



(Please scan this QR code to view the Draft Red Herring Prospectus dated August 02, 2024)

## ADDENDUM TO DRAFT RED HERRING PROSPECTUS DATED AUGUST 02, 2024

# Fabtech

**FABTECH TECHNOLOGIES CLEANROOMS LIMITED**

**CIN: U74999MH2015PLC265137**

Our Company was originally incorporated as 'Fabtech Turnkey Projects International Private Limited' as private limited company in Mumbai under the provisions of the Companies Act, 2013, pursuant to a certificate of incorporation dated June 3, 2015, issued by Registrar of Companies, Maharashtra, Mumbai. Subsequently, the Modular Panels Division of Fabtech Technologies International Private Limited (formerly known as Fabtech Technologies International Limited) was demerged and transferred to our Company, pursuant to the Scheme of Arrangement approved by National Company Law Tribunal, Mumbai bench vide order dated November 19, 2020. Subsequently, the name of our Company was changed to 'Fabtech Technologies Cleanrooms Private Limited' vide fresh certificate of incorporation dated January 27, 2021, issued by Registrar of Companies, Maharashtra, Mumbai. Subsequently, our Company was converted into a public limited company pursuant to a special resolution passed by our Shareholders at an Extra-ordinary General Meeting held on May 13, 2024, and the name of our Company was changed to "Fabtech Technologies Cleanrooms Limited". A fresh certificate of incorporation consequent upon conversion from Private Limited Company to Public Limited Company dated July 5, 2024, was issued by the Registrar of Companies, Central Registration Centre. The Corporate Identification Number of our company is U74999MH2015PLC265137. For change in registered office and other details please, see "History and Certain Corporate Matters" on page 152 of the Draft Red Herring Prospectus.

**Registered Office:** 615, Janki Center, Off. Veera Desai Road, Andheri West, Mumbai 400 053, Maharashtra, India **Website:** [www.fabtechcleanroom.com](http://www.fabtechcleanroom.com); **E-Mail:** [secretarial@fabtechnologies.com](mailto:secretarial@fabtechnologies.com) **Telephone No:** +91-22 45145321 **Company Secretary and Compliance Officer:** Kinjal Nitinkumar Shah  
**Corporate Identification Number:** U74999MH2015PLC265137

**OUR PROMOTERS: AASIF AHSAN KHAN, AARIF AHSAN KHAN, HEMANT MOHAN ANAVKAR AND MANISHA HEMANT ANAVKAR**

### ADDENDUM TO THE DRAFT RED HERRING PROSPECTUS DATED AUGUST 02, 2024: NOTICE TO THE INVESTORS (“THE ADDENDUM”)

**INITIAL PUBLIC ISSUE OF UPTO 32,64,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH OF FABTECH TECHNOLOGIES CLEANROOMS LIMITED (“FTCL” OR THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹[●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹[●]/- PER EQUITY SHARE (THE “ISSUE PRICE”) AGGREGATING TO ₹[●] LAKHS (“THE ISSUE”), OF WHICH 1,64,800 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH FOR CASH AT A PRICE OF ₹[●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹[●]/- PER EQUITY SHARE AGGREGATING TO ₹[●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹10/- EACH AT A PRICE OF ₹[●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹[●]/- PER EQUITY SHARE AGGREGATING TO ₹[●] LAKHS IS HEREIN AFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●]% AND [●]%, RESPECTIVELY, OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

Potential Bidders may note the following:

1. The Chapter titled “Definitions and Abbreviations” beginning on page 1 of the Draft Red Herring Prospectus has been updated;
2. The Chapter titled “Summary of Issue Document” beginning on page 21 of the Draft Red Herring Prospectus has been updated;
3. The Chapter titled “Risk Factors” beginning on page 28 of the Draft Red Herring Prospectus has been updated;
4. The Chapter titled “The Issue” beginning on page 55 of the Draft Red Herring Prospectus has been updated;
5. The Chapter titled “General Information” beginning on page 61 of the Draft Red Herring Prospectus has been updated;
6. The Chapter titled “Capital Structure” beginning on page 74 of the Draft Red Herring Prospectus has been updated;
7. The Chapter titled “Objects Of The Issue” beginning on page 89 of the Draft Red Herring Prospectus has been updated;
8. The Chapter titled “Our Business” beginning on page 133 of the Draft Red Herring Prospectus has been updated;
9. The Chapter titled “Management’s Discussion And Analysis Of Financial Conditions And Result Of Operations” beginning on page 216 of the Draft Red Herring Prospectus has been updated;
10. The Chapter titled “Outstanding Litigation and Material developments” beginning on page 228 of the Draft Red Herring Prospectus has been updated;
11. The Chapter titled “Other Regulatory And Statutory Disclosures” beginning on page 241 of the Draft Red Herring Prospectus has been updated;
12. The Chapter titled “Issue Structure” beginning on page 260 of the Draft Red Herring Prospectus has been updated;

Please note that all other details in, and updates to the Red Herring Prospectus/ Prospectus with respect to issue price and/or other relevant details will be carried out in the Red Herring Prospectus, as and when filed with ROC, SEBI and the Stock Exchange.

The above is to be read in conjunction with the Draft Red Herring Prospectus and accordingly their references in the Draft Red Herring Prospectus stand amended pursuant to this Addendum. Please note that the changes pursuant to this Addendum will be appropriately included in the Draft Red Herring Prospectus, as and when filed with the RoC, the SEBI and the Stock Exchange. All capitalized terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the Draft Red Herring Prospectus.

**Date: December 02, 2024**  
**Place: Mumbai**

**On Behalf of Fabtech Technologies Cleanrooms Limited**  
**Sd/-**  
Aasif Ahsan Khan  
Chairman and Non-Executive Director  
DIN: 00156111

**BOOK RUNNING LEAD MANAGER TO THE ISSUE**

**REGISTRAR TO THE ISSUE**

**VIVRO**



**Vivro Financial Services Private Limited**  
607/608, Marathon Icon, Opp. Peninsula Corporate Park, Off.  
Ganpatrao Kadam Marg, Veer Santaji Lane,  
Lower Parel, Mumbai – 400 013, Maharashtra, India  
**Telephone:** +91 22 6666 8040  
**Email ID:** [investors@vivro.net](mailto:investors@vivro.net)  
**Investor Grievance ID:** [investors@vivro.net](mailto:investors@vivro.net)  
**Website:** [www.vivro.net](http://www.vivro.net)  
**Contact Person:** Aradhy Rajyaguru/ Hardik Vanpariya  
**SEBI Registration No.:** INM000010122  
**CIN:** U67120GJ1996PTC029182

**Maashitla Securities Private Limited**  
451, Krishna Apra Business Square, Netaji Subhash Place,  
Pitampura, New Delhi – 110034.  
**Telephone:** +91-11 4758 1432  
**Email Id:** [ipo@maashitla.com](mailto:ipo@maashitla.com)  
**Investor Grievance Id:** [investor.ipo@maashitla.com](mailto:investor.ipo@maashitla.com)  
**Website:** [www.maashitla.com](http://www.maashitla.com)  
**Contact Person:** Mr. Mukul Agrawal **SEBI**  
**Registration No.:** INR000004370 **CIN:**  
U67100DL2010PTC208725

**BID/ISSUE PROGRAMME**

**ANCHOR BID/ISSUE PERIOD:**

**[●]\***

**BID/ISSUE OPENS ON**

**[●]**

**BID/ISSUE CLOSES ON**

**[●]\*\***

*\*Our Company may, in consultation with the Book Running Lead Manager, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period will open one Working Day prior to the Bid/ Issue Opening Date.*

*\*\*Our Company may, in consultation with the Book Running Lead Manager, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulation*

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## SECTION I - GENERAL

### DEFINITIONS AND ABBREVIATIONS

#### Issue Related Definitions

<b>Terms</b>	<b>Description</b>
“Addendum”	This addendum dated December 02, 2024 to the draft red herring prospectus dated August 02, 2024 filed by our Company with Stock Exchange
“Market Maker”	Our Company and the Book Running Lead Manager have entered into Market Making Agreement dated September 25, 2024 with Rikhav Securities Limited.

