

**DRAFT RED HERRING PROSPECTUS**

Dated: September 28, 2024

Please read Section 26 and 32 of the Companies Act, 2013

(This Draft Red Herring Prospectus will be updated upon filing with the RoC)

100% Book Built Issue



SHRI HARE - KRISHNA SPONGE IRON LTD.

**SHRI HARE-KRISHNA SPONGE IRON LIMITED**

CIN: U27109WB2003PLC096152

Registered Office	Contact Person	Email and Telephone	Website
Flat No 2-D, 2nd Floor, Tower No. 1, Alcove Gloria, Municipal Premises No. 403/1, Dakshindari Road, VIP Road, Kolkata, Sreebhumi, North 24 Parganas, West Bengal, India, 700048	Rashmeet Kaur Company Secretary & Compliance Officer	E-mail: <a href="mailto:cs@shkraipur.com">cs@shkraipur.com</a> Tel No: +91-9589116050	Website: <a href="https://shkraipur.com">https://shkraipur.com</a>

<b>Promoters of the Company</b>	Anita Tradelinks Private Limited, Buxom Trexim Private Limited, Shyam Sunder Parasrampur, Manoj Parasrampur and Manish Parasrampur
---------------------------------	--

DETAILS OF THE ISSUE				
Type	Fresh Issue Size (in ₹ Lakhs)	OFS Size (by no. of Shares or by amount in ₹)	Total Issue Size (in ₹ Lakhs)	Eligibility
Fresh Issue	50,70,000 Equity Shares aggregating to ₹ [●] Lakhs	Nil	₹ [●] Lakhs	This Issue is being made in terms of regulation 229(2) and 253(1) of chapter IX of the SEBI (ICDR) Regulations, 2018 as amended.

**DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES A FRESH ISSUE OF EQUITY SHARES****RISK IN RELATION TO THE FIRST ISSUE**

This being the first issue of the issuer, there has been no formal market for the securities of the issuer. The face value of the Equity Shares is ₹10. The Floor Price, Cap Price and Issue Price determined by our Company, in consultation with the Book Running Lead Manager, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “Basis for Issue Price” on page 87 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

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 entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. 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 issued 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 the Draft Red Herring Prospectus. Specific attention of the investors is invited to the section “Risk Factors” beginning on page 25 of this Draft Red Herring Prospectus.


**ISSUER’S ABSOLUTE RESPONSIBILITY**

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to the Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus 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 Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.


**LISTING**

The Equity Shares Issued through Red Herring Prospectus are proposed to be listed on the SME Platform of NSE (“NSE Emerge”). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, our Company has received “in-principle” approval letter dated [●] from NSE (NSE EMERGE) for using its name in the Offer Document. For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited (“NSE”).

**BOOK RUNNING LEAD MANAGER TO THE ISSUE**

Name and Logo	Contact Person	Email & Telephone
 <b>HEM SECURITIES LIMITED</b>	Neelkanth Agarwal	Email: <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> Tel. No.: +91- 22- 49060000

**REGISTRAR TO THE ISSUE**

Name and Logo	Contact Person	Email & Telephone
 <b>KFINTECH</b> EXPERIENCE TRANSFORMATION KFIN TECHNOLOGIES LIMITED	M. Murali Krishna	Email: <a href="mailto:shrihare.ipo@kfintech.com">shrihare.ipo@kfintech.com</a> Tel No.: +91 40 67162222, 18003094001

**BID/ISSUE PERIOD**

<b>ANCHOR PORTION ISSUE OPENS/CLOSES ON: [●]*</b>	<b>BID/ISSUE OPENS ON: [●]</b>	<b>BID/ISSUE CLOSES ON: [●]**</b>
---	--------------------------------	-----------------------------------

\*The 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 shall be one Working Day prior to the Bid/Issue Opening Date.

\*\*Our Company may, in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.



SHRI HARE - KRISHNA SPONGE IRON LTD.

**SHRI HARE-KRISHNA SPONGE IRON LIMITED**

CIN: U27109WB2003PLC096152

Our Company was originally incorporated as private limited company under the name of "Shri Hare-Krishna Sponge Iron Private Limited" on May 02, 2003 under the provisions of Companies Act, 1956 with the Registrar of Companies, West Bengal, bearing CIN No. U27109WB2003PTC096152. Further, the name of our company was changed from "Shri Hare-Krishna Sponge Iron Private Limited" to "Shri Hare-Krishna Sponge Iron Limited" pursuant to a fresh certificate of incorporation issued by the Registrar of Companies, West Bengal on June 20, 2007 bearing CIN U27109WB2003PLC096152.

**Registered Office:** Flat No 2-D, 2nd Floor, Tower No. 1, Alcove Gloria, Municipal Premises No 403/1, Dakshindari Road, VIP Road, Kolkata Sreebhumi, North 24 Parganas, West Bengal, India, 700048

**Contact Person:** Rashmeet Kaur, Company Secretary & Compliance Officer

**Tel No:** +91-9589116050; **E-mail:** cs@shkraipur.com; **Website:** <https://shkraipur.com>

**Promoters of our Company:** Anita Tradelinks Private Limited, Buxom Trexim Private Limited, Shyam Sunder Parasrampur, Manoj Parasrampur and Manish Parasrampur

**DETAILS OF THE ISSUE**

INITIAL PUBLIC OFFER OF UPTO 50,70,000 EQUITY SHARES OF FACE VALUE OF INR 10/- EACH (THE "EQUITY SHARES") OF SHRI HARE-KRISHNA SPONGE IRON LIMITED ("OUR COMPANY" OR "SHKSIL" OR "THE ISSUER") AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹ [●] LAKHS ("PUBLIC ISSUE") OUT OF WHICH 2,58,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF INR 10 EACH, AT AN ISSUE PRICE OF INR [●] PER EQUITY SHARE FOR CASH, AGGREGATING UPTO INR [●] MILLIONS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE 26.42% AND 25.07% RESPECTIVELY OF THE POST- ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN ALL EDITION OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND ALL EDITION OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND ALL EDITION OF [●], A REGIONAL NEWSPAPER (BENGALI BEING THE REGIONAL LANGUAGE OF KOLKATA WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE SME PLATFORM OF NSE ("NSE EMERGE") FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE

In case of any revision in the Price Band, the Bid/Issue Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company, for reasons to be recorded in writing extend the Bid/Issue Period for a minimum of three Working Days, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the website of the BRLM and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries and Sponsor Bank.

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50% of the Net Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs", the "QIB Portion"), provided that our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall 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 potential Bidders (except Anchor Investors) are required to mandatorily utilize the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA accounts, and UPI ID in case of RIBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "Issue Procedure" beginning on page 249 of this Draft Red Herring Prospectus.

**RISK IN RELATION TO THE FIRST ISSUE**

This being the first issue of the issuer, there has been no formal market for the securities of the issuer. The face value of the Equity Shares is ₹10. The Floor Price, Cap Price and Issue Price determined by our Company, in consultation with the Book Running Lead Managers, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "Basis for Issue Price" on page 87 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

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 entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. 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 issued 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 the Draft Red Herring Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 25 of this Draft Red Herring Prospectus.

**ISSUER'S ABSOLUTE RESPONSIBILITY**

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to the Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus 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 Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

**LISTING**

The Equity Shares Issued through this Draft Red Herring Prospectus are proposed to be listed on the SME Platform of NSE (NSE EMERGE). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, our Company has received "in-principle" approval letter dated [●] from NSE (NSE EMERGE) for using its name in the Offer Document. For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Ltd. ("NSE")

**BOOK RUNNING LEAD MANAGER TO THE ISSUE**

**HEM SECURITIES LIMITED**  
904, A Wing, Naman Midtown, Senapati Bapat Marg,  
Elphinstone Road, Lower Parel, Mumbai-400013, India  
**Tel. No.:** +91- 22- 49060000; **Fax No.:** +91- 22- 22625991  
**Email:** [ib@hemsecurities.com](mailto:ib@hemsecurities.com)  
**Investor Grievance Email:** [redressal@hemsecurities.com](mailto:redressal@hemsecurities.com)  
**Website:** [www.hemsecurities.com](http://www.hemsecurities.com)  
**Contact Person:** Neelkanth Agarwal  
**SEBI Regn. No.** INM000010981

**REGISTRAR TO THE ISSUE**

**Kfin Technologies Limited**  
**Address:** Selenium Tower B, Plot No-31 & 32, Financial District, Nanakramguda,  
Serilingampally, Hyderabad Rangareddi TG, 500032  
**Telephone:** +91 40 67162222, 18003094001; **Email:** [shrihare.ipo@kfintech.com](mailto:shrihare.ipo@kfintech.com)  
**Investor Grievance Email:** [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)  
**Website:** [www.kfintech.com](http://www.kfintech.com)  
**Contact Person:** M. Murali Krishna  
**SEBI Registration Number:** INR000000221  
**CIN:** L72400TG2017PLC117649

**ISSUE PROGRAMME**

ANCHOR PORTION ISSUE OPENS/CLOSES ON: [●]\*

BID/ISSUE OPENS ON: [●]

BID/ISSUE CLOSES ON: [●]\*\*

\*The 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 shall be one Working Day prior to the Bid/Issue Opening Date.

