIs, VCFs and FDI route

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Further, venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

No investment under the FDI route (i.e any investment which would result in the Shareholders holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the Shareholders to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.

Procedure for Applications by NRIs

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws.

As per the FEMA Rules, an NRI or Overseas Citizen of India ("OCI") may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognized stock exchange in India, subject to the conditions, *inter alia*, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Further, in accordance with press note 3 of 2020, the FDI Policy has been recently amended to state that all investments by entities incorporate in a country which shares land border with India or where beneficial owner of an investment into India is situated in or is a citizen of any such country ("**Restricted Shareholders**"), will require prior approval of the Government of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Shareholders will also require prior approval of the Government of India and each Shareholders should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Shareholders shall intimate our Company and the Registrar about such approval within the Issue Period.

Procedure for Applications by Mutual Funds

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

Procedure for Applications by Systemically Important Non-Banking Financial Companies ("NBFC-SI")

In case of an application made by NBFC-SI registered with RBI, (a) the certificate of registration issued by RBI under Section 45IA of RBI Act, 1934 and (b) net worth certificates from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

Last date for Application

The last date for submission of the duly filled in the Application Form or a plain paper Application is April 02, 2025, , i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchange and the Application Money is not blocked with the SCSB on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this Letter of offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "*Basis of Allotment*" mentioned below.

Please note that on the Issue Closing Date, (Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchange.

Please ensure that the Application Form and necessary details are filled in. In place of Application number, Shareholders can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

Withdrawal of Application

An Investor who has applied in this Issue may withdraw their application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor, may withdraw their application post the Issue Closing Date.

Disposal of Application and Application Money

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form to the Eligible Equity Shareholders upon submission of the Application.

Our Board reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.

In case an application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts, in case of Applications through ASBA. Wherever an application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Shareholders within a period of 4 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS

Rights Entitlements

As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as on the Record Date, you may be entitled to subscribe to the number of Equity Shares as set out in the Rights Entitlement Letter.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (*i.e.* www.bigshareonline.com.) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (*i.e.*, www.vipulorganics.com).

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is INE834D20018. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchange after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Further, if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements they will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (*i.e.* www.bigshareonline.com). Such Eligible Equity Shareholders can make an application only after the Rights Entitlements is credited to their respective demat accounts.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, "**M/S. VIPUL ORGANICS LIMITED - RIGHTS ISSUE ESCROW ENTITLEMENT DEMAT ACCOUNT & M/S. VIPUL ORGANICS LIMITED - UNCLAIMED SECURITIES SUSPENSE ACCOUNT**") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or suspended for debit or credit or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., by March 27, 2025 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

RENUNCIATION AND TRADING OF RIGHTS ENTITLEMENT

Renouncees

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renouncee(s) as well.

Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and *vice versa* shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favor of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchange or through an off-market transfer.

Procedure for Renunciation of Rights Entitlements

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchange (the "**On Market Renunciation**"); or (b) through an off-market transfer (the "**Off Market Renunciation**"), during the Renunciation Period. The Shareholders should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Shareholders may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Shareholders who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Shareholders on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Shareholders.

On Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchange through a registered stock-broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchange under ISIN INE834D20018 subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchange for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchange from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, *i.e.*, from March 21, 2025 to March 26, 2025. (both days inclusive).

The Shareholders holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN INE834D20018 and indicating the details of the Rights Entitlements they intend to trade.

The Shareholders can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchange and the SEBI.

Off Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat accounts of the Renouncees on or prior to the Issue Closing Date to enable Renouncees to subscribe to the Equity Shares in the Issue.

The Shareholders holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN INE834D20018, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Shareholders can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

MODE OF PAYMENT

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

In case of Application through the ASBA facility, the Shareholders agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Shareholder's ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Shareholders in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth in this Letter of offer.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account(s) which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Mode of payment for Resident Shareholders

All payments on the Application Forms shall be made only through ASBA facility. Applicants are requested to strictly adhere to these instructions.