## SUMMARY OF THE ISSUE DOCUMENT

The disclosures in the section “Summary of the Offer Document “on page 21 of the Draft Red Herring Prospectus shall be updated/ replaced, as applicable, with the following additional details:

### d) Issue Size

<b>Issue<sup>(1)</sup></b>	Issue of 32,64,000 Equity Shares of face value of ₹10/- each for cash at a price of ₹[●] per Equity Share (including premium of ₹[●] per Equity Share) aggregating to ₹ [●] lakhs)
Out of which	
<b>Market Maker Reservation Portion</b>	<b>1,64,800</b> Equity Shares of face value of ₹10/- each fully paid-up of our Company for cash at a price of ₹[●] per Equity Share (including premium of ₹[●] per Equity Share) aggregating to ₹[●] lakhs.
<b>Net Issue to the Public</b>	[●] Equity Shares of face value of ₹10/- each fully paid-up of our Company for cash at a price of ₹[●] per Equity Share (including premium of ₹[●] per Equity Share) aggregating to ₹ [●] lakhs.

(1) The Issue has been authorized by our Board pursuant to resolution passed at its meeting held on July 25, 2024, and the Issue has been authorized by our Shareholders pursuant to a special resolution passed on July 26, 2024.

### a) Summary of Financial Statements

A summary of the financial information of our Company as per the Restated Consolidated Financial Information is as follows:

(₹ in lakhs, except ratios and per share data)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Equity share capital	278.59	278.59	278.59
Net worth <sup>(1)</sup>	<b>5,144.88</b>	<b>4,530.25</b>	<b>3,734.76</b>
Total revenue (including other Income)	9,799.26	12,510.15	11,394.85
Profit/(loss) after tax <sup>(2)</sup>	578.17	796.28	360.02
Earnings per Share <sup>(3)</sup>	6.92	9.53	4.31
Net Asset value per Equity Shares (in ₹) <sup>(4)</sup>	61.56	54.20	44.69
Total borrowings (including current maturities of long-term borrowings)	574.63	566.46	850.18
Return on Net Worth (%) <sup>(5)</sup>	11.95%	19.27%	10.10%
Return on Capital Employed (%)	17.44%	30.49%	16.02%

**Notes:**

1) Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

(2) Profit/(loss) after tax means profit for the year after tax carried to balance sheet after share in profit of associate and excluding minority interest

(3) Earnings per share are computed in accordance with AS 20 – Earnings per Share (as amended). The EPS as disclosed hereinabove is after giving effect of bonus shares allotted in ratio of 2:1 on June 27, 2024.

(4) Net Asset Value per Equity Share represents adjusted net worth as at the end of the fiscal year, as divided by the number of Equity Shares as at the end of the fiscal year

(5) Return on Net worth is calculated as Restated profit after tax After Tax carried to balance sheet for the year divided by average net worth, where average net worth is calculated by dividing sum of closing adjusted net worth of the current fiscal year and closing adjusted net worth of the previous fiscal year by 2. Adjusted net worth of FY 2021 is taken from audited consolidated financial statements

(6) Return on Capital Employed is calculated as Earnings Before Interest and Tax divided by Average Capital Employed. Average Capital Employed is calculated by dividing sum of closing capital employed of the current fiscal year and closing capital employed of the previous fiscal year by 2. Capital employed is calculated as sum of adjusted net worth and Long-Term Borrowings. Capital Employed of FY 2021 is taken from audited consolidated financial statements.

The financials statements of the Company are available on website of Company [www.fabtechcleanroom.com](http://www.fabtechcleanroom.com).

## RISK FACTORS

The disclosures in the section “*Risk Factors*” on page 28 of the Draft Red Herring Prospectus shall be updated/replaced, as applicable, with the following additional details:

**1. *We have experienced negative cash flows in the prior periods.***

Following is the summary of cash flow statement for fiscal 2022, fiscal 2023 and fiscal 2024:

(₹ in lakhs)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Net Cash Used in Operating Activities	276.32	798.17	272.84
Net Cash Used in Investing Activities	(151.69)	(314.46)	(358.74)
Net Cash Generated from Financing Activities	(94.01)	(396.23)	73.72
<b>Net increase / (decrease) in cash &amp; cash equivalents</b>	<b>184.54</b>	<b>153.93</b>	<b>66.44</b>

Any negative cash flows in the future could adversely affect our business, results of operations and financial condition. For further details, see “*Management's Discussion and Analysis of Financial condition and Results of Operations*” and “*Restated Financial Information*” on pages 216 and 184 respectively of the Draft Red Herring Prospectus.

**2. *We have certain contingent liabilities which may adversely affect our financial condition.***

As on March 31, 2024, our Company had the following contingent liabilities:

Particulars	Amount (₹ in lakhs)
Performance bank guarantees	23.24
Corporate guarantees	100.00
<b>Total</b>	<b>123.24</b>

In the event that any of these contingent liabilities materialize, our financial condition may be adversely affected. For further information, please refer chapter titled “*Restated Financial Information – Note 30 Restated Contingent Liabilities and Commitments*” on page 204 of the Draft Red Herring Prospectus.

**3. *Majority of our customers operate in the pharmaceuticals, healthcare and biotech sectors. Factors that adversely affect these sectors or capital expenditure by companies within these sectors may adversely affect our business, results of operations and financial condition.***

We derive a large proportion of our consolidated revenues from customers that operate in the pharmaceuticals, healthcare and biotech sectors. Accordingly, we are highly dependent on the long term and short term trends in these sectors, especially on the capital expenditure investment cycle of these sectors. The following table sets forth our revenues by end user industries for Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively:

Particulars	FY 2023-24		FY 2022-23		FY 2021-22	
	Amount (₹ in lakhs)	% of our revenue from operations	Amount (₹ in lakhs)	% of our revenue from operations	Amount (₹ in lakhs)	% of our revenue from operations
Pharmaceuticals, Healthcare and Biotech	9,258.99	95.07%	11,763.59	94.36%	10,988.88	96.65
Others*	480.16	4.93%	703.04	5.64%	381.01	3.35
<b>Total Revenue from Operations</b>	<b>9,739.15</b>	<b>100.00%</b>	<b>12,466.63</b>	<b>100.00%</b>	<b>11,369.89</b>	<b>100.00%</b>

*\*includes semiconductors, automobiles, renewable energy, data centers, food and dairy, laboratories, aeronautics and hospitals etc. As the individual contribution per sector is negligible, all such sectors are grouped and disclosed as "OTHERS".*

Any significant downturn in these sectors may reduce the demand for our products. Further, any significant decrease in the growth of the pharmaceutical and chemical sector in India or significant consolidation in this industry, may reduce the demand for our products and have an adverse effect on our business, results of operations and financial condition. While we aim to capitalise on increasing demand in other emerging sectors such as semiconductors, automobiles, renewable energy, data centers, etc., we expect to derive major part of our revenue from the operations from pharmaceutical, healthcare and biotech sector. If these industries face a downturn or recessionary cycle, sales of our products may be adversely affected which may impact our business, results of operations and financial condition.

- 6. We may in the future continue to make strategic acquisitions to grow our business and further diversify product and service offerings. Our acquisitions are subject to various risks, including risks relating to the integration of these acquired businesses with our existing operations. An inability to identify, complete and successfully integrate such acquisitions could adversely affect our business prospects, results of operations and financial condition.*

One of our strategies is to continue pursuing inorganic growth through acquisition and strategic partnerships in order to expand our execution capabilities, diversify customer base, enable operational integration with our business, cost and process optimization, streamlining business processes, venture into new industries, expand geographic reach and gain further market share in cleanroom technology market. With this objective, we have acquired 26% equity share capital of Advantek, which is engaged in the business of manufacturing of Air Handling Units, a critical component essential for the optimal operation of cleanrooms. We also have recently invested in Kelvin by way of subscription to 5,000, 0.001% Compulsory Convertible Preference Shares at a price of Rs. 6,660 per CCPS aggregating to ₹ 333.00 lakhs vide Share Subscription Agreement dated July 10, 2024 with an option to further acquire an additional such number of equity shares of Kelvin from the existing promoters, representing at least 18% of equity shares of Kelvin on a fully diluted basis for a consideration of ₹ 550.00 lakhs. Kelvin is operating as an integrator for critical HVAC applications catering to a wide spectrum of industries and businesses. For further details, please refer "Our Business" and "History and Certain Corporate Matters" on page 133 and 152 of the Draft Red Herring Prospectus.