\*\*Our Company may, in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.

**TABLE OF CONTENTS**

SECTION	CONTENTS	PAGE NO
I.	<b>GENERAL</b>	
	DEFINITIONS AND ABBREVIATIONS	1
	CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF FINANCIAL PRESENTATION	17
	FORWARD LOOKING STATEMENTS	19
II.	<b>SUMMARY OF DRAFT RED HERRING PROSPECTUS</b>	20
III.	<b>RISK FACTORS</b>	25
IV.	<b>INTRODUCTION</b>	
	THE ISSUE	42
	SUMMARY OF OUR FINANCIAL STATEMENTS	44
	GENERAL INFORMATION	47
	CAPITAL STRUCTURE	57
	OBJECTS OF THE ISSUE	79
	BASIS FOR ISSUE PRICE	87
	STATEMENT OF TAX BENEFITS	93
V.	<b>ABOUT THE COMPANY</b>	
	INDUSTRY OVERVIEW	96
	OUR BUSINESS	112
	KEY INDUSTRY REGULATIONS AND POLICIES	121
	HISTORY AND CORPORATE STRUCTURE	130
	OUR MANAGEMENT	133
	OUR PROMOTERS & PROMOTER GROUP	147
	DIVIDEND POLICY	154
VI.	<b>FINANCIAL INFORMATION OF THE COMPANY</b>	
	FINANCIAL INFORMATION OF THE COMPANY	155
	OTHER FINANCIAL INFORMATION	197
	STATEMENT OF FINANCIAL INDEBTEDNESS	198
	MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATION	201
	CAPITALISATION STATEMENT	209
VII.	<b>LEGAL AND OTHER INFORMATION</b>	
	OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS	210
	GOVERNMENT AND OTHER APPROVALS	214
	OUR GROUP COMPANIES	220
	OTHER REGULATORY AND STATUTORY DISCLOSURES	223
VIII.	<b>ISSUE RELATED INFORMATION</b>	
	TERMS OF THE ISSUE	236
	ISSUE STRUCTURE	244
	ISSUE PROCEDURE	249
	RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES	282
IX.	<b>MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF OUR COMPANY</b>	285
X.	<b>OTHER INFORMATION</b>	
	MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION	297
	DECLARATION	298

## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

*This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline or policy shall be to such legislation, act, regulation, rule, guideline or policy, 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 Draft Red Herring Prospectus 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, 2018, the Securities Contracts Regulation Act, 1992(“SCRA”), the Depositories Act or the rules and regulations made there under.*

*Notwithstanding the foregoing, terms used in of the sections “Statement of Tax Benefits”, “Financial Information of the Company” and “Main Provisions of the Articles of Association” on 93, 155 and 285 respectively, shall have the meaning ascribed to such terms in such sections.*

#### General Terms:

<b>Terms</b>	<b>Description</b>
“SHKSIL”, “the Company”, “our Company”, “Issuer” and “Shri Hare-Krishna Sponge Iron Limited”	Shri Hare-Krishna Sponge Iron Limited, a Company incorporated in India under the Companies Act, 1956, having its Registered Office at Flat No 2D, 2nd Floor , Tower No. 1, Alcove Gloria, Municipal Premises No 403/1, Dakshindari Road, VIP Road, Kolkata, , Sreebhumi, North 24 Parganas, West Bengal 700048
“we”, “us” and “our”	Unless the context otherwise indicates or implies refers to our Company.
“you”, “your” or “yours”	Prospective investors in this Issue.

#### Company related and Conventional terms:

<b>Term</b>	<b>Description</b>
AOA/ Articles/ Articles of Association	Articles of Association of our Company, as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as the Company’s Audit Committee in accordance with Regulation 18 of the SEBI (LODR) Regulations and Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as described in the chapter titled “ <b>Our Management</b> ” beginning on page 133 of this Draft Red Herring Prospectus.
Auditors/ Statutory Auditors	The Statutory Auditors of our Company being M/s. A.C. Bhuteria & Co (FRN: 303105E).
Bankers to our Company	HDFC Bank Limited
Board of Directors / the Board / our Board	The Board of Directors of our Company, including all duly constituted Committees thereof. For further details of our Directors, please refer to section titled “ <b>Our Management</b> ” beginning on page 133 of this Draft Red Herring Prospectus.
Chairman	The Chairman of our Company is Manoj Parasrampurua
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company is Abhishek Parasrampurua
CIN	Corporate Identification Number being U27109WB2003PLC096152.
Companies Act/ Act	The Companies Act, 2013 and amendments thereto and erstwhile Companies Act 1956 as applicable
Company Secretary and Compliance Officer	The Company Secretary & Compliance Officer of our Company being Rashmeet Kaur (Membership No. A66512).
CSR Committee/ Corporate Social Responsibility Committee	The corporate social responsibility committee of our Board, constituted in accordance with the Section 135 of the Companies Act and as described in the chapter titled “ <b>Our Management</b> ” beginning on page 133 of this Draft Red Herring Prospectus
Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Depositories Act	The Depositories Act, 1996, as amended from time to time.

<b>Term</b>	<b>Description</b>
DIN	Directors Identification Number.
Director(s)/ Our Directors	The Director(s) of our Company, unless otherwise specified. For details of our directors, see <b>“Our Management”</b> on page 133 of this Draft Red Herring Prospectus
DP/ Depository Participant	A depository participant as defined under the Depositories Act, 1996.
DP ID	Depository’s Participant’s Identity Number
Equity Shareholders/ Shareholders	Persons/ Entities holding Equity Shares of our Company.
Equity Shares	Equity Shares of the Company of face value of ₹ 10/- each unless otherwise specified in the context thereof.
Executive Directors	Executive Directors are the Managing Director & Whole-time Directors of our Company.
Factory	The factory of the company is situated at Phase-II, Plot No.106, Industrial Growth Centre, Siltara, Raipur, Chhattisgarh, India, 493111.
Fugitive economic offender	Shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)
Group Companies/ Group Company	Our group companies identified in accordance with SEBI (ICDR) Regulations and in accordance with our Materiality Policy. For details, see section titled <b>“Our Group Companies”</b> on page 220 of this Draft Red Herring Prospectus.
GIR Number	General Index Registry Number.
HNI	High Net worth Individual
HUF	Hindu Undivided Family
IBC	The Insolvency and Bankruptcy Code, 2016
ISIN	International Securities Identification Number, in this case being INE0NON01025.
IT Act	The Income Tax Act, 1961 as amended till date.
Independent Director	An Independent Director as defined under Section 2(47) of the Companies Act, 2013 and as defined under the SEBI (LODR) Regulations. For details of our Independent Directors, see <b>“Our Management”</b> on page 133 of this Draft Red Herring Prospectus.
Key Management Personnel/ KMP	Key Management Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI Regulations, Section 2(51) of the Companies Act, 2013. For details, see section titled <b>“Our Management”</b> on page 133 of this Draft Red Herring Prospectus.
LLP	Limited Liability Partnership
MOA/ Memorandum/ Memorandum of Association	Memorandum of Association of Shri Hare-Krishna Sponge Iron Limited as amended from time to time.
MD or Managing Director	The Managing Director of our Company, Manoj Parasrampurua
Materiality Policy	The policy adopted by our Board on August 26, 2024 for identification of Group Companies, material outstanding litigation and material outstanding dues to creditors, pursuant to the disclosure requirements under the SEBI (ICDR) Regulations, 2018 as amended from time to time.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with Section 178 of the Companies Act, 2013 as described in the chapter titled <b>“Our Management”</b> beginning on page 133 of this Draft Red Herring Prospectus.
Non-Executive Director	A Director not being an Executive Director.
NRIs / Non-Resident Indians	A person resident outside India, as defined under Foreign Exchange Management Act, 1999 and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Non-debt instruments) Rules, 2019
Promoters	Shall mean promoters of our Company i.e., Shyam Sunder Parasrampurua, Manoj Parasrampurua, Manish Parasrampurua, Anita Tradelinks Private Limited and Buxom Trexim Private Limited. For further details, please refer to section titled <b>“Our Promoters &amp; Promoters Group”</b> beginning on page 147 of this Draft Red Herring Prospectus.
Promoter Group	Includes such Persons and companies constituting our promoter group covered under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 as enlisted in the section <b>“Our Promoters &amp; Promoters Group”</b> beginning on page 147 of this Draft Red Herring Prospectus.
Person or Persons	Any Individual, Sole Proprietorship, Unincorporated Association, Unincorporated Organization, Body Corporate, Corporation, Company, Partnership, Limited Liability Company, Joint Venture, or Trust or any other entity or organization validly constituted

<b>Term</b>	<b>Description</b>
	and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
Registered Office of our Company	The Registered Office of our Company situated at Flat No 2D, 2nd Floor , Tower No. 1, Alcove Gloria, Municipal Premises No 403/1, Dakshindari Road, VIP Road, Kolkata, Sreebhumi, North 24 Parganas, West Bengal - 700048
Reserve Bank of India/ RBI	Reserve Bank of India constituted under the RBI Act.
Restated Financial Information	The Restated Financial Information of the Company, comprising of the Restated Statement of Assets and Liabilities as at March 31, 2024, March 31, 2023 and March 31, 2022 and the Restated Statements of Profit and Loss and Cash Flows for the Fiscals ended March 31, 2024, March 31, 2023 and March 31, 2022 of our Company prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto.
RoC/ Registrar of Companies	Registrar of Companies, Nizam Palace, 2nd MSO Building, 2nd Floor, 234/4, A.J.C.B. Road, Kolkata - 700020, India.
SEBI (ICDR) Regulations/ ICDR Regulation/ Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI (FVCI) Regulations	Securities Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 as amended from time to time.
SEBI Act/ SEBI	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR)	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
Stakeholders' Relationship Committee	Stakeholders' relationship committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and regulation 20 of SEBI (Listing obligations and disclosure requirements) regulations 2015 as described in the chapter titled " <b>Our Management</b> " beginning on page 133 of this Draft Red Herring Prospectus.
SME Exchange	SME Platform of the National Stock Exchange Limited i.e. "NSE EMERGE"
Shareholders/Equity Shareholders	Shareholders of our Company from time to time.
Sub-Account	Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Subscriber to MOA	Initial Subscribers to MOA being Shyam Sunder Parasrampuria, Manoj Parasrampuria and Manish Parasrampuria.