Mode of payment for Non-Resident Shareholders

As regards the Application by non-resident Shareholders, payment must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI and subject to the following:

1. In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income-tax Act. However, please note that conditions applicable at the time of original investment in our Company by the Eligible Equity Shareholder including repatriation shall not change and remain the same for subscription in the Issue or subscription pursuant to renunciation in the Issue.
2. Subject to the above, in case Equity Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Equity Shares cannot be remitted outside India.
3. In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.
4. Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Equity Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment.
5. In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account.
6. Non-resident Renouncees who are not Eligible Equity Shareholders must submit regulatory approval for applying for additional Equity Shares.

BASIS FOR THIS ISSUE AND TERMS OF THIS ISSUE

The Equity Shares are being offered for subscription to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialised form and on the register of members of our Company in respect of our Equity Shares held in physical form at the close of business hours on the Record Date.

For principal terms of Issue such as face value, Issue Price, Rights Entitlement ratio, see "*The Issue*" beginning on mentioned above.

Fractional Entitlements

The Rights Shares are being offered on a rights basis to existing Eligible Shareholders in the ratio of 1 (One) Rights Share for every 3 (Three) fully paid up Equity Shares held as on the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Shareholders is less than 3 (Three) Equity Shares or is not in the multiple of 3 (Three) Equity Shares, the fractional entitlements of such Eligible Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one

additional Rights Security if they apply for additional Rights Shares over and above their Rights Entitlements, if any, subject to availability of Rights Shares in this Issue post allocation towards Rights Entitlements applied for.

For example, if an Eligible Equity Shareholder holds 3 (Three) Equity Shares, such Equity Shareholder will be entitled to 1 (one) Rights Share(s) and will also be given a preferential consideration for the Allotment of one additional Rights Share if such Eligible Equity Shareholder has applied for additional Rights Shares, over and above his/ her Rights Entitlements, subject to availability of Rights Shares in this Issue post allocation towards Rights Entitlements applied for.

Such Eligible Shareholders are entitled to apply for additional Rights Shares and will be given preference in the Allotment of one Rights Shares, if such Eligible Shareholders apply for additional Rights Shares, subject to availability of Rights Shares in this Issue post allocation towards Rights Entitlements applied for. However, they cannot renounce the same in favour of third parties.

Ranking

The Equity Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of this Letter of offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI ICDR Regulations, the SEBI Listing Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the Stock Exchange and the terms and conditions as stipulated in the Allotment advice. The Equity Shares to be issued and Allotted under this Issue shall rank *pari passu* with the existing Equity Shares, in all respects including dividends.

Listing and trading of the Equity Shares to be issued pursuant to this Issue

Subject to receipt of the listing and trading approvals, the Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchange. Unless otherwise permitted by the SEBI ICDR Regulations, the Equity Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received in-principle approval from BSE through letter bearing reference number LOD/RIGHT/KD//FIP/1852/2024-25 dated February 24, 2025. Our Company will apply to the Stock Exchange for final approvals for the listing and trading of the Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Equity Shares or the price at which the Equity Shares offered under this Issue will trade after the listing thereof.

The existing Equity Shares are listed and traded on BSE (Scrip Code: 530627) under the ISIN: INE834D01018. The Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchange. Upon receipt of such listing and trading approvals, the Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Equity Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from the Stock Exchange, our Company shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within four days of receipt of intimation from the Stock Exchange, rejecting the application for listing of the Equity Shares, and if any such money is not refunded/ unblocked within four days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

Subscription to this Issue by our Promoter and members of the Promoter Group

For details of the intent and extent of subscription by our Promoter and members of the Promoter Group, see "*Capital Structure - Intention and extent of participation by our Promoter*" mentioned above.

Rights of the Rights Equity Shareholder

Subject to applicable laws, the Rights Equity Shareholders shall have the following rights:

- The right to receive dividend, if declared;
- The right to attend general meetings and exercise voting powers, unless prohibited by law;
- The right to vote in person or by proxy;
- The right to receive offers for rights shares and be allotted bonus shares, if announced;
- The right to receive surplus on liquidation;
- The right to free transferability of Rights Equity Shares; and
- Such other rights as may be available to a shareholder of a listed public company under the Companies Act and Memorandum of Association and Articles of Association.