We further continue to evaluate inorganic growth opportunities consistent with our business strategy of diversifying our product and service offerings while providing integrated business services to our customers. However, our acquisition strategy involves various risks and challenges, including the diversion of management's attention from our core business operations; the potential loss of key employees and customers of the acquired businesses; potential disruption of business relationships with current customers; uncertainties that may impair our ability to attract, retain and motivate key employees; issues relating to management and integration of operations; potential deficiencies in financial control and statutory compliance at the acquired companies; an increase in our expenses and working capital requirements; a failure to achieve cultural compatibility and other benefits expected from an acquisition; and exposure to unanticipated liabilities of the acquired companies. There can be no assurance that we will be able to successfully integrate the acquired businesses into our existing operations or achieve economies of scale. Our inability to integrate or manage these acquired businesses or entities may result in increased costs and adversely.

- 7. We are dependent on limited number of suppliers for supply of key raw materials and we have not made any long term supply arrangement with our suppliers. In an eventuality where our suppliers are unable to deliver us the required materials in a time-bound manner it may have a material adverse effect on our business operations and profitability.*

Our Company is dependent on suppliers for supply of raw materials; however, we have not entered into any long term supply agreement for the same. **Our major material purchases are galvanized plain skin pass sheets, galvanized iron sheet and Pre-painted galvanized Iron, Coil, aluminium profile, insulation such as rockwool, isocyanate and polyol, powder, HVAC equipment's, door closer and accessories, toughened glass, accessories such as base runner, external pillar, coving and conduit, site tools and consumables.** For the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022, our purchases from top five (5) and top ten (10) suppliers are as follows:

Sr No	Particulars	FY 2023-24		FY 2022-23		FY 2021-22	
		Amount (₹ in lakhs)	% of our purchases	Amount (₹ in lakhs)	% of our purchases	Amount (₹ in lakhs)	% of our purchases
1.	Purchase from top five (5) suppliers	484.53	1.26%	576.82	4.51%	510.80	2.17%
2.	Purchase from top ten (10) suppliers	310.81	3.42%	908.04	9.42%	131.86	9.93%


*Note: We are unable to disclose the names of individual suppliers since this information is commercially sensitive to our business*

For further details, see “Our Business” on page 133 of the Draft Red Herring Prospectus.

There can be no assurance that strong demand, capacity limitations or other problems experienced by our supplier will not result in occasional shortages or delays in their supply of raw materials. If we experience a significant or prolonged shortage of raw materials from any of our supplier and we cannot procure the raw materials from other sources, we would be unable to meet our production schedules in a timely manner, which would adversely affect our sales, margins and customer relations. In the absence of such supply agreements, we cannot assure that a particular supplier will continue to supply raw materials to us in the future. In the event the prices of such raw materials were to rise substantially or any disruption in supply chain of such raw materials, we may find it difficult to make alternative arrangements for supplies of our raw materials, on the terms acceptable to us, which could materially affect our business, results of operations and financial condition.

While we may find additional suppliers to supply these raw materials, any failure of our suppliers to deliver these raw materials in the necessary quantities or to adhere to delivery schedules, credit terms or specified quality standards and technical specifications may adversely affect our production processes and our ability to deliver orders on time and at the desired level of quality. As a result, we may lose customers which could have a material adverse effect on our business, financial condition and results of operations. Further, there can be no assurance that we will be able to effectively manage relationships with our existing or new suppliers or that we will be able to enter into arrangements with new suppliers at attractive terms or at all. If we fail to successfully leverage our existing and new relationships with suppliers, our business and financial performance could be adversely affected.

**8. *Our Company’s logo is not registered as on date of Draft Red Herring Prospectus. We may be unable to adequately protect our intellectual property. Furthermore, we may be subject to claims alleging breach of third-party intellectual property rights.***

As on date of Draft Red Herring Prospectus, our Company uses the logo  under the Trademarks Act, 1999, our logo is owned by, Fabtech International Private Limited (“FIPL”), and therefore, we do not have the statutory protections of a registered logo. We have obtained a 'No Objection Certificate' from FIPL to use the trademark, but this permission could be revoked. Additionally, we cannot guarantee that third parties will not infringe on our intellectual property, potentially harming our business prospects, reputation, and goodwill. Unauthorized use may go undetected, and our efforts to protect our intellectual property may be insufficient, leading to a decline in our business value and negatively impacting our operations. We may need to engage in litigation to determine the validity of claims and the extent of others' proprietary rights. Further, we have made application for the registration of the trademark in name of our Company, however, such applications are currently pending before the authorities. Such legal proceedings could be time-consuming, expensive, and their outcomes are uncertain. Please refer to chapter “Government Approvals- Intellectual Property” on page 239 of the Draft Red Herring Prospectus.

**11. *We have taken guarantees from Promoters in relation to debt facilities provided to us, which if revoked may require alternative guarantees, repayment of amounts due or termination of the facilities***

Our individual promoters and their relatives viz., Aarif Ahsan Khan, Aatif Ahsan Khan and Hemant Mohan Anavkar have provided personal and/or corporate guarantees towards certain financing facilities taken from our Bankers by our Company. In an event any of these persons withdraw or terminate its/their guarantees, the lender for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lender and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could adversely affect our financial condition. For more information, please see the chapter titled ‘Financial Indebtedness’ on page 225 of the Draft Red Herring Prospectus.

**12. Some of our loan agreements contain restrictive covenants which may adversely affect our business results of operations and financial condition.**

As on March 31, 2024, our indebtedness (long term and short term) was ₹ 574.74 lakhs. The terms of sanction of such borrowings and certain terms of the financing agreements include covenants, such as requirement to maintain certain security, margins, financial ratios and other restrictive covenants relating to issuance of new shares, changes in capital structure, making material changes to constitutional documents, implementing any expansion scheme, incurring further indebtedness, encumbrances on, or disposal of, assets and paying dividends. There can be no assurance that maintaining or adhering to such covenants will not hinder business development and growth. There can be no assurance that we will be able to comply with these financial or other covenants, or that we will be able to obtain the consents necessary to proceed with the actions which we believe are necessary to operate and grow our business, which may in turn have a material adverse effect on our business and operations. We cannot assure you that we have complied with all such restrictive covenants in a timely manner, or at all, or that we will be able to comply with all such restrictive covenants in the future. Further, during any period in which we are in default, we may not be able to raise, or may face difficulties raising, further financing. For details, see “*Financial Indebtedness*” on page 225 of the Draft Red Herring Prospectus.