### **Issue Related Terms**

<b>Terms</b>	<b>Description</b>
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a bidder as proof of registration of the Application.
Allocation/ Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Fresh Issue of Equity Shares to the successful Bidders.
Allotment/Allot/Allotted	Unless the context otherwise requires, means the allotment of Equity Shares, pursuant to the Issue to the successful bidders.
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee (s)	A successful bidder to whom the Equity Shares are allotted.

<b>Terms</b>	<b>Description</b>
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Managers during the Anchor Investor Bid/ Issue Period.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus
Anchor Investor Bid/ Issue Period	One Working Day prior to the Bid/ Issue Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed.
Anchor Investor Issue Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company, in consultation with the Book Running Lead Managers
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Managers, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
Application Supported by Block Amount (ASBA)	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorising an SCSB to block the Bid Amount in the ASBA Account and will include amounts blocked by the SCSB upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism.
ASBA Account	A bank account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by a Retail Individual Investor linked to a UPI ID, which will be blocked in relation to a Bid by a Retail Individual Investor Bidding through the UPI Mechanism.
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Ahmedabad.
ASBA Bidder	Any prospective investor(s)/ Bidder (s) in this Issue who apply(ies) through the ASBA process except Anchor Investor.
ASBA Form/ Bid cum Application	An application form (with or without UPI ID, as applicable), whether physical or electronic, used by Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus or the Prospectus.
Banker to the Issue Agreement	Agreement dated [●] entered into amongst the Company, Book Running Lead Manager, the Registrar, Sponsor Bank and the Banker to the Issue.
Bankers to the Issue/ Public Issue Bank/ Sponsor Bank	Banks which are clearing members and registered with SEBI as Bankers to an Issue and with whom the Public Issue Account will be opened, in this case being [●]
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful bidders under the issue and which is described in the chapter titled “ <i>Issue Procedure</i> ” beginning on page 249 of this Draft Red Herring Prospectus.
Bid	An indication to make an offer during the Bid/ Issue Period by a Bidder (other than an Anchor Investor) pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Issue Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned

<b>Terms</b>	<b>Description</b>
	in the Bid cum Application Form and payable by the Retail Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Issue.
Bid Lot	[●] equity shares and in multiples of [●] equity shares thereafter.
Bid/ Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Syndicate, the Designated Branches and the Registered Brokers shall not accept the Bids, which shall be notified in in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Bengali Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation, and in case of any revision, the extended Bid/ Issue closing Date also to be notified on the website and terminals of the Syndicate, SCSB's and Sponsor Bank, as required under the SEBI ICDR Regulations.
Bid/ Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Bengali Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation, and in case of any revision, the extended Bid/ Issue Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations.
Bid/ Issue Period	Except in relation to any Bids received from the Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date or the QIB Bid/ Issue Closing Date, as the case may be, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof. Provided however that the Bidding/ Issue Period shall be kept open for a minimum of three Working Days for all categories of Bidders.
First Bidder/Applicant/Bidders	Bidder(s) whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Bidding	The process of making a Bid.
Bidding/ Collection Centers	Centers at which the Designated intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, specified locations for syndicates, broker centers for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
Book Building Process/ Book Building Method	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made
BRLM/ Book Running Lead Manager	Book Running Lead Manager to the Issue in this case being Hem Securities Limited, SEBI Registered Category I Merchant Banker.
Broker Centers	Broker Centres notified by the Stock Exchanges, where the investors can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
Business Day	Monday to Friday (except public holidays).
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Bidder indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Cap Price	The higher end of the price band above which the Issue Price will not be finalized and above which no Bids (or a revision thereof) will be accepted.
Client Id	Client Identification Number maintained with one of the Depositories in relation to Demat account
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Collecting Registrar and Share Transfer Agent	Registrar to an Issue and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Issue and the Stock Exchange.



<b>Terms</b>	<b>Description</b>
Cut Off Price	The Issue Price, which shall be any price within the Price band as finalized by our Company in consultation with the BRLM. Only Retail Individual Investors are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investor) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the Bidders such as their Address, PAN, name of the Bidders father/husband, investor status, occupation and Bank Account details.
Depositor/ Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Designated CDP Locations	Such locations of the CDPs where Bidder can submit the Bid-Cum-Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid-Cum-Application Forms are available on the website of the Stock Exchange i.e., <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated Date	The date on which funds are transferred from the Escrow Account(s) and the amounts blocked are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account(s) or the Refund Account(s), as applicable, in terms of the Red Herring Prospectus and the Prospectus, after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares may be Allotted to successful Bidders in the Offer.
Designated Intermediaries/ Collecting Agent	An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depository Participant, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated Market Maker	Hem Finlease Private Limited
Designated RTA Locations	Such locations of the RTAs where Bidder can submit the Bid-Cum-Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid-Cum-Application Forms are available on the websites of the Stock Exchange i.e., <a href="http://www.nseindia.com">www.nseindia.com</a>
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Bid-Cum-Application Form from the Bidder and a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> . Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time
DP/ Depository Participant	A depository participant as defined under the Depositories Act, 1996
Designated Stock Exchange	National Stock Exchange of India Limited (NSE Emerge i.e., SME platform of NSE)
DP ID	Depository Participant's Identity Number
Draft Red Herring Prospectus	Draft Red Herring Prospectus dated September 28, 2024 issued in accordance with Sections 26 & 32 of the Companies Act, 2013
Eligible NRI	A Non-Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Draft Red Herring Prospectus will constitute an invitation to subscribe for the Equity Shares.
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity shares issued thereby and who have opened Demat accounts with SEBI registered qualified depository participants.
Escrow Account(s)	The account(s) to be opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through NACH/direct credit/ NEFT/ RTGS in respect of the Bid Amount when submitting a Bid.
FII/ Foreign Institutional Investors	Foreign Institutional Investor as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First Bidder/ Applicant/ Bidders	Bidder(s) whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.

<b>Terms</b>	<b>Description</b>
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document.
General Information Document (GID)	The General Information Document for investing in public issues, prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 issued by SEBI, suitably modified and updated pursuant to the circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 and the UPI Circulars and any subsequent circulars or notifications issued by SEBI from time to time
Issue Agreement	The Issue Agreement dated September 11, 2024 between our Company and Book Running Lead Manager.
Issue/ Public Issue/ Issue size/ Initial Public Issue/ Initial Public Offering/ IPO	The Initial Public Issue of upto 50,70,000 Equity shares of ₹ 10/- each at issue price of ₹ [●]/- per Equity share, including a premium of ₹ [●]/- per equity share aggregating to ₹ [●] lakhs
Issue Price	The final price at which the Equity shares will be allotted in terms of the Red Herring Prospectus and the Prospectus, as determined by our company in consultation with BRLM on the Pricing date in accordance with the Book-Building process and the Red Herring Prospectus.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled “ <i>Objects of the Issue</i> ” beginning on page 79 of this Draft Red Herring Prospectus
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the Stock Exchange.
Lot Size	[●]
Mandate Request	Mandate Request means a request initiated on the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
Market Maker	Member Brokers of NSE who are specifically registered as Market Makers with the NSE (SME platform). In our case, Hem Finlease Private Limited is the sole Market Marker
Market Making Agreement	The Market Making Agreement dated September 11, 2024 between our Company, Book Running Lead Manager and Market Maker, Hem Finlease Private Limited.
Market Maker Reservation Portion	The reserved portion of 2,58,000 Equity Shares of ₹ 10 each at an Issue price of ₹ [●] each is aggregating to ₹ [●] Lakhs to be subscribed by Market Maker in this issue.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
Mutual Fund Portion	5% of the Net QIB Portion, or [●] Equity Shares, which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 48,12,000 equity Shares of ₹10/- each at a price of ₹[●] per Equity Share (the “Issue Price”), including a share premium of ₹[●] per equity share aggregating to ₹[●] Lakhs.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors
Non- Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
Net Proceeds	The Issue Proceeds received from the fresh Issue excluding Issue related expenses. For further information on the use of Issue Proceeds and Issue expenses, please refer to the