General Terms of the Issue

Market Lot

The Equity Shares of our Company are tradable only in dematerialised form. The market lot for Rights Equity Shares in dematerialised mode is one Equity Share.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Equity Shares offered in this Issue.

Nomination

Nomination facility is available in respect of the Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014.

Since the Allotment is in dematerialised form, there is no need to make a separate nomination for the Equity Shares to be allotted in this Issue. Nominations registered with the respective DPs of the Shareholders would prevail. Any Shareholders holding Equity Shares in dematerialised form and desirous of changing the existing nomination is requested to inform its Depository Participant.

Arrangements for Disposal of Odd Lots

The Equity Shares shall be traded in dematerialised form only and, therefore, the marketable lot shall be One Equity Share and hence, no arrangements for disposal of odd lots are required.

Notices

In accordance with the SEBI ICDR Regulations and the SEBI Right Issue Circulars, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, this Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation and one **Marathi language national daily** newspaper with wide circulation being the **regional language of Maharashtra, where our Registered Office is situated**.

This Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the Stock Exchange for making the same available on their websites.

Offer to Non-Resident Eligible Equity Shareholders/Shareholders

As per Rule 7 of the FEMA Rules, RBI has given general permission to Indian companies to issue Equity Shares to non-resident Equity Shareholders including additional Equity Shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their Rights Entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Equity Shares shall be, amongst other things, subject to the conditions imposed from time

to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice. If a non-resident or NRI Shareholders has specific approval from RBI or any other governmental authority, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at Bigshare Services Private Limited at www.bigshareonline.com. It will be the sole responsibility of the Shareholders to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and our Company will not be responsible for any such allotments made by relying on such approvals.

The Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent only to the Indian addresses of the non-resident Eligible Equity Shareholders on a reasonable efforts basis, who have provided an Indian address to our Company and located in jurisdictions where the offer and sale of the Equity Shares may be permitted under laws of such jurisdictions, Eligible Equity Shareholders can access this Letter Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable securities laws) from the websites of the Registrar, our Company, and the Stock Exchange. Further, Application Forms will be made available at Registered and Corporate Office of our Company for the non-resident Indian Applicants. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by RBI while approving the Allotment. The Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Equity Shares are issued on rights basis.

In case of change of status of holders, *i.e.*, from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company.

Please also note that pursuant to Circular No. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies ("OCBs") have been derecognized as an eligible class of Shareholders and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Shareholders being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019.

The non-resident Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar and our Company by submitting their respective copies of self-attested proof of address, passport, etc. by mail at www.bigshareonline.com.

ALLOTMENT OF THE EQUITY SHARES IN DEMATERIALIZED FORM

PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH SHAREHOLDERS ON THE RECORD DATE. FOR DETAILS, SEE "ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS" AS MENTIONED ABOVE

Issue Schedule

Last date for credit of Rights entitlements	March 18, 2025
Issue opening date	March 21, 2025
Last Date on Market Renunciation of Rights Entitlements*	March 26, 2025
Issue Closing Date**	April 02, 2025
Finalisation Of Basis of Allotment (On or About)	April 08, 2025
Date Of Allotment (On or About)	April 09, 2025
Date Of Credit (On or About)	April 17, 2025
Date of listing/ commencement of trading of Rights Equity Shares on the Stock Exchanges (on or about)	April 22, 2025

**Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.*

***Our Board or the Rights Issue Committee, duly constituted and authorized by the Board of Directors thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., March 27, 2025 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., April 01, 2025.

Basis of Allotment

Subject to the provisions contained in this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to allot the Equity Shares in the following order of priority:

- (a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Equity Shares renounced in their favour, in full or in part.
- (b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one additional Equity Share each if they apply for additional Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Equity Shares after allotment under (a) above. If number of Equity Shares required for Allotment under this head are more than the number of Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.
- (c) Allotment to the Eligible Equity Shareholders who having applied for all the Equity Shares offered to them as part of this Issue, have also applied for additional Equity Shares. The Allotment of such additional Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Equity Shares will be on equitable basis giving due regard to the holdings as on the record date and will not be a preferential allotment.