## THE ISSUE

The disclosures in the section “*The Issue*” on page 55 of the Draft Red Herring Prospectus shall be updated/replaced, as applicable, with the following additional details:

The following is the summary of the Issue:

Particulars	Details
<b>Equity Shares Issued through Public Issue:</b> * <sup>(1)(2)</sup> Present Issue of Equity Shares by our Company	Issue of 32,64,000 Equity Shares of face value of ₹10/- each at a price of ₹[●] per Equity Share
<b>Of which:</b>	
<b>Issue Reserved for the Market Makers</b>	<b>1,64,800</b> Equity Shares of face value of ₹10/- each at a price of ₹[●]/- per Equity Share reserved as Market Maker Portion
<b>Net Issue to Public</b>	Net Issue to Public of [●] Equity Shares of face value of ₹10/- each at a price of ₹[●]/- per Equity Share to the Public
<b>Of which:</b>	
Allocation to Qualified Institutional Buyers <sup>(3)(4)</sup>	[●] Equity Shares of face value of ₹ 10/- each at an Issue Price of ₹[●]/- per Equity Share each aggregating to ₹ [●] Lakhs
<b>Of which:</b>	
(i) Anchor Investor Portion	[●] Equity Shares of face value of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
(ii) Net QIB portion (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares of face value of ₹ 10/- each at an Issue Price of ₹[●]/- per Equity Share each aggregating to ₹ [●] Lakhs
Allocation to Non -Retail Individual Investors	[●] Equity Shares of face value of ₹ 10/- each at an Issue Price of ₹[●]/- per Equity Share each aggregating up to [●] Lakhs
Allocation to Retail Individual Investors <sup>(5)</sup>	[●] Equity Shares of face value of ₹ 10/- each at an Issue Price of ₹[●]/- per Equity Share each aggregating up to [●] Lakhs
<b>Pre-Issue and Post Issue Equity Shares</b>	
Equity Shares outstanding prior to the Issue	90,55,362 Equity Shares
Equity Shares outstanding after the Issue	1,23,19,362 Equity Shares
<b>Use of Proceeds</b>	For further details, see ‘ <i>Objects of the Issue</i> ’ on page 89 of the Draft Red Herring Prospectus.

\*Subject to finalization of the Basis of Allotment number of shares may need to be adjusted for lot size upon determination of issue price.

- (1) The Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (2) and Regulation 253 (1) of the SEBI ICDR Regulations read with Rule 19(2)(b)(i) of the SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being issued to the public for subscription.
- (2) The present Issue has been authorized pursuant to a resolution of our Board dated July 25, 2024 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholders held on July 26, 2024.
- (3) Our Company may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for Mutual Funds, subject to valid Bids being received from Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining

- Equity Shares shall be added to the Net QIB Portion. 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders in proportion to their Bids. For further details, see "Issue Procedure" on page 264.*
- (4) Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.*
  - (5) Not less than 15% of the Issue shall be available for allocation to Non-Institutional Bidders, , provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders, subject to valid Bids being received at or above the Issue Price and not less than 35% of the Issue will be available for allocation to Retail Individual Bidders, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All Bidders, other than the Anchor Investors, are mandatorily required to participate in this Issue only through an Application Supported by Blocked Amount ("ASBA") process, providing details of their respective bank accounts (including UPI ID for UPI Bidders using UPI Mechanism) in which the Bid amount will be blocked by the Self Certified Syndicate Banks or the Sponsor Bank. The Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For further details, please see "Issue Procedure" on page 264.*
  - (6) In the event of over-subscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price. Allocation to investors in all categories, except the Retail Portion, shall be made on a proportionate basis subject to valid bids received at or above the Issue Price. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, and subject to availability of Equity Shares in the Retail Portion, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.*
  - (7) In the event of an under-subscription in the issue and compliance with Rule 19(2)(b) of the SCRR, our Company and the BRLM shall first ensure Allotment of Equity Shares offered pursuant to the Fresh offer by the Issuer.*

## GENERAL INFORMATION

The disclosures in the section “*General Information*” on page 61 of the Draft Red Herring Prospectus shall be updated/ replaced, as applicable, with the following additional details:

Details of the Underwriter	No. of Shares Underwritten*	Amount Underwritten	% of the total Issue Size Underwritten
<b>Vivro Financial Services Private Limited</b> 607/608 Marathon Icon, Opp. Peninsula Corporate Park, Off. Ganpatrao Kadam Marg, Veer Santaji Lane, Lower Parel, Mumbai 400013, Maharashtra, India. <b>Telephone:</b> +91-22 6666 8040 <b>Email id:</b> investors@vivro.net <b>Investor Grievance id:</b> investors@vivro.net <b>Website:</b> <a href="http://www.vivro.net">www.vivro.net</a> <b>Contact Person:</b> Vivek Vaishnav <b>SEBI Registration No.:</b> INM000010122 <b>CIN:</b> U67120GJ1996PTC029182	32,64,000	[●]	[●]

\*Includes 1,64,800 Equity shares of face value of ₹10/- each of the Market Maker Reservation Portion which are to be subscribed by the Market Maker vide their agreement dated September 25, 2024 in order to comply with the requirements of Regulation 261 of the SEBI ICDR Regulations, as amended.

### Details of Market Making Arrangement

Our Company and the Book Running Lead Manager have entered into Market Making Agreement dated September 25, 2024 with the following Market Maker to fulfil the obligations of market making for this Issue:

<b>Name</b>	Rikhav Securities Limited
<b>Address</b>	BI5OL-502, 02 Commercial Building, Asha Nagar, Mulund (W), Mumbai- 400080
<b>Telephone</b>	022-69078200/300
<b>E-mail</b>	info@rikhav.net
<b>Contact Person</b>	Mr. Hitesh H Lakhani
<b>SEBI Registration No.</b>	INZ000157737
<b>Market Maker Registration No.</b>	SMEMM0317408052012

Rikhav Securities Limited, registered with SME Segment of BSE, will act as the market maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified in SEBI ICDR Regulations as amended from time to time.

## CAPITAL STRUCTURE

The disclosures in the section “*Capital Structure*” on page 74 of the Draft Red Herring Prospectus shall be updated/ replaced, as applicable, with the following additional details:

**The share capital of the Company as on date of the Draft Red Herring Prospectus is set forth below:**

		<i>(₹ in lakhs, expect share data)</i>	
Particulars	Aggregate nominal value	Aggregate value at Issue Price*	
<b>A</b>	<b>AUTHORISED SHARE CAPITAL</b>		
	1,50,00,000 Equity Shares of face value of ₹10 each	1,500.00	-
<b>B</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER</b>		
	90,55,362 Equity Shares of face value of ₹10 each	905.54	-
<b>C</b>	<b>PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS^</b>		
	Issue of up to 32,64,000 Equity Shares of face value of ₹10 each at an Issue Price of ₹[●] per Equity Share	326.40	[●]
	Of which		
	Reservation for Market Maker: <b>1,64,800</b> Equity Shares of face value of ₹ 10/- each at an Issue Price of ₹ [●] per Equity Share reserved as Market Maker Portion	[●]	[●]
	Net Issue to Public: [●] Equity Shares of face value of ₹ 10/- each at an Issue Price of ₹ [●] per Equity Share to the Public	[●]	[●]
	<b>Net Public Issue consists of:</b>		
	<b>Allocation of Qualified Institutional Buyers</b> Not more than [●] Equity Shares of face value of ₹ 10/- each at an Issue Price of ₹ [●] per Equity Share will be available for allocation to Qualified Institutional Buyers	[●]	[●]
	<b>Allocation to Non-Institutional Investors:</b> At least [●] Equity Shares of face value of ₹10/- each at an Issue Price of ₹ [●] per Equity Share will be available for allocation to Non-Institutional Investors	[●]	[●]
	<b>Allocation to Retail Individual Investors:</b> At least [●] Equity Shares of face value of ₹10/- each at an Issue Price of ₹ [●] per Equity Share will be available for allocation to Retail Individual Investors	[●]	[●]
<b>D</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP EQUITY CAPITAL AFTER THE ISSUE</b>		

Particulars	Aggregate nominal value	Aggregate value at Issue Price*
Up to 1,23,19,362 Equity Shares of face value of ₹10/- each	1,231.94**	[●]
<b>E SECURITIES PREMIUM</b>		
Before the Issue (as on the date of the Draft Red Herring Prospectus)	-	476.75
After the Issue	-	[●]

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

^ The Issue has been authorised by our Board of Directors at their meeting held on July 25, 2024, and our Shareholders pursuant to the resolutions passed at their meeting held on July 26, 2024.

\*\* Subject to finalization of Basis of Allotment.

#The allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines

## 9. Shareholding Pattern of our Company

The table below presents the equity shareholding pattern of our Company as on the date of the Draft Red Herring Prospectus.