<b>Terms</b>	<b>Description</b>
	section titled “ <i>Objects of the Issue</i> ” beginning on page 79 of this Draft Red Herring Prospectus.
Non-Institutional Bidders	All Bidders that are not QIBs, RIBs or Eligible Employees Bidding in the Employee Reservation Portion and who have Bid for Equity Shares, for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Issue being not less than 15% of the Issue, consisting of [●] Equity Shares, which shall be available for allocation on a proportionate basis to Non-Institutional Investors, subject to valid Bids being received at or above the Issue Price.
Non – Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
Other Investor	Investors other than Retail Individual Investors. These include individual Bidders other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body/ OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB’s) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Pay-in-Period	The period commencing on the Bid/Issue Opening date and extended till the closure of the Anchor Investor Pay-in-Date.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/ or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	Price Band of a minimum price (Floor Price) of ₹ [●] and the maximum price (Cap Price) of ₹ [●] and includes revisions thereof. The Price Band will be decided by our Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper with wide circulation at least two working days prior to the Bid/ Issue Opening Date.
Pricing Date	The date on which our Company in consultation with the BRLM, will finalize the Issue Price.
Prospectus	The Prospectus, to be filed with the Registrar of Companies in accordance with the provisions of Sections 26 & 32 of the Companies Act, 2013, containing, inter alia, the Issue Price, size of the Issue and certain other information.
Public Issue Account	Account to be opened with the Bankers to the Issue to receive monies from the ASBA Accounts and from the Escrow Accounts in case of Anchor Investor(s), on the Designated Date.
QIB Category/ QIB Portion	The portion of the Net Issue (including the Anchor Investor Portion) being not more than 50% of the Net Issue, consisting of [●] Equity Shares aggregating to ₹[●] lakhs which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLMs), subject to valid Bids being received at or above the Issue Price or Anchor Investor Offer Price (for Anchor Investors).
Qualified Institutional Buyers/ QIBs/ QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Red Herring Prospectus/ RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Issue including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date

<b>Terms</b>	<b>Description</b>
Refund Account	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made.
Refund Bank/ Refund Banker	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account will be opened, in this case being [●].
Refund through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable.
Registered Broker	Individuals or companies registered with SEBI as "Trading Members" (except Syndicate/Sub-Syndicate Members) who hold valid membership either NSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on the website of the Stock Exchange.
Registrar/ Registrar to the Issue/ RTA/ RTI	Registrar to the Issue, in this case being KFin Technologies Private Limited.
Registrar Agreement	The Agreement dated August 16, 2024 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Refund Account(s)	Accounts to which the monies to be refunded to the Bidders is transferred from the Public Issue Account in case listing of the Equity Shares does not occur.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Regulation S	Regulation S under the U.S. Securities Act of 1933, as amended from time to time.
Reservation Portion	The portion of the Issue reserved for category of eligible Bidders as provided under the SEBI (ICDR) Regulations, 2018.
Retail Individual Bidders/ RIBs/ Retail Individual Investors/ RIIs	Individual Bidders, submitting Bids, who have Bid for Equity Shares for an amount not more than ₹ 2,00,000/- in any of the bidding options in the Net Issue (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Retail Portion	The portion of the Issue being not less than 35% of the Net Issue, consisting of [●] Equity Shares, available for allocation to Retail Individual Bidders.
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their Bid Cum Application Forms or any previous Revision Form(s), as applicable. QIBs and Non-Institutional Investors are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 DATED November 10, 2015 issued by SEBI.
SEBI SAST/ SEBI (SAST) Regulations	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended
Self-Certified Syndicate Bank(s) / SCSB(s)	Shall mean a Banker to an Issue registered under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> or at such other website as may be prescribed by SEBI from time to time.
SEBI (FPI) Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019.
SME Exchange	SME Platform of the National Stock Exchange of India Limited i.e., "NSE Emerge"
SEBI (PFUTP) Regulations/ PFUTP Regulations	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
Specified Securities	Equity shares offered through this Draft Red Herring Prospectus.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI, which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI (National Payments Corporation of India) in order to push the mandate, collect requests and / or payment instructions of the Retail Investors into the UPI.
Securities Laws	Means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of

<b>Terms</b>	<b>Description</b>
	the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI, which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI (National Payments Corporation of India) in order to push the mandate, collect requests and / or payment instructions of the Retail Investors into the UPI.
Sub Syndicate Member	A SEBI Registered member of NSE appointed by the BRLM and/ or syndicate member to act as a Sub Syndicate Member in the Issue.
Syndicate	Includes the BRLM, Syndicate Members and Sub Syndicate Members.
Syndicate Agreement	The agreement dated [●] entered into amongst our Company, the BRLM and the Syndicate Members, in relation to the collection of Bids in this Issue.
Syndicate ASBA Bidding Locations	Bidding Centers where an ASBA Bidder can submit their Bid in terms of SEBI Circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011, namely Mumbai, Chennai, Kolkata, Delhi
Syndicate Members/ Members of the Syndicate	Intermediaries registered with SEBI eligible to act as a syndicate member and who is permitted to carry on the activity as an underwriter, in this case being [●].
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Transaction Registration Slip/ TRS	The slip or document issued by the member of the Syndicate or SCSB (only on demand) as the case may be, to the Bidder as proof of registration of the Application.
Underwriter	The BRLM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations, 2018 and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement dated September 11, 2024 entered between the Underwriter, BRLM and our Company.
UPI	UPI is an instant payment system developed by the NCPI, it enables merging several banking features, seamless fund routing & merchant payment into one hood. UPI allow instant transfer of money between any two bank accounts using a payment address which uniquely identifies a person's bank account
UPI Circulars	SEBI circular no. CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 SEBI Circular No: SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on Unified Payment Interface (UPI) for single window mobile payment system developed by the National Payment Corporation of India (NPCI)
UPI ID Linked Bank Account	Account of the RIIs, applying in the issue using the UPI mechanism, which will be blocked upon accepting the UPI mandate to the extent of the appropriate application amount and subsequent debit of funds in the case of allotment.
UPI Mandate Request/ Mandate Request	A request (intimating the RII by way of notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
UPI PIN	Password to authenticate UPI transaction
UPI Mechanism	The mechanism that was used by an RIB to make a Bid in the Offer in accordance with the UPI Circulars on Streamlining of Public Issues
U.S. Securities Act	U.S. Securities Act of 1933, as amended

<b>Terms</b>	<b>Description</b>
Venture Capital Fund/VCF	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
Wilful Defaulter(s) or a fraudulent borrower	Wilful defaulter as defined under Regulation 2(1)(III) of the SEBI (ICDR) Regulations.
Working Day	In accordance with Regulation 2(1)(mmm) of SEBI (ICDR) Regulations, 2018, working days means, all days on which commercial banks in Mumbai are open for business. However, in respect of– (a) announcement of Price Band; and (b) Issue period, working days shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (c) the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchange, working day shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI.

### Technical and Industry Related Terms

<b>Term</b>	<b>Description</b>
BF-BOF	Blast Furnace-Blast Oxygen Furnace
CAD	Current Account Deficit
CAPEX	Capital Expenditure
DRI	Direct-Reduced Iron
EAF	Electric Arc Furnace
EMDEs	Emerging Market and Developing Economies
ECLGS	Emergency Credit Linked Guarantee Scheme
GEM	Global Energy Monitor
GeM	Government e-Marketplace
GDP	Gross Domestic Product
IF	Induction Furnace
IMF	International Monetary Fund
IT	Information Technology
ISO	International Organization for Standardization
MOU	Memorandum of Understanding
MN	Million
MT	Millions tonnes
MTPA	Metric Ton per annum
MGNREGS	Mahatma Gandhi National Rural Employment Guarantee Scheme
MSME	Micro, Small and Medium Enterprises (MSME)
MW	Mega Watt
NFHS	National Family Health Survey
NIP	National Infrastructure Pipeline
PLI	Production-Linked Incentive
RINL	Rashtriya Ispat Nigam Ltd
R&D	Research and development
SAIL	Steel Authority of India Limited
SRTMI	Steel Research & Technology Mission of India
U.S.	United States
UNDP	United Nations Development Programme
TPA	Tonnes per annum
YoY	Year-Over-Year

### Conventional terms and Abbreviations

<b>Abbreviation</b>	<b>Full Form</b>
Rs. / Rupees/ INR/ ₹	Indian Rupees, the legal currency of the Republic of India

<b>Abbreviation</b>	<b>Full Form</b>
AS / Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
AMT	Amount
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year
AOA	Articles of Association
Approx	Approximately
B.A.	Bachelor of Arts
B.Com	Bachelor of Commerce
B.E.	Bachelor of Engineering
B.Sc	Bachelor of Science
B.Tech	Bachelor of Technology
Bn	Billion
BG/ LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
BSE	BSE Limited
BRLM	Book Running Lead Manager
CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
Companies Act, 2013	Companies Act, 2013 to the extent in force pursuant to the notification of sections of the Companies Act, 2013 along with the relevant rules made thereunder as amended.
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions that have ceased upon notification of the Companies Act, 2013) along with the relevant rules made thereunder
CA	Chartered Accountant
CAIIB	Certified Associate of Indian Institute of Bankers
CB	Controlling Branch
CC	Cash Credit
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CS	Company Secretary
CS & CO	Company Secretary & Compliance Officer
CFO	Chief Financial Officer
CSR	Corporate Social Responsibility
C.P.C.	Code of Civil Procedure, 1908
CrPC	Code of Criminal Procedure, 1973
CENVAT	Central Value Added Tax
CST	Central Sales Tax
CWA/ICWA	Cost and Works Accountant
CMD	Chairman and Managing Director
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP	Depository Participant
DP ID	Depository Participant's Identification Number
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortization
ECS	Electronic Clearing System
ESIC	Employee's State Insurance Corporation
EPFA	Employee's Provident Funds and Miscellaneous Provisions Act, 1952
EMI	Equated Monthly Installment
EPS	Earnings Per Share
EGM /EOGM	Extraordinary General Meeting