- (d) Allotment to Renouncees who having applied for all the Equity Shares renounced in their favour, have applied for additional Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- (e) Allotment to any other person, subject to applicable laws, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Shareholders who have been allocated Equity Shares in this Issue, along with:

- i) The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for this Issue, for each successful Application;
- ii) The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
- iii) The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

Further, the list of Applicants eligible for refund with corresponding amount will also be shared with Escrow Collection Bank(s) to refund such Applicants.

ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS

Our Company will send/ dispatch Allotment advice, refund intimations or demat credit of securities and/or letters of regret, only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Allotment advice, refund intimations or demat credit of securities and/or letters of regret will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them; along with crediting the Allotted Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of 4 days from the Issue Closing Date. In case of failure to do so, our Company and our Directors who are "officers in default" shall pay interest at 15% p.a. and such other rate as specified under applicable law from the expiry of such 4 days' period.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through an e-mail, to the e-mail address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Shareholders who remit their Application Money from funds held in the NRE or the FCNR Accounts, unblocking and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for additional Equity Shares in the Issue and is allotted a lesser number of Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The unblocking of ASBA funds / refund of monies shall be completed within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

PAYMENT OF REFUND

Mode of making refunds

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes.

Unblocking amounts blocked using ASBA facility.

NACH - National Automated Clearing House is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by RBI, where such facility has been made available. This would be subject to availability of complete bank account details including MICR code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.

National Electronic Fund Transfer ("NEFT") - Payment of refund shall be undertaken through NEFT wherever the Shareholders' bank has been assigned the Indian Financial System Code ("**IFSC Code**"), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Shareholders have registered their nine digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Shareholders through this method.

Direct Credit - Shareholders having bank accounts with the Banker(s) to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company

RTGS - If the refund amount exceeds Rs. 2,00,000, the Shareholders have the option to receive refund through RTGS. Such eligible Shareholders who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the Refund Bank(s) for the same would be borne by our Company. Charges, if any, levied by the Shareholder's bank receiving the credit would be borne by the Shareholders.

For all other Shareholders, the refund orders will be dispatched through speed post or registered post subject to applicable laws. Such refunds will be made by cheques, pay orders or demands drawn in favour of the sole/first Shareholders and payable at par.

Credit of refunds to Shareholders in any other electronic manner, permissible by SEBI from time to time.

Refund payment to non-residents

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

ALLOTMENT ADVICE OR DEMAT CREDIT OF SECURITIES

Receipt of the Equity Shares in Dematerialized Form

The demat credit of securities to the respective beneficiary accounts will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

PLEASE NOTE THAT THE EQUITY SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH SHAREHOLDERS ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE.

Shareholders shall be allotted the Equity Shares in dematerialized (electronic) form. Our Company has signed an agreement with NSDL and with CDSL which enables the Shareholders to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates.

SHAREHOLDERS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGE ONLY IN DEMATERIALIZED FORM.

The procedure for availing the facility for Allotment of Equity Shares in this Issue in the dematerialized form is as under:

- i) Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Shareholders having various folios in our Company with different joint holders, the Shareholders will have to open separate accounts for such holdings. Those Shareholders who have already opened such beneficiary account(s) need not adhere to this step.
- ii) It should be ensured that the depository account is in the name(s) of the Shareholders and the names are in the same order as in the records of our Company or the Depositories.
- iii) The responsibility for correctness of information filled in the Application Form *vis-a-vis* such information with the Shareholder's depository participant, would rest with the Shareholders.

Shareholders should ensure that the names of the Shareholders and the order in which they appear in Application Form should be the same as registered with the Shareholder's depository participant.

- iv) If incomplete or incorrect beneficiary account details are given in the Application Form, the Shareholders will not get any Equity Shares and the Application Form will be rejected.
- v) The Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form/ with IEPF authority/ in suspense, etc.). Allotment advice, refund order (if any) would be sent directly to the Applicant by e-mail and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Equity Shares to the Applicant's depository account.
- vi) Non-transferable Allotment advice/ refund intimation will be directly sent to the Shareholders by the Registrar, by e-mail and, if the printing is feasible, through physical dispatch.
- vii) Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

IMPERSONATION

As a matter of abundant caution, attention of the Shareholders is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least Rs. 0.1 crore or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. In case the fraud involves (i) an amount which is less than Rs. 0.1 crore or 1% of the turnover of the company, whichever is lower; and (ii) does not involve public interest, then such fraud is punishable with an imprisonment for a term extending up to five years or a fine of an amount extending up to Rs. 0.5 crore or with both.