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid-up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of underlying Depository Receipts (VI)	Total number of shares held (VII) = (IV)+(V) + (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII)	Number of Voting Rights held in each class of securities (IX)	Number of Voting Rights Total (X)	Number of shares of Underlying Outstanding convertible securities (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted capital) (XI) = (VII)+(X)	Number of locked in shares (XII)	Number of Shares pledged or encumbered otherwise (XIII)	Number of Equity Shares held in dematerialized form (XIV)
(A)	Promoters and Promoter Group	7	84,27,450	-	-	84,27,450	93.07	-	84,27,450	93.07	-	-	-	84,27,450
(B)	Public	16	6,27,912	-	-	6,27,912	6.93	-	6,27,912	6.93	-	-	-	6,27,909
(C)	Non-	=	-	-	-	-	-	-	-	-	-	-	-	-

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid-up Shares held (IV)	Number of Partly paid-up Equity Shares (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held = (IV)+(V) + (VI) (VII)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII)	Number of Voting Rights held in each class of securities (IX)		Number of shares Underlying Outstanding convertible securities (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of locked in shares (XII)	Number of Shares pledged or otherwise encumbered (XIII)	Number of Equity Shares held in dematerialized form (XIV)	
								As a % of Class: (A+B+C2) Equity Shares	Total						
	Promoter- Non Public														
(C1)	Shares underlying depository receipts	=	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by employee trusts	=	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total (A+B+C)</b>	<b><u>23</u></b>	<b>90,55,362</b>	<b>-</b>	<b>-</b>	<b>90,55,362</b>	<b>100.00</b>	<b>-</b>	<b>90,55,362</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b><u>90,55,359</u></b>

## OBJECTS OF THE ISSUE

*In the sub-section titled “Objects of the Issue” under the table of “Basis of estimation of working capital requirement” beginning on page 89 of the Draft Red Herring Prospectus, the following underlined changes are incorporated and shall be read in conjunction with the Draft Red Herring Prospectus.*

**internal accruals represent amount of shareholders’ fund. This amount consists of both equity share capital and reserves & surplus. Equity share capital represents the funds invested by shareholders, while reserves & surplus include retained earnings and reinvested net profits accumulated over time.**

*[Remainder of the page has been intentionally left blank]*

## OUR BUSINESS

The disclosures in the section “Our Business “on page 133 of the Draft Red Herring Prospectus shall be updated/ replaced, as applicable, with the following additional details:

### Customer Revenue from top 10,5,3,1 customer for last 3 financial year:

Sr No	Particulars	FY 2023-24		FY 2022-23		FY 2021-22	
		Amount (₹ in lakhs)	% of our revenue from operations	Amount (₹ in lakhs)	% of our revenue from operations	Amount (₹ in lakhs)	% of our revenue from operations
1.	Revenue from top one (1) customer	1,876.37	19.27%	1,117.41	8.96%	1,811.33	15.93%
2.	Revenue from top three (3) customers	3,302.45	33.91%	2,567.62	20.60%	3,192.01	28.07%
3.	Revenue from top five (5) customers	4,122.39	42.33%	4,232.35	33.95%	4,097.34	36.04%
4.	Revenue from top ten (10) customers	5,290.77	54.32%	6,539.95	52.46%	5,597.49	49.23%

*Note: We are unable to disclose the names of individual customers since this information is commercially sensitive to our business*

### Supplier Revenue from top 10,5,3,1 customer for last 3 financial year:

Sr No	Particulars	FY 2023-24		FY 2022-23		FY 2021-22	
		Amount (₹ in lakhs)	% of our purchases	Amount (₹ in lakhs)	% of our purchases	Amount (₹ in lakhs)	% of our purchases
1.	Purchase from top one (1) suppliers	2,180.44	32.08%	1,721.91	20.85%	1,201.15	14.03%
2.	Purchase from top three (3) suppliers	3,105.98	45.70%	2,960.43	35.84%	2,529.04	29.54%
3.	Purchase from top five (5) suppliers	3,484.53	51.26%	3,676.82	44.51%	3,610.80	42.17%

Sr No	Particulars	FY 2023-24		FY 2022-23		FY 2021-22	
		Amount (₹ in lakhs)	% of our purchases	Amount (₹ in lakhs)	% of our purchases	Amount (₹ in lakhs)	% of our purchases
4.	Purchase from top ten (10) suppliers	4,310.81	63.42%	4,908.04	59.42%	5,131.86	59.93%

*Note: We are unable to disclose the names of individual suppliers since this information is commercially sensitive to our business*

## OUR PRODUCTS AND SOLUTIONS

The table below set out details of our revenue from operations:

Particulars	FY 2023-24		FY 2022-23		FY 2021-22	
	Amount (₹ in lakhs)	% of our revenue from operations	Amount (₹ in lakhs)	% of our revenue from operations	Amount (₹ in lakhs)	% of our revenue from operations
Pharmaceuticals, Healthcare and Biotech	9,258.99	95.07%	11,763.59	94.36%	10,988.88	96.65%
Others	480.16	4.93%	703.04	5.64%	381.01	3.35%
<b>Total Revenue from Operations</b>	<b>9,739.15</b>	<b>100.00%</b>	<b>12,466.63</b>	<b>100.00%</b>	<b>11,369.89</b>	<b>100.00%</b>

Revenue from operations table in business section:

Sr No	Particulars	<i>(₹ in Lakhs)</i>					
		Fiscal 2024	% of total income	Fiscal 2023	% of total income	Fiscal 2022	% of total income
(i)	Sale of products	9,012.20	92.54%	11,513.58	92.36%	10,496.67	92.32%
(ii)	Sale of services (Installation and commissioning services)	726.95	7.46%	950.58	7.63%	873.22	7.68%
(iii)	Other Operating revenue	-	-	2.46	0.02%	-	-
<b>A.</b>	<b>Revenue from operations</b>	<b>9,739.15</b>	<b>100.00%</b>	<b>12,466.62</b>	<b>100.00%</b>	<b>11,369.89</b>	<b>100.00%</b>

Sale of products includes products such as wall panels, view panels, doors, risers, ceiling panels, covings, heat ventilation air conditioning (“HVAC”) system, epoxy flooring and electrification works and sales of services cover the installation and commissioning of these items directly at client sites. This end-to-end service provides clients with both high-quality products and the technical support needed to integrate them seamlessly into their facilities.

## DOMESTIC AND EXPORT SALES

The Company primarily focuses to domestic market and industries however the Company has exported to countries such as UAE and Kenya. The Company does not import its raw materials Revenue breakup based on domestic and export sales for the last three years is as follows:

Particulars	FY23-24	% of our revenue from operations	FY22-23	% of our revenue from operations	FY21-22	% of our revenue from operations
Domestic Sales	9667.17	99.26%	12402.05	99.48%	11153.2	98.09%
Export sales	71.98	0.74%	64.58	0.52%	216.69	1.91%
<b>Total Revenue from operation</b>	<b>9739.15</b>	<b>100.00%</b>	<b>12466.63</b>	<b>100.00%</b>	<b>11369.89</b>	<b>100.00%</b>

## INSURANCE

Presently, our Company has following Insurance Policies:

Name of the Policy	Insurance Company	Policy Tenure Premium Amount		Premium Amount (₹ in lakhs)	Total Insured Amount (₹ in lakhs)
		Start Date	End Date		
Workmens Compensation	Future Generali India Insurance Co. Ltd	12-Jun-24	11-Jun-25	₹ 0.15	₹ 112.00 Including additional medical coverage of ₹ 40.00
Fire Policy	ICICI Lombard General Insurance Company Ltd	17-Feb-24	16-Feb-25	₹ 1.29	₹ 1400.00
Fire Policy	ICICI Lombard General Insurance Company Ltd	18-Mar-24	17-Mar-25	₹ 0.7	₹ 750.00
Marine Export Import Insurance Open Policy	ICICI Lombard General Insurance Company Ltd.	20-Apr-24	19-Apr-25	₹ 3.31	₹ 17,000.00
Burglary Insurance Policy	ICICI Lombard General	17-Feb-24	16-Feb-25	₹ 0.36	₹ 1,400.00