<b>Abbreviation</b>	<b>Full Form</b>
ESOP	Employee Stock Option Plan
EXIM/ EXIM Policy	Export – Import Policy
FCNR Account	Foreign Currency Non-Resident Account
FIPB	Foreign Investment Promotion Board
FY/ Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.
FCNR Account	Foreign Currency Non-Resident Account
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
Fis	Financial Institutions
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FPIs	“Foreign Portfolio Investor” means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992
FTA	Foreign Trade Agreement
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Finance Act	Finance Act, 1994
Fraudulent Borrower	A fraudulent borrower as defined in Regulation 2(1)(III) of the SEBI ICDR Regulations.
FV	Face Value
GoI/ Government	Government of India
GDP	Gross Domestic Product
GST	Goods and Services Tax
GVA	Gross Value Added
HUF	Hindu Undivided Family
HNI	High Net Worth Individual
HSL	Hem Securities Limited
IBC	The Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
ISIN	International Securities Identification Number
IST	Indian Standard Time
ICWAI	The Institute of Cost Accountants of India
IMF	International Monetary Fund
IIP	Index of Industrial Production
IPO	Initial Public Offer
ICSI	The Institute of Company Secretaries of India
IT	Information Technology
IT Act	Information Technology Act, 2000
IFRS	International Financial Reporting Standards
I.T. Act	Income Tax Act, 1961, as amended from time to time
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
Indian GAAP	Generally Accepted Accounting Principles in India
Ind AS	Indian Accounting Standards as referred to in and notified by the Ind AS Rules
Ind AS Rules	The Companies (Indian Accounting Standard) Rules, 2015
IRDA	Insurance Regulatory and Development Authority
KMP	Key Managerial Personnel
LLB	Bachelor of Law
Ltd.	Limited



<b>Abbreviation</b>	<b>Full Form</b>
LLP	Limited Liability Partnership
MAT	Minimum Alternate Tax
MoF	Ministry of Finance, Government of India
MoU	Memorandum of Understanding
M. A	Master of Arts
MCA	Ministry of Corporate Affairs, Government of India
M. B. A	Master of Business Administration
MAT	Minimum Alternate Tax
M. Com	Master of Commerce
Mn	Million
M. E	Master of Engineering
M. Tech	Masters of Technology
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MSME	Micro, Small and Medium Enterprises
MAPIN	Market Participants and Investors Database
NA	Not Applicable
NCLT	National Company Law Tribunal
Net worth	The aggregate of paid-up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account
NACH	National Automated Clearing House
NEFT	National Electronic Funds Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value
NCT	National Capital Territory
NPV	Net Present Value
NRI	Non-Resident Indians
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NSE	National Stock Exchange of India Limited
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Issue.
P.A.	Per Annum
PF	Provident Fund
PG	Post Graduate
PGDBA	Post Graduate Diploma in Business Administration
PLR	Prime Lending Rate
PAC	Persons Acting in Concert
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
P.O.	Purchase Order
PBT	Profit Before Tax
PLI	Postal Life Insurance
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
Q.C.	Quality Control
RoC	Registrar of Companies

<b>Abbreviation</b>	<b>Full Form</b>
RBI	The Reserve Bank of India
Registration Act	Registration Act, 1908
ROE	Return on Equity
R&D	Research & Development
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SME	Small and Medium Enterprises
SCSB	Self-Certified syndicate Banks
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternate Investments Funds) Regulations, 2012, as amended.
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 Investor) Regulations, 2000, as amended from time to time.
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI (PFUTP) Regulations / PFUTP Regulations	Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
SEBI Regulations/ SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI SBEBWE Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
SEBI Takeover Regulations / Takeover Regulations / Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended from time to time.
STT	Securities Transaction Tax
Sub-Account	Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Sec.	Section
SENSEX	Bombay Stock Exchange Sensitive Index
SICA	The Sick Industrial Companies (Special Provisions) Act, 1985
SSI	Small Scale Industry
SPV	Special Purpose Vehicle
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
Trade Marks Act	Trade Marks Act, 1999
TIN	Taxpayers Identification Number
UIN	Unique identification number
U.N.	United Nations
US/United States	United States of America
U.S. Securities Act	The United States Securities Act, 1933
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
VAT	Value Added Tax
VCF	Venture Capital Funds
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may Be.

<b>Abbreviation</b>	<b>Full Form</b>
Willful Defaulter(s)	Company or person categorised as a willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India and includes any company whose director or promoter is categorised as such and as defined under Regulation 2(1)(III) of the SEBI (ICDR) Regulations, 2018.
WDV	Written Down Value
WTD	Whole Time Director
w.e.f.	With effect from
-, (₹)	Represent Outflow

The words and expressions used but not defined in this Draft Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 (the “SEBI Act”), the SCRA, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, terms in “*Main Provisions of the Articles of Association*”, “*Statement of Special Tax Benefits*”, “*Industry Overview*”, “*Regulations and Policies in India*”, “*Financial Information of the Company*”, “*Outstanding Litigations and Material Developments*” and “*Issue Procedure*”, will have the meaning ascribed to such terms in these respective sections.

## **CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF FINANCIAL PRESENTATION**

### **Certain Conventions:**

In this Draft Red Herring Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, unless the context otherwise indicates or implies, refers to Shri Hare-Krishna Sponge Iron Limited. All references in the Draft Red Herring Prospectus to “India” are to the Republic of India. All references in the Draft Red Herring Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America.

In this Draft Red Herring Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lac / Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”. In this Draft Red Herring Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

### **Use of Financial Data**

Unless stated otherwise, throughout this Draft Red Herring Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in the Draft Red Herring Prospectus is derived from our restated financial information prepared for the Financial year March 31, 2024, March 31, 2023 and March 31, 2022 in accordance with Accounting Standards (Indian GAAP), the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled “*Financial Information of the Company*” beginning on page 155 of this Draft Red Herring Prospectus.

The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, Indian GAAP, the Companies Act and SEBI ICDR Regulations. Any reliance by persons not familiar with the aforementioned policies and laws on the financial disclosures presented in this Draft Red Herring Prospectus should be limited. There are significant differences between Ind AS, Indian GAAP, U.S. GAAP and IFRS. Our Company does not provide a reconciliation of its financial statements with Indian GAAP, IFRS or U.S. GAAP requirements. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and elsewhere in the Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, 2018, as stated in the report of our Statutory Auditor, set out in section titled “*Financial Information of the Company*” beginning on page 155 of this Draft Red Herring Prospectus. As on date of the Draft Red Herring Prospectus we do not have any subsidiary or associate company. Our fiscal year commences on April 1 of every year and ends on March 31 of every next year.

For additional definitions used in this Draft Red Herring Prospectus, see the section “*Definitions and Abbreviations*” on page 1 of this Draft Red Herring Prospectus. In the section titled “*Main Provisions of the Articles of Association*”, on page 285 of the Draft Red Herring Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

### **Use of Industry & Market Data**

Unless stated otherwise, industry and market data and forecast used throughout the Draft Red Herring Prospectus was obtained from internal Company reports, data, websites, Industry publications report as well as Government Publications. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although, we believe industry and market data used in the Draft Red Herring Prospectus is reliable, it has not been independently verified by us or the BRLM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. 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 market and industry sources. In accordance with the SEBI (ICDR) Regulations, 2018 the section titled ***“Basis for Issue Price”*** on page 87 of the Draft Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

### **Currency of Financial Presentation**

All references to “Rupees” or “INR” or “Rs.” or “₹” are to Indian Rupees, the official currency of the Republic of India. Except where specified, including in the section titled ***“Industry Overview”*** throughout the Draft Red Herring Prospectus all figures have been expressed in Lakhs.

Any percentage amounts, as set forth in ***“Risk Factors”***, ***“Our Business”***, ***“Management's Discussion and Analysis of Financial Conditions and Results of Operations”*** on page 25, 112 and 201 respectively of this Draft Red Herring Prospectus, unless otherwise indicated, have been calculated based on our restated financial statements prepared in accordance with Indian GAAP.

The Draft Red Herring Prospectus contains conversion of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI (ICDR) Regulations, 2018. These conversions should not be construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

## FORWARD LOOKING STATEMENTS

This Draft Red Herring Prospectus includes certain “forward-looking statements”. We have included statements in the Draft Red Herring Prospectus which contain words or phrases such as “will”, “aim”, “is likely to result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions, that are “forward-looking statements”. Also, statements which describe our strategies, objectives, plans or goals are also forward looking statements.