UTILISATION OF ISSUE PROCEEDS

Our Board declares that:

- A. All monies received out of this Issue shall be transferred to a separate bank account;
- B. Details of all monies utilized out of this Issue referred to under (A) above shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and

- C. Details of all unutilized monies out of this Issue referred to under (A) above, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

- i) The complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily.
- ii) All steps for completion of the necessary formalities for listing and commencement of trading at all Stock Exchange where the Equity Shares are to be listed will be taken by our Board within seven Working Days of finalization of Basis of Allotment.
- iii) The funds required for making refunds / unblocking to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.
- iv) Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Shareholders within 4 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.
- v) In case of refund / unblocking of the Application Money for unsuccessful Applicants or part of the Application Money in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.
- vi) Adequate arrangements shall be made to collect all ASBA Applications.
- vii) Our Company shall comply with such disclosure and accounting norms specified by SEBI from time to time.

SHAREHOLDERS GRIEVANCES, COMMUNICATION AND IMPORTANT LINKS

1. Please read this Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of this Letter of Offer and must be carefully followed; otherwise, the Application is liable to be rejected.
2. All enquiries in connection with this Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or Application Form must be addressed (quoting the Registered Folio Number in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed "**Vipul Organics Limited - Rights Issue**" on the envelope and postmarked in India or in the e-mail) to the Registrar at the following address:

Bigshare Services Private Limited

Office No. S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,

Andheri (East), Mumbai – 400093

Tel No.: +91 -22-62638200

Website: www.bigshareonline.com

E-mail ID: rightsissue@bigshareonline.com;

Contact Person: Mr. Vinod Yadav

SEBI Registration No: INR000001385

3. In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated Shareholders helpdesk for guidance on the Application process and resolution of difficulties faced by the Shareholders will be available on the website of the Registrar (i.e., Bigshare Services Private Limited at www.bigshareonline.com). Further, helpline number provided by the Registrar for guidance on the Application process and resolution of difficulties is 022 - 62638200.

(i) The Shareholders can visit following links for the below-mentioned purposes:

4. Frequently asked questions and online/ electronic dedicated Shareholders helpdesk for guidance on the Application process and resolution of difficulties faced by the Shareholders: www.bigshareonline.com).
5. Updation of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: www.bigshareonline.com or info@vipulorganics.com).
6. Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: www.bigshareonline.com).
7. Submission of self-attested PAN, client master sheet and demat account details by non- resident Eligible Equity Shareholders: www.bigshareonline.com.

This Issue will remain open for a minimum 7 days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Closing Date).

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment ("FDI") and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion) ("DPIIT"), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 ("**FDI Circular 2020**"), which, with effect from October 15, 2020, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular 2020 will be valid until the DPIIT issues an updated circular.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict, the relevant notification under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 will prevail. The payment of inward remittance and reporting requirements are stipulated under the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 issued by RBI. The FDI Circular 2020, issued by the DPIIT, consolidates the policy framework in place as on October 15, 2020, and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that (i) the activities of the investee company fall under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectorial limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

No investment under the FDI route (i.e. any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing approval from the government is valid in order to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals.

Please also note that pursuant to Circular no. 14 dated September 16, 2003 issued by RBI, Overseas Corporate Bodies ("**OCBs**") have been derecognized as an eligible class of investors and RBI has

subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019. Further, while investing in the Issue, the Investors are deemed to have obtained the necessary approvals, as required, under applicable laws and the obligation to obtain such approvals shall be upon the Investors. Our Company shall not be under an obligation to obtain any approval under any of the applicable laws on behalf of the Investors and shall not be liable in case of failure on part of the Investors to obtain such approvals.