Name of the Policy	Insurance Company	Policy Tenure Premium Amount		Premium Amount (₹ in lakhs)	Total Insured Amount (₹ in lakhs)
		Start Date	End Date		
	Insurance Company Ltd.				
Group Health (Floater) Insurance	Liberty General Insurance	28-Sep-24	27-Sep-25	₹ 13.65	₹ 3 & ₹ 5 Lakhs Family Floater Basis
Group Personal Accident	ICICI Lombard General Insurance Company Ltd.	28-Sep-24	27-Sep-25	₹ 0.35	₹ 1928.63
Directors & Officers Liability Insurance	Tata AIG General Insurance Company Ltd.	2-Aug-24	1-Aug-25	₹ 0.41	₹ 500.00

**PROPERTY**

No	Particular	Address	Area (Sq ft)	Owned /Leased	Name of Owner of Property	Lease Expiry
1	Registered Office	615, Janki Center, Off. Veera Desai Road, Andheri West, Mumbai 400 053, Maharashtra, India	575 sq ft	Right to Use	<u>M/s Fabtech Turnkey Projects LLP</u>	-
2	Factory	Plot No. 190/191 G.I.D.C Umbergaon, Valsad, Gujarat – 396 171	70,196 sq ft	Leased	<u>M/s Fabtech Turnkey Projects LLP</u>	March 31, 2027
3	Office	502/503, Vishakha Arcade, Off Veera Desai Road, Andheri (W), Mumbai – 400053	1,462 sq ft	Leased	<u>M/s Fabtech Turnkey Projects LLP</u>	March 31, 2025
4	Guest House	F-309, 3 <sup>rd</sup> Floor, Plot No. 30, Aditya Arcade, Community Centre, Preet Vihar, New Delhi	209 sq ft	Leased	<u>Dr. Kanchan B.B. Gakhar, Smt. Kamini Wadhwa and Sh. Anupam Kishore Gakhar</u>	February 28, 2025

## OUR MANAGEMENT

The disclosures in the section “*Our Management*” on page 157 of the Draft Red Herring Prospectus shall be updated/ replaced, as applicable, with the following additional details:

### **Brief profiles of our Directors**

**Ausaf Ahmed Usmani** is the Whole-time Director of our Company. **Mr. Ausaf Ahmed Usmani has completed his SSC examination from Maharashtra State Board of Secondary and Higher Secondary Education in the year 1984.** He has been associated with our Company since February 2020. He has vast experience of more than a decade in the field of engineering and sales sectors and other strategic matters. He has played a pivotal role in expanding and diversifying the business operations of our Company.

**Amjad Adam Arbani** is the Executive Director and Chief Financial Officer of our Company. **Mr. Amjad Adam Arbani has passed Higher Secondary Certificate Examination from Bhavan S College, Mumbai in the year 1993.** He has been associated with our Company since April 2021 where he has overseen the financial operations of our Company. Later he was appointed as the Executive Director w.e.f. June 13, 2024. He looks after the banking relations and legal affairs of the Company.

### **Key Managerial Personnel and Senior Management**

Other than Whole-time Directors and Chief Financial Officer of our Company whose details are provided hereinabove, the details of our Key Managerial Personnel, as on the date of the Draft Red Herring Prospectus is set forth below.

**Kinjal Nitinkumar Shah** is the Company Secretary and Compliance Officer of our Company. She is a member of the Institute of Company Secretaries of India. She holds a bachelors degree in law from Gujarat University. She also holds a bachelors degree in commerce from Gujarat University. She has been associated with the Company since 2024. She possesses over a year of experience in Secretarial and Legal Compliances. She is responsible for handling secretarial and legal matters of our Company.

### **The appointment details of the Company Secretary and Compliance officer are as follows:**

**Appointment Date: July 10, 2024**

**Remuneration: ₹ 7,08,000 per annum**

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

### PRINCIPAL COMPONENTS OF OUR STATEMENT OF PROFIT AND LOSS ACCOUNT

#### *Revenue from operations*

Our revenue from operations comprises of revenue from sales of our products and service income from installation and commissioning services. Our revenue from operations accounted for 99.39%, 99.65%, 99.78% of our total income for the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022, respectively. **Company is into providing end to end solutions of pre-engineered and prefabricated modular panels and doors for building cleanrooms for pharmaceutical, healthcare and biotech sectors. Company provides cleanroom solutions, which are tailor made as per our customers' designs and global regulatory standards.**

**Sale of products under revenue from operations includes products such as wall panels, view panels, doors, risers, ceiling panels, covings, heat ventilation air conditioning ("HVAC") system, epoxy flooring and electrification works.**

#### Financial Year 2024 compared to Financial Year 2023

#### *Revenue from operations*

Our revenue from operations decreased by 21.88% from ₹ 12,466.63 lakhs in financial year ended March 31, 2023, to ₹ 9,739.15 lakhs in financial year ended March 31, 2024, primarily due to change in sales mix of our products. **The Company primarily produces two type of cleanroom panels i.e., rockwool panel and puff panel. Rockwool panels are comparatively more fire resistant and require higher manual process for production as compared to puff panels. Hence, due to its' inherent characteristics and specifications, rockwool panels requires higher production time which results in lower production output as compared to puff panels. During fiscal 2024, the Company received higher orders for rockwool panels from some of its large clients. Hence, the Company changed its product mix in favour of rockwool panel which resulted in lower production output during the year. The same can also be established from lower capacity utilisation for fiscal 2024 which is disclosed in "Our Business" chapter under the head "Capacity Utilisation".**

**Further, the Company received purchase orders to supply cleanroom panels to some of its large clients. The Company initially expected to fulfill these orders before the end of fiscal year, however, the delivery schedule for these large order got delayed later during the year. As a result, the Company could not recognize the revenue during the fiscal and it got spilled over to first quarter of fiscal 2025.**

**Due to reasons as discussed hereinabove, the Company recorded a decrease in revenue from operations during fiscal 2024 as compared to fiscal 2023.**

#### Profit after tax

**The profit after tax for fiscal 2024 decreased primarily on account of reduction in sales during fiscal 2024. EBITDA as a percentage of total income was 9.24% for fiscal 2024 as compared to 10.55% for fiscal 2023 which denotes the similar profitability for both the fiscal year.**

#### Financial Year 2023 compared to Financial Year 2022

#### Profit after tax

**The profit after tax of the Company for financial year 2023 increased from ₹ 360.02 lakhs in fiscal 2023 as compared to ₹ 796.28 lakhs in fiscal 2022 on account of following reasons (i) The revenue from operations increased by 9.65% from ₹ 11,369.89 in fiscal year 2022 to ₹ 12,466.63 lakhs in fiscal year 2023. The said increase in revenue from operations was on account of higher price realisation for cleanroom products sold by the Company; (ii) EBITDA as a percentage of total income also improved from 5.57% in fiscal 2022 to 10.55% for fiscal 2023 due to better price realisation and decrease in raw material cost per unit of goods sold.**

## SELECTED RESTATED STATEMENT OF ASSETS AND LIABILITIES

As on March 31, 2023, the Company had a long term borrowing of ₹20.58 lakhs which was increased to ₹125.73 lakhs as on March 31, 2024, primarily as company has availed vehicle loan of ₹116 lakhs as on 23rd March 2024.

Our trade payables mainly comprise of suppliers of raw materials and other services. During Fiscal 2022, 2023 and 2024, our creditors period was 75, 51 and 75 days respectively. Trade payable for the fiscal period ended 2022, 2023 and 2024 are ₹2409.76 lakhs, ₹1877.11 lakhs and ₹2177.86 lakhs respectively. The increase in trade payables is primarily due to improved credit terms secured by our subsidiary, M/s Altair Partition Systems LLP. Additionally, the last quarter of FY24 saw a substantial increase in raw material purchases to fulfil project demands and inventory buildup to meet upcoming production and project commitments. This surge in procurement during the later part of the fiscal year directly contributed to a rise in outstanding payables as of the period-end.