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

1. Performance of the Steel industries in India;
2. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
3. Changes in consumer demand;
4. Failure to successfully upgrade our product portfolio, from time to time;
5. Any change in government policies resulting in increases in taxes payable by us;
6. Our ability to retain our key managements persons and other employees;
7. Changes in laws and regulations that apply to the industries in which we operate.
8. Our failure to keep pace with rapid changes in technology;
9. Our ability to grow our business;
10. Our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;
11. General economic, political and other risks that are out of our control;
12. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
13. Company’s ability to successfully implement its growth strategy and expansion plans ;
14. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
15. Inability to successfully obtain registrations in a timely manner or at all;
16. Occurrence of Environmental Problems & Uninsured Losses;
17. Conflicts of interest with affiliated companies, the promoter group and other related parties;
18. Any adverse outcome in the legal proceedings in which we are involved;
19. Concentration of ownership among our Promoter;
20. The performance of the financial markets in India and globally;
21. Impact of covid-19 on our business and operations; and
22. Global distress due to pandemic, war or by any other reason.

For further discussion of factors that could cause our actual results to differ, see the Section titled “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 25, 112 and 201 respectively of the Draft Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

Neither our Company or our Directors or our Officers or Book Running Lead Manager or Underwriter nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the BRLM will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange for the Equity Shares allotted pursuant to this Issue.

## **SECTION II – SUMMARY OF DRAFT RED HERRING PROSPECTUS**

### **A. SUMMARY OF BUSINESS**

Our Company is primarily engaged in the business of manufacturing and selling of Sponge Iron. Sponge Iron is mainly used as a raw material for steel production in electric arc furnaces and induction furnaces. Through our sponge iron business, we cater to the metallic requirements of steel producers in selected geographies. Our manufacturing facility is located in Siltara - Raipur, Chhattisgarh and is spread across an area of around 13.45 acres of land with an annual production capacity of 30,000 metric tonnes.

*For further details please refer to the chapter titled “Our Business” beginning on page 112 of this Draft Red Herring Prospectus.*

### **B. OVERVIEW OF THE INDUSTRY**

India is the second largest steel producer in the world with an installed capacity of 161.3 MT in FY23 and the second largest consumer of finished steel with a consumption of 120 MT in FY23. In FY 23, the domestic finished steel consumption stood at 119.17 MT. In April 2022, the production of crude steel in India stood at 10.144 MT. In January 2022, India’s finished steel consumption stood at 9.65 MT. The National Steel Policy aims to increase per capita steel consumption to 160 kgs by 2030-31. Demand for steel from different sectors will drive this industry. Consumption of steel by India’s infrastructure segment is expected to increase to 11% by FY26

*For further details please refer to the chapter titled “Industry Overview” beginning on page 96 of this Draft Red Herring Prospectus.*

### **C. PROMOTERS**

The promoters of our company are Anita Tradelinks Private Limited, Buxom Trexim Private Limited, Shyam Sunder Parasrampururia, Manish Parasrampururia and Manoj Parasrampururia.

### **D. DETAILS OF THE ISSUE**

Initial public offer consisting of up to 50,70,000 Equity shares of face value of ₹10.00 each (“equity shares”) of Shri Hare-Krishna Sponge Iron Limited (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 ₹ [●] Lakh (“The Issue”), of which 2,58,000 equity shares of face value of ₹ 10.00 each for cash at a price of ₹ [●] per equity share including a share premium of ₹ [●] per equity share aggregating to ₹ [●] Lakh 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 48,12,000 equity shares of face value of ₹ 10.00 each at a price of ₹ [●] per equity share aggregating to ₹ [●] Lakh herein after referred to as the “Net Issue”. The Issue and the Net Issue will constitute 26.42% and 25.07% respectively of the post offer paid up equity share capital of the company.

### **E. OBJECTS OF THE ISSUE**

Our Company intends to utilize the proceeds of the Issue to meet the following objects:-

		(₹ in Lakhs)
Sr. No	Particulars	Amount
1.	Funding of Capital Expenditure Requirements of our Company towards set up of Captive Power Plant at Siltara-Raipur	2,300
2.	General Corporate Purpose*	[●]
	<b>Total</b>	<b>[●]</b>

*\* To be finalized upon determination of the Issue Price and update in the prospectus prior to the filing with the RoC. The amount utilized for general corporate purpose shall not exceed 25% of the Gross Proceeds.*

*For further details please refer to the chapter titled “Object of the Issue” beginning on page 79 of this Draft Red Herring Prospectus*

## F. PRE-ISSUE SHAREHOLDING OF PROMOTERS & PROMOTER GROUP

The aggregate pre-issue shareholding of the promoter and promoter group as a percentage of the paid-up capital of the issuer is as below:

Sr. No.	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	<b>Promoters</b>				
1.	Anita Tradelinks Private Limited	5,325,000	37.71	5,325,000	[●]
2.	Buxom Trexim Private Limited	1,995,500	14.13	1,995,500	[●]
3.	Manoj Parasrampur	849,850	6.02	8,49,850	[●]
4.	Manish Parasrampur	625,100	4.43	6,25,100	[●]
5.	Shyam Sunder Parasrampur	351,850	2.49	3,51,850	[●]
	<b>Sub Total (A)</b>	<b>9,147,300</b>	<b>64.78%</b>	<b>9,147,300</b>	<b>[●]</b>
	<b>Promoter Group</b>				
6.	Manoj Parasrampur (HUF)	125,000	0.89	125,000	[●]
7.	Manish Parasrampur (HUF)	272,500	1.93	272,500	[●]
8.	Shyam Sunder Parasrampur (HUF)	1,627,000	11.52	1,627,000	[●]
9.	Krishna Devi Parasrampur	695,500	4.93	695,500	[●]
10.	Shweta Parasrampur	390,000	2.76	390,000	[●]
11.	Anita Parasrampur	263,000	1.86	263,000	[●]
12.	Sheetal Singhania	92,500	0.66	92,500	[●]
13.	Indo Chains Raipur Private Limited	1,398,250	9.90	1,398,250	[●]
14.	ARP Complex Private Limited	110,000	0.78	110,000	[●]
	<b>Sub Total (B)</b>	<b>4,973,750</b>	<b>35.22%</b>	<b>4,973,750</b>	<b>[●]</b>
	<b>Total (A) + (B)</b>	<b>14,121,050</b>	<b>100.00%</b>	<b>14,121,050</b>	<b>[●]</b>

## G. SUMMARY OF FINANCIAL INFORMATION

Following are details as per the restated financial statements for the financial year ended March 31, 2024, March 31, 2023, and March 31, 2022 are as below:

Sr. No.	Particulars	(₹ in Lakhs)		
		March 31, 2024	March 31, 2023	March 31, 2022
1.	Paid up Share Capital	1,412.11	1,412.11	1,412.11
2.	Net worth	6,439.38	5,421.94	4,369.40
3.	Total Net Revenue (Operations)	8,226.63	9,425.17	8,216.84
4.	Profit After Tax	1,017.44	1,052.53	893.57
5.	Earnings Per Share – Basic/Diluted	7.21	7.45	6.33
6.	NAV per Equity Shares (Post Bonus)	45.60	38.40	30.94
7.	Total Borrowing	724.28	74.98	75.08

## H. AUDITORS QUALIFICATIONS WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL STATEMENTS

There are no audit qualifications which have not been given effect in the restated financial statements.

## I. SUMMARY OF OUTSTANDING LITIGATIONS

Except as mentioned below, as on the date of Draft Red Herring Prospectus our Company is not involved in any legal proceedings:

**Litigations/Matters involving our Company: -**



Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
Criminal proceedings against the Company	1	Unascertainable
Criminal proceedings filed by the Company	-	-
Other pending material litigation against the company	-	-
<b>Tax proceedings:</b>		
Direct Tax	-	-
Indirect Tax	-	-
<b>Other pending material litigation filed by the company</b>	-	-
<b>Total</b>	<b>1</b>	<b>-</b>

**Litigations/Matters involving our Promoter/Directors: -**

(Rs. in lakhs)

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
Criminal proceedings against the Promoter & Director	-	-
Criminal proceedings filed by the Promoter & Director	-	-
Other pending material litigation against Promoter & Director	-	-
<b>Tax proceedings:</b>		
Direct Tax	9	41.22*
Indirect Tax	-	-
<b>Other pending material litigation filed by Promoter &amp; Director</b>	-	-
<b>Total</b>	<b>9</b>	<b>41.22</b>

\*Amount mentioned to the extent quantifiable. The amount may be subject to additional interest/other charges being levied by the concerned authorities which are unascertainable as on date of this Draft Red Herring Prospectus. For further details, please refer to the chapter titled "Outstanding Litigations and Material Developments" on page 183 of this Draft Red Herring Prospectus.

For further details of the outstanding litigation proceedings, see "Outstanding Litigation and Material Developments" beginning on page 210 of this Draft Red Herring Prospectus.

**J. RISK FACTORS**

Please see "Risk Factors" beginning on page 25 of this Draft Red Herring Prospectus.