The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

STATUTORY AND OTHER INFORMATION

Please note that the Rights Equity Shares applied for under this Issue can be allotted only in dematerialized form and to (a) the same depository account/ corresponding pan in which the Equity Shares are held by such Investor on the Record Date, or (b) the depository account, details of which have been provided to our Company or the Registrar at least two working days prior to the Issue Closing Date by the Eligible Equity Shareholder holding Equity Shares in physical form as on the Record Date, or (c) demat suspense account where the credit of the Rights Entitlements returned/reversed/failed.

SECTION IX - OTHER INFORMATION**MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The copies of the following documents and contracts referred to in para (A) have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Letter of Offer.

Copies of the above mentioned contracts and also the documents for inspection referred to in para (B), may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of this Letter of Offer until the closure of the subscription list.

Any of the contracts or documents mentioned in this Letter of Offer may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

A) MATERIAL CONTRACTS

1. Agreement dated 05th November, 2024 between our Company and M/s Bigshare Services Private Limited, Registrar to the Issue.
2. Tripartite Agreement between our Company, National Securities Depository Ltd. (NSDL) and Registrar to the Issue;
3. Tripartite Agreement between our Company, Central Depository Services (India) Limited (CDSL) and Registrar to the Issue;
4. Banker(s) to the Issue Agreement dated March 04, 2025 amongst our Company and the Registrar to the Issue and the Escrow Collection Bank(s).

(B) DOCUMENTS FOR INSPECTION

5. Certified copy of the Memorandum of Association and Articles of Association of our Company as amended from time to time.
6. Certificate of Incorporation dated June 21, 1972.
7. Fresh Certificate of Incorporation dated July 19, 2016.
8. Copy of the resolution of the Board of Directors under Section 62 of the Companies Act passed in its meeting dated August 27, 2024 authorizing the Issue.
9. Copy of the resolution passed by the Right Issue Committee dated December 09, 2024 approving the Draft letter of offer and Copy of the resolution passed by the Rights Issue Committee dated March 10, 2025 approving the Letter of Offer.
10. Resolution passed by the Right Issue Committee dated March 04, 2025 determining the Record date.

11. Consents of the Directors, Company Secretary and Compliance Officer, Statutory Auditor and Registrar to the Issue to include their names in the Offer Document to act in their respective capacities;
12. Annual reports of our Company for the financial years ended March 31, 2022, 2023 and 2024;
13. A statement of tax benefits dated March 07, 2025 received from M/s. Anil B Mishra & Co., Chartered Accountants, Statutory Auditor regarding tax benefits available to our Company and its shareholders;
14. Audited Financial Results along with Audit Report dated May 30, 2024 received from M/s. J. A. Rajani & Co., Chartered Accountants, Statutory Auditor for the Financial Year ended March 31, 2024 and Unaudited Financial Results for the quarter and nine months ended December 31, 2024 dated February 12, 2025.
15. Certificate dated March 10, 2025 from M/s. Anil B Mishra & Co., Chartered Accountants regarding "Sources & deployment of funds";
16. In-principle listing approval(s) dated February 24, 2025 from BSE Limited;

Any of the contracts or documents mentioned in the Letter of Offer may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Equity Shareholders, subject to compliance with applicable law.

DECLARATION

We hereby declare that all relevant provisions of the Companies Act and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Letter of Offer is contrary to the provisions of the Companies Act, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in this Letter of Offer are true and correct.

Name	Signature
Mr. Vipul Pravinchandra Shah Managing Director DIN: 00181636	Sd/-
Mr. Mihir Vipul Shah Whole-time Director & Chief Financial Officer DIN: 05126125	Sd/-
Mr. Shiv Nath Sahai Non-Executive and Non-Independent Director DIN: 00332652	Sd/-
Mr. Rupesh Jagdish Agrawal Non-Executive and Independent Director DIN: 09797293	Sd/-
Mr. Siddhan Subramanian Non-Executive and Independent Director DIN: 02101174	Sd/-
Mrs. Megha Satyendra Bhati Non-Executive and Independent Director DIN: 08278063	Sd/-
Mr. Mihir Vipul Shah Chief Financial Officer PAN: BNMP55785G	Sd/-
Ms. Priya Shadija Company Secretary and Compliance officer PAN: JLGPS3105A	Sd/-

Place: Mumbai, Maharashtra

Date: March 10, 2025