As of March 31, 2024, the Company has an receivable which are outstanding for more than one year amounts to ₹2,253.84 lakhs. Out of this amount, the Company has already received ₹478.25 lakhs post March 31, 2024. The recovered amount included ₹420.73 lakhs in form of retention money which are typically received after an agreed upon period post completion of the projects and ₹57.52 lakhs were of regular business receivables. Further, the Company anticipates receiving an additional amount of ₹1,484.79 lakhs in normal course of business, which includes ₹1,043.70 lakhs in form of retention money and ₹441.09 lakhs as regular business receivables. Furthermore, the amount of ₹2,253.84 lakhs includes receivable of ₹209.43 lakhs which is under dispute in an ongoing legal matter with one of its customers. The Company expects full recovery of this amount and hence it has not provided for any doubtful debt in books of account.

## OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

The disclosures in the section “*Outstanding Litigation and Material Developments*” on page 228 of the Draft Red Herring Prospectus shall be updated/ replaced, as applicable, with the following additional details:

### II. Litigation involving our Directors (except Promoters)

#### A. Litigation filed against our directors

##### 1. Criminal proceedings

#### ***Fabtech Technologies International Limited & Ors. Vs Pawankumar Ramakrishna Chunduru & Ors. - Criminal Revision Application No. 57 of 2022 IN Criminal Case No. SW/02 of 2022***

Pawan Kumar Ramakrishna (“**Complainant**”) filed a Summons Warrant Case bearing number 2 of 2022 against Fabtech Technologies International Limited (“**Accused No. 4**”) and its directors before the Ld. Metropolitan Magistrate, 65<sup>th</sup> Andheri Court, Mumbai by under Sections 419, 420, 406, 465, 467, 471 and 34 read with section 120 (B) of Indian Penal Code (“**Complaint**”). It is the alleged case of the Complainant that in the year 2013-2014, the Complainant received certain work orders from Rajesh Dokaniya and Shirish Devendra Kejriwal (“**Accused No. 2 and Accused No. 3**”) pertaining to HVAC and Clean Room Panel for the pharmaceutical factory/ plant of Brucke Pharma Private Limited (“**Accused No. 1**”). It is further the case of the Complainant that he had deposited blank cheques with Accused No. 2 and 3. Thereafter it is alleged that, Aasif Ahsan Khan (“**Accused No. 5**”) and Amjad Arani (“**Accused No. 6**”) had sold supplied and delivered the goods directly to Accused No. 1 pursuant to which the Accused No. 2 and 3 handed over the said blank cheques to Accused No. 5 and 6. Thereafter, it is alleged that Accused No. 5 and 6 prepared bogus invoices, letters and undertaking to prove the liability and have misused the said security deposit cheques by filing complaint under section 138 of Negotiable Instruments Act, 1881. In view of these allegations, the Complainant has filed the present case under sections 419, 420, 406, 465, 467, 471 and 34 read with section 120 (B) of Indian Penal Code. Thereafter vide order dated December 30, 2021, the Ld. Metropolitan Magistrate, Court at Andheri, Mumbai issued summons against all the Accused. The case is currently pending before the Ld. Metropolitan Magistrate, Court at Andheri, Mumbai.

These allegations are categorically denied by Accused No. 4, 5 and 6. During the trial of the Complaint in Criminal Complaint No. 5774/SS/2017 and 5083/SS/2017, the Complainant and other directors of the company i.e., Centech Engineers Limited, neither raised defence nor even put-up any suggestion during the cross examination of the Complainant that the aforesaid cheques were falsely procured by Accused No. 4, 5 and 6 from Accused No. 2 and 3. In fact the two cases filed under the Negotiable Instruments Act were decided against the Complainant and the Court was pleased to convict the said company i.e., Centech Engineers Limited. and being aggrieved by the order they have preferred appeals against the convictions which are pending.

Therefore, being aggrieved by the issuance of process vide order dated December 30, 2021, the Accused No. 4, 5 and 6 have preferred a Criminal Revision Application No. 57 of 2022 against the order dated December 30, 2021 which is pending before the Court of Sessions, Borivali Division, Goregaon, Mumbai and a stay has been granted by the Court on the order dated December 30, 2021. The matter is currently pending and the **next hearing date January 17, 2025.**

2. Material civil proceedings

***Akums Drugs & Pharmaceuticals Limited. vs. Fabtech Technologies International Private Limited. & Others. – Commercial Suit No. 597 of 2024***

Akums Drugs and Pharmaceutical Limited (“**Plaintiff**”) filed a suit for recovery (“**Suit**”) against Fabtech Technologies International Private Limited (“**Defendant No. 1/ Defendant Company**”) and our Directors and Promoters Aasif Ahsan Khan (“**Defendant No. 2**”), Hemant Mohan Anavkar (“**Defendant no. 3**”) and Ausaf Usmani (“**Defendant No. 5**”) (collective referred to as “**Defendants**”), before the High Court of Judicature at Bombay (“**Bombay HC**”) for alleged non-compliance due to delay in delivery of the purchase orders placed by our Company between 2006-2008. Further, the plaintiff alleged that the Defendant Company supplied defected goods which included ampoule injectable lines with automatic washing, sterilizing tunnel, filling and sealing machines with spare parts and its accessories due to which the Plaintiff suffered huge losses and loss of goodwill. Plaintiff has claimed a total of ₹ 792.42 lakhs in the Suit which includes ₹ 48.6 lakhs as liquidated damages and ₹ 500 lakhs for compensation/damages. However, due to the recent increase in the threshold for institution of proceedings before the High Court, the said Suit has now been transferred to the City Civil Court, at Bombay where it is pending. **The next date of hearing is December 09, 2024.**

B. *Litigation filed by our Directors*

1. Material civil proceedings

***Fabtech Technologies International Limited and Anr. vs. Santosh Madhukar Mahabdi – Suit No. 69/2019***

Our Group Company, Fabtech Technologies International Limited (“**Plaintiff**”), along with our Director Amjad Arbani has filed a suit against Santosh Mahabdi (“**Defendant**”). The Suit pertains to an encroachment by the Defendant by way of carrying out construction within a portion of the larger land owned by the Plaintiff situated at Khalapur, district – Raigad. In view of this encroachment and to evict the Defendant from the portion of land illegally encroached upon, the Plaintiff has filed the said Suit. The said Suit is currently pending before the Court of the Civil Judge, Junior Division at Khalapur. **The next hearing date is January 06, 2025.**

A. *Litigation filed by our Promoters*

1. Material civil proceedings

***Aarif Ahsan Khan vs Jayesh Sanghrajka and Ors. – Civil Appeal 1526 of 2023 from Company Appeal No. (AT) (Insolvency) 1429 of 2023 and 1510 of 2023***

Our Promoter, Aarif Ahsan Khan (“**Appellant**”) filed the present appeal under Section 61 of the Insolvency and Bankruptcy Code, 2016 (“**IBC**”) against Jayesh Sanghrajka (“**Respondent**”), the resolution professional of Ornate Spaces Private Limited (“**Corporate Debtor**”). The appeal was filed as a composite appeal against the order dated May 2, 2023 (“**First Impugned Order**”), only to the limited extent as against the Appellant, passed in Interlocutory Application No. 1927 of 2021 (“**PUFE Application**”) and order dated August 17, 2023 (“**Second Impugned Order**”) passed in Interlocutory Application No. 2679 of 2023 (“**Modification Application**”) passed by the Hon’ble National Company Law Tribunal, Mumbai (Bench - IV) (“**NCLT**”) in corporate insolvency resolution process initiated in P. No. (IB) – 4469/2019 “*IDBI Trusteeship Services Limited vs. Ornate Spaces Private Limited*”. However, on the records of the Hon’ble NCLAT, there were two composite appeals, being Company.