**K. SUMMARY OF CONTINGENT LIABILITIES OF THE COMPANY**

Following is the summary of the Contingent Liabilities of the Company for financial year 2024, 2023 and 2022:

(₹ in Lakh)

Particulars	As at March 31,		
	2024	2023	2022
Un-expired Bank Guarantee	335.85	85.81	72.96
<b>TOTAL</b>	<b>335.85</b>	<b>85.81</b>	<b>72.96</b>

For detailed information on the Contingent Liabilities on our Company, please refer "Annexure-39" under Chapter titled "Restated Financial Information" beginning on page no 188 of this Draft Red Herring Prospectus.

**L. SUMMARY OF RELATED PARTY TRANSACTIONS**

As required under Accounting Standard 18 "Related Party Disclosures" as notified pursuant to Company (Accounting Standard) Rules 2006, following are details of transactions during the year with related parties of the company as defined in AS 18.

- (i) Names of the related party and nature of relationship where control/significant influence exists Key management personnel (KMP) and their close members of family

Name of the related party	Nature of Relationship
---------------------------	------------------------

Manoj Parasrampur	Managing Director
Manish Parasrampur	Non-Executive Director
Shyam Sunder Parasrampur	Non-Executive Director
Shams Naved	Executive Director
Ankit Agarwal	Chief Financial Officer
Rashmeet Kaur	Company Secretary & Compliance Officer
Yamini Maheshwari	Company Secretary (upto 31-05-2022)
Ram Chandra Saras	Non-Executive Director
Gaurav Mehta	Non-Executive Director
Ganga Agarwal	Relative of Key Managerial Personnel
Anita Parasrampur	Relative of Key Managerial Personnel
Anushka Parasrampur	Relative of Key Managerial Personnel
Shweta Parasrampur	Relative of Key Managerial Personnel

**(ii) Entity controlled or jointly controlled by a person identified in (i) above**

- Special Mines & Minerals Private Limited
- Indo Chains (Raipur) Private Limited
- Indo Chains
- Anita Tradelinks Private Limited (w.e.f. 07-10-2022)
- ARP Complex Private Limited (w.e.f. 06-10-2022)
- Shri Ranisatidadi Trading Private Limited

**(iii) Details of transactions with related parties and balances**

(₹ In Lakhs)

Related party	Relationship	As at 31.03.24	As at 31.03.23	As at 31.03.22	Nature of transaction	Value of Transaction (2023-24)	Value of Transaction (2022-23)	Value of Transaction (2021-22)
Rashmeet Kaur	KMP, Co. Secretary	0.33	0.25	-	Salary	4.57	2.56	-
Yamini Maheshwari	Company Secretary	-	-	-	Salary	-	-	1.65
Ankit Agrawal	CFO	0.66	0.92	-	Salary	13.20	11.00	-
Anita Parasrampur	Relative of Directors	1.31	1.49	-	Salary	23.76	15.75	-
Anushka Parasrampur	Relative of Directors	1.85	2.39	-	Salary	40.73	24.00	-
Shweta Parasrampur	Relative of Directors	0.97	1.53	-	Salary	23.76	14.00	-
Shams Naved	Director	0.38	0.65	0.66	Salary	11.96	11.39	9.07
Ganga Agarwal	Relative of Directors	-	15.11	-	Salary	-	18.00	-
Indo Chains (Raipur) Private Limited	Enterprise over which KMP have significant control.	21.35	141.07	10.54	Loan Given	100.00	200.00	
					Repayment Received	229.14	65.24	
					Interest Earned	10.47	7.00	
					Other sums			516.63
					Amount paid			506.09
Special Mines and Minerals Private Limited	Associate Company	46.30	46.30	46.30	Investment in Shares	-	-	-
Anita TradeLinks Private Limited	Enterprise over which KMP have	49.74	49.74		Investment in Shares	-	-	-

	significant control.							
ARP Complex Private Limited	Enterprise over which KMP have significant control.	24.53	24.53		Investment in Shares	-	-	-

For detailed information on the related party transactions executed by our Company, please refer “**Annexure - 30**” appearing under Chapter titled “**Restated Financial Information**” beginning on page no 185 of this Draft Red Herring Prospectus.

**M. FINANCING ARRANGEMENTS**

There are no financing arrangements whereby the promoters, members of the promoter group, the directors of the company which is a promoter of the issuer, the Directors of the issuer and their relatives have not financed the purchase by any other person of securities of the Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

**N. WEIGHTED AVERAGE PRICE OF THE SHARES ACQUIRED BY PROMOTERS IN LAST ONE YEAR**

Weighted average price at which the Equity Shares were acquired by our Corporate Promoters in last one year preceding the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
1.	Anita Tradelinks Private Limited	200,000	53.1
2.	Buxom Trexim Private Limited	200,500	53.1

**O. AVERAGE COST OF ACQUISITION OF SHARES FOR PROMOTERS**

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
1.	Manoj Parasrampurua	849,850	12.02
2.	Manish Parasrampurua	6,25,100	11.70
3.	Shyam Sunder Parasrampurua	351,850	12.17
4.	Anita Tradelinks Private Limited	5,325,000	4.02
5.	Buxom Trexim Private Limited	1,995,500	13.93

**P. DETAILS OF PRE-ISSUE PLACEMENT**

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Draft Red Herring Prospectus till the listing of the Equity Shares.

**Q. ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR**

We have not issued Equity Shares for consideration other than cash in the preceding one year.

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

Our Company has not taken any exemption from complying with any provisions of the Securities Law from SEBI as on the date of this Draft Red Herring Prospectus.

**S. SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR**

Our company has not undergone any split, consolidation, or subdivision of equity shares from last one year preceding the date of this Draft Red Herring Prospectus, except for the subdivision of the face value of Equity Shares from 100 per share to 10.00 per share, pursuant to a Shareholders’ resolution dated July 04, 2024.

### **SECTION III- RISK FACTORS**

*An investment in Equity Shares involves a high degree of risk. prospective investors should carefully consider all the information in this Draft Red Herring Prospectus, particularly the “**Financial Information of the Company**” and the related notes, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on pages 155, 112 and 201 respectively and the risks and uncertainties described below, before making a decision to invest in our Equity Shares.*

*The risk factors set forth below are not exhaustive and do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, individually or together, could adversely affect our business, financial condition, results of operations or prospects, which could result in a decline in the value of our Equity Shares and the loss of all or part of your investment in our Equity Shares. While we have described the risks and uncertainties that our management believes are material, these risks and uncertainties may not be the only risks and uncertainties we face. Additional risks and uncertainties, including those we currently are not aware of or deem immaterial, may also have an adverse effect on our business, results of operations, financial condition and prospects.*

*This Draft Red Herring Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue, including the merits and the risks involved.*

#### **Materiality**

*The Risk factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality.*

- 1. Some events may not be material individually but may be found material collectively.*
- 2. Some events may have material impact qualitatively instead of quantitatively.*
- 3. Some events may not be material at present but may be having material impact in future.*

#### **Note:**

*The risk factors as envisaged by the management along with the proposals to address the risk if any. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks described in this section.*

*In this Draft Red Herring Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in “**Risk Factors**” beginning on page 25 and “**Management Discussion and Analysis of Financial Condition and Results of Operations**” beginning on page 201 unless otherwise indicated, has been calculated on the basis of the amount disclosed in the “**Audited Financial Statements, as restated**” prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP).*

### **INTERNAL RISK FACTORS**

- 1. The viability of our business operations for the Steel Division is dependent on cost of power and fuel, any volatility in energy prices may result into financial stress on the viability of the Steel operations which may lead to temporary shutdown of the plant, which had an affect our revenue and financial strength in the past and could effect the future too.*

Our company has two line of business viz. Sponge iron and Steel products. The cost of power in the past has led to the temporary shutdown of our manufacturing operations for mild steel ingots, steel shots, grits, and other steel products since 2020. While we have the necessary infrastructure and machinery in place for steel products manufacturing, the economic environment has not been conducive to sustained operations due to high power cost. To address this, we plan to install a

captive power plant on our premises using proceeds from the current issue. This will allow us to generate our own electricity, reducing reliance on external power sources, stabilizing energy costs, and improving cost predictability.

However, there is no assurance that our machinery will be fully operational once production resumes, given the long halt in activity. Moreover, any delays or challenges in the installation of the captive power plant may further extend our dependency on unpredictable external energy sources, potentially leading to future operational disruptions.

Failure to manage these costs effectively, or delays in completing the captive power plant, could significantly impact our business operations, financial condition, and overall performance. The timely and successful installation of the captive power plant is crucial for ensuring the sustainability of our operations and mitigating the risks associated with energy price volatility.

At our sponge iron manufacturing facility, power and fuel costs totaled ₹190.06 lakhs in Fiscal 2024, representing 2.31% of revenue from operations. While power costs currently form a small part of our overall revenue, a sharp or sustained increase in these costs could erode our operating margins, adversely affecting our profitability.

**2. Substantial portion of our revenues has been dependent upon few customers, with which we do not have any firm commitments. The loss of any one or more of our major customer would have a material adverse effect on our business, cash flows, results of operations and financial condition.**

The substantial portion of our revenues has been dependent upon few customers. For instance, our top five customers for the period ended March 31, 2024, March 31, 2023 and March 31, 2022 accounted for 76.25%, 61.51% and 61.47% of our revenue from operations for the respective year/period. Our reliance on a limited number of customers for our business exposes us to risks, that may include, but are not limited to, reductions, delays or cancellation of orders from our significant customers, a failure to negotiate favorable terms with our key customers or the loss of these customers, all of which would have a material adverse effect on the business, financial condition, results of operations, cash flows and future prospects of our Company.

The contribution of our top five customers in our sales as a percentage of the revenue from operations during Fiscal 2024 are disclosed hereunder: -

S. No.	Customer	% contribution in the revenue from operations for Fiscal 2024
1	Customer 1	28.12%
2	Customer 2	19.05%
3	Customer 3	13.82%
4	Customer 4	11.51%
5	Customer 5	3.75%
<b>Total</b>		<b>76.25%</b>

In addition, we have not entered into long term agreements with our customers and the success of our business is accordingly significantly dependent on maintaining good relationship with them. The loss of one or more of these significant customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows.

Further, there is no guarantee that we will retain the business of our existing key customers or maintain the current level of business with each of these customers. In order to retain some of our existing customers, we may also be required to offer terms to such customers which may place restraints on our resources. Additionally, our revenues may be adversely affected if there is an adverse change in any of our customers' supply chain strategies or a reduction in their outsourcing of products we offer, or if our customers decide to choose our competitors over us or if there is a significant reduction in the volume of our business with such customers.

We cannot assure you that we will be able to maintain historic levels of business and/or negotiate and execute long term contracts on terms that are commercially viable with our significant customers or that we will be able to significantly reduce customer concentration in the future. Further, the sales volume may vary due to our customers' attempts to manage their inventory, market demand, product and supply pricing trends, change in customer preferences etc., which may result in decrease in demand or lack of commercial success of our products, which could reduce our sales and adversely affect our business, cash flows, results of operations and financial condition.

In addition, we are exposed to payment delays and/or defaults by our major customers and our financial position and financial performance are dependent on the creditworthiness of our customers. There is no guarantee that all or any of our customers will honor their outstanding amounts in time and whether they will be able to fulfill their obligations, due to any financial difficulties, cash flow difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur from all or any of our major customer, our financial performance and our operating cash flows may be adversely affected.

**3. We significantly depend upon few of the raw material suppliers for manufacturing of sponge iron. Volatility in the supply and pricing of our raw materials may have an adverse effect on our business, financial condition and results of operations.**

Sponge iron production requires substantial amounts of raw materials and energy, including iron ore and coal, which are subject to significant price volatility. Our cost of raw materials consumed for Fiscal 2024 was ₹ 6,115.92 lakhs, which represented 74.34% of our revenue from operations.

We do not have long term agreements with any of our raw material suppliers and we acquire such raw materials pursuant to our purchase orders from suppliers across many states. Raw material supply and pricing can be volatile due to a number of factors beyond our control, including global demand and supply, general economic and political conditions, tariff disputes, transportation and labour costs, labour unrest, natural disasters, competition, import duties, the outbreak of infectious diseases such as COVID-19, tariffs and currency exchange rates and there are inherent uncertainties in estimating such variables, regardless of the methodologies and assumptions that we may use. Further, discontinuation of such supply or a failure of these suppliers to adhere to the delivery schedule or the required quality could hamper our production schedule and therefore affect our business and results of operations. There can be no assurance that demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages or delays in their supply of raw materials. If we were to experience a significant or prolonged shortage of raw materials from any of our suppliers, and we cannot procure the raw materials from other sources, we would be unable to meet our production schedules for our key products and to deliver such products to our customers in a timely manner, which would adversely affect our sales, margins and customer relations. Any delay in the supply or delivery of raw materials to us by our suppliers in may in turn delay our process of manufacture and delivery of products to our customers and this may have an adverse effect on our business, cash flows and results of operations. Additionally, our inability to predict market conditions may result in us placing supply orders for inadequate quantities of such raw materials. Therefore, we cannot assure you that we will be able to procure adequate supplies of raw materials in the future, as and when we need them and on commercially acceptable terms.

**4. Our business operations are majorly concentrated in certain geographical regions and any adverse developments affecting our operations in these regions could have a significant impact on our revenue and results of operations.**

We generate major domestic sales through our customers situated at Maharashtra, Madhya Pradesh and Chhattisgarh. Such geographical concentration of our business in this region heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in this region, which may adversely affect our business prospects, financial conditions and results of operations.

*(Rs. in lakhs)*

State	2023-24	% of Revenue from operations	2022-23	% of Revenue from operations	2021-22	% of Revenue from Operations
Chhattisgarh	6,959.09	84.59%	6,220.9	66.00%	6,533.46	79.51%
Madhya Pradesh	1,116.63	13.57%	2,456.47	26.06%	808.63	9.84%
Maharashtra	150.91	1.83%	747.80	7.93%	874.75	10.65%
<b>Total Revenue from Operations</b>	<b>8,226.63</b>	<b>100.00%</b>	<b>9,425.17</b>	<b>100.00%</b>	<b>8,216.84</b>	<b>100.00%</b>

The manufacturing operations of the company are carried in the state of Chhattisgarh at Siltara- Raipur. Due to the geographical concentration of our manufacturing operations in Chhattisgarh, our operations are susceptible to local, regional and environmental factors, such as social and civil unrest, regional conflicts, civil disturbances, economic and weather conditions, natural disasters, demographic and population changes, and other unforeseen events and circumstances. Such disruptions could result in the damage or destruction of a significant portion of our manufacturing abilities, significant

delays in the transport of our products and raw materials, loss of key managerial personnel, and/or otherwise adversely affect our business, financial condition and results of operations.

Further, as we enter into new markets and geographical areas, we are likely to compete with not only national players, but also the local players, who might have an established local presence, and are more familiar with local business practices and have stronger relationships with local customers, relevant government authorities, suppliers or are in a stronger financial position than us, all of which may give them a competitive advantage over us. Our inability to expand into other areas may adversely affect our business prospects, financial conditions and results of operations. While our management believes that the Company has requisite expertise and vision to grow and mark its presence in other markets going forward, investors should consider our business and prospects in light of the risks, losses and challenges that we face and should not rely on our results of operations for any prior periods as an indication of our future performance.

**5. *Our Company is yet to place orders for the Plant & Machinery for the setup of captive power plant. Any delay in placing orders or procurement of such machinery may delay the schedule of implementation and possibly increase the cost of commencing operations.***

Our Company has received third party quotations for the machinery proposed to be installed for Captive Power Plant at Siltara –Raipur. Although, we have identified the type of machinery proposed to be purchased from the net proceeds, we are yet to place orders for the proposed machinery approximately amounting to Rs. 3,608.00 Lakhs. The cost of the proposed purchase of machinery is based on the quotations received from third party vendors and contractors and such quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. For details, please refer to the chapter titled “*Objects of the Issue*” beginning on page 79 of this Red Herring Prospectus.

We cannot assure that we will be able to procure the machinery in a timely manner and at the same price at which the quotations have been received. In the event of any delay in placing the orders, or an escalation in the cost of acquisition of the Machinery or in the event the vendors are not able to provide the machinery in a timely manner, or at all, we may encounter time and cost overruns in expanding the capacity of the Manufacturing unit. Further, if we are unable to procure machinery from the vendors from whom we have procured quotations, we cannot assure you that we may be able to identify alternative vendors to provide us with the machinery which satisfy our requirements at acceptable prices. Our inability to procure the machinery at acceptable prices or in a timely manner, may result in an increase in capital expenditure, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly, thereby resulting in an adverse effect on our business, prospects and results of operations.

**6. *Majority of our revenue is dependent on single business segment i.e. Sponge Iron. An inability to anticipate or adapt to evolving upgradation of products or inability to ensure product quality or reduction in the demand of such products may adversely impact our revenue from operations and growth prospects.***

Majority of our revenue is dependent on single business segment i.e. Sponge Iron, which accounted for 96.53%, 96.51% & 95.99% of our total revenue from operations, respectively for the period of Financial Year ending March 31, 2024, March 31, 2023 & March 31, 2022. Our continued reliance on single business segment for substantial portion of our revenue exposes us to risks, including but not limited to, reduction in the demand of the products in the particular segment in the future; increased competition from regional and national players; the invention of superior and cost- effective technology; fluctuations in the price and availability of the raw materials; changes in regulations and import duties and the general economic conditions. Any occurrences of such event could significantly reduce our revenues, thereby materially adversely affecting our results of operations and financial condition.

**7. *We do not own the Registered Office and Manufacturing Unit from which we carry out our business activities. In case of dispute in relation to use of the said premise, our business and results of operations can be adversely affected.***

For our Registered Office situated Flat No 2D, 2nd Floor, Tower No. 1, Alcove Gloria, Municipal Premises No 403/1, Dakshindari Road, VIP Road, Kolkata, , Sreebhumi, North 24 Parganas, West Bengal 700048 has been taken by us on Rent for a period of 11 months w.e.f. July 26, 2024 from our Corporate Promoter Anita Tradelinks Private Limited. Further, our Manufacturing unit situated at Phase-II, Plot No. 106, Industrial Growth Centre, Siltara, Raipur, Chhattisgarh, India, 493111 has been taken by us on Rent (3.67 acre) for a period of 11 month w.e.f. March 01, 2024 from our Group Company ARP Complex