Appeal (AT) (Insolvency) 1429 of 2023 (“**Appeal No. 1429**”) and Company Appeal (AT) (Insolvency) 1510 of 2023 (“**Appeal No. 1510**”). The contents of the appeal are identical but for filing purposes the Appeal No. 1429 was considered challenging the First Impugned Order and Appeal No. 1510 was considered challenging the Second Impugned Order. The Hon’ble NCLT by the First Impugned Order disposed the said PUFEE Application against the respondents therein and directed Aryan Spaces (sole proprietorship of the appellant) to contribute ₹ 120 lakhs to the Corporate Debtor. The First Impugned Order was passed without considering the Appellant’s Affidavit in Reply and arguments advanced by the advocates for the Appellant. Further, the Appellant filed Modification Application praying for modification of the First Impugned Order, but the Hon’ble NCLT yet again failed to consider the arguments advanced by the Appellant and by the Second Impugned Order, only clarified that the Affidavit in Reply filed on behalf of the Appellant was duly considered while passing the First Impugned Order. Therefore, being aggrieved by the said orders, the appellant filed the present Appeal.

Since Appeal No. 1429 was considered challenging the First Impugned Order, an Interlocutory Application No. 5116 of 2023 was also filed, seeking condonation of delay in filing the Appeal No. 1429. However, the Hon’ble National Company Law Appellate Tribunal (“**NCLAT**”) dismissed the Appeal No. 1429 vide order dated December 8, 2023 on the ground that it is time barred by limitation. Therefore, being aggrieved by this order, the Appellant has filed a Civil Appeal No. 1526 of 2024 before the Hon’ble Supreme Court and the same is pending. Further, the Appeal No. 1510 is also pending before the Hon’ble NCLT. In the above-mentioned appeals, apart from the Interlocutory Applications mentioned above 2 more were also filed seeking (a) stay of the impugned orders and (b) exemption from filing typed/ legible/ original/ certified documents. **The next date of hearing for the Civil Appeal is August 27, 2024 and for Appeal No. 1510 is December 09, 2024.**

***Aarif Ahsan Khan vs Jayesh Sanghrajka and Ors. – Company Appeal No. (AT) (Insolvency) 1547 of 2023***

Our Promoter, Aarif Ahsan Khan (“**Appellant**”) filed the present appeal under Section 61 of the Insolvency and Bankruptcy Code, 2016 (“**IBC**”) against Jayesh Sanghrajka (“**Respondent**”), the resolution professional of Ornate Spaces Private Limited (“**Corporate Debtor**”). The appeal is filed against an order dated October 6, 2023 (“**Impugned Order**”) passed in Interlocutory Application No. 277 of 2023 (“**Application**”) passed by Hon’ble National Company Law Tribunal, Mumbai (Bench - IV) (“**NCLT**”) in corporate insolvency resolution process initiated in C.P. No. (IB) – 4469/2019 “*IDBI Trusteeship Services Limited vs. Ornate Spaces Private Limited*”. The Hon’ble NCLT by the impugned order dismissed the said Application for claims of the Appellant against the Corporate Debtor for payments made by the Appellant amounting to ₹ 438 lakhs towards booking of certain flats in a project of the Corporate Debtor. The Hon’ble NCLT not only dismissed the said Application, but even took a view that the booking of flats by the Appellant is a “*sham transaction, having been made by using the funds received from the Corporate Debtor*” and directed the Respondent to re-appreciate the evidence on record to decide whether the amount paid to the Corporate Debtor by the Appellant is routed from the amount received from the Corporate Debtor. Therefore, being aggrieved by the impugned order, the Appellant has filed the present Appeal. Further, there are also 2 Interlocutory Applications filed in the abovementioned appeal praying for a stay of the impugned order and for exemption from filing typed/ legible/ original/ certified documents. **The next date of hearing of the appeal is December 09, 2024**

## OTHER REGULATORY AND STATUTORY DISCLOSURES

Performance vis-à-vis Objects – Public / rights issue of the listed Subsidiaries/listed promoters of our Company

Further, as on the date of the Draft Red Herring Prospectus, our Company does not have any listed group companies, promoter group companies, subsidiaries or associates.

### Other Disclosures:

#### 1. Leverage Ratio

Leverage ratio of our Company is not more than 3:1 which is calculated as under:

<u>Particulars</u>	<u>March 31, 2024</u>	<u>March 31, 2023</u>	<u>March 31, 2022</u>
<u>Leverage Ratio*</u>	<u>0.11</u>	<u>0.13</u>	<u>0.23</u>

\* Leverage Ratio is calculated as sum of total borrowings (long term borrowings and short term borrowings) divided by net-worth of the Company

#### 2. Disciplinary action

No regulatory action of suspension of trading against our Promoters or companies promoted by our Promoters by any Stock Exchange having nationwide trading terminals.

The Promoters or directors are not Promoters or directors (other than independent directors) of compulsory delisted companies by the Exchange and the applicability of consequences of compulsory delisting is attracted or companies that are suspended from trading on account of non-compliance.

Director are not disqualified/ debarred by any of any Regulatory Authority.

#### 3. There has been no change in the name of the Company within the last one year from the date of the Draft Red Herring Prospectus.

## ISSUE STRUCTURE

The disclosures in the section “*Issue Structure*” on page 260 of the Draft Red Herring Prospectus shall be updated/ replaced, as applicable, with the following additional details:

Initial Public Offer of 32,64,000 Equity Shares of face value of ₹10 each (the “**Equity Shares**”) of Fabtech Technologies Cleanrooms Limited for cash at a price of ₹ [●] per Equity Share (the “**Issue Price**”), aggregating to ₹ [●] lakhs (the “**Issue**”). Out of the total issue, 1,64,800 Equity Shares of face value of ₹ 10/- each aggregating to ₹ [●] lakhs will be reserved for subscription by market maker (“**Market Maker Reservation Portion**”). The issue less the market maker reservation portion i.e. issue of [●] Equity Shares of face value of ₹ 10.00/- each at an Issue price of ₹ [●] /- per equity share aggregating to ₹ [●] lakhs are hereinafter referred to as the “**Net Issue**”. The issue and the net issue will constitute [●] % and [●] %, respectively of the post Issue paid up equity share capital of our company.

The issue is being made by way of Book Building Process (1):

Particulars of the issue	Market Maker Reservation Portion	QIBs	Non-Institutional Applicants	Retail Individual Investors
<b>Number of Equity Shares available for allocation</b>	<b><u>1,64,800</u></b> Equity Shares of face value of ₹10/- each	[●] Equity Shares of face value of ₹10/- each	[●] Equity Shares of face value of ₹10/- each	[●] Equity Shares of face value of ₹10/- each

## **DECLARATION**

I hereby declare that all relevant provisions of Companies Act, 2013 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 addendum to the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements are true and correct.

### **SIGNED BY THE DIRECTOR OF OUR COMPANY**

Sd/-

**Aasif Ahsan Khan**

*Chairman & Non-Executive Director*

**Place:** Mumbai

**Date:** December 02, 2024

## **DECLARATION**

I hereby declare that all relevant provisions of Companies Act, 2013 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 addendum to the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY**

Sd/-

**Ausaf Ahmed Usmani**

*Whole-time Director*

**Place:** Mumbai

**Date:** December 02, 2024

## **DECLARATION**

I hereby declare that all relevant provisions of Companies Act, 2013 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 addendum to the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY**

**Sd/-**

**Amjad Adam Arbani**

*Executive Director and Chief Financial Officer*

**Place:** Mumbai

**Date:** December 02, 2024

## **DECLARATION**

I hereby declare that all relevant provisions of Companies Act, 2013 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 addendum to the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY**

**Sd/-**

**Chirag Himatlal Doshi**

*Non- Executive Director*

**Place:** Mumbai

**Date:** December 02, 2024

## **DECLARATION**

I hereby declare that all relevant provisions of Companies Act, 2013 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 addendum to the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY**

Sd/-

**Rupal Dhiren Haria**

*Non-Executive - Independent Director*

**Place:** Mumbai

**Date:** December 02, 2024

## **DECLARATION**

I hereby declare that all relevant provisions of Companies Act, 2013 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 addendum to the Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements are true and correct.

**SIGNED BY THE DIRECTOR OF OUR COMPANY**

**Sd/-**

**Shyam Nagorao Khante**

*Non-Executive - Independent Director*

**Place:** Mumbai

**Date:** December 02, 2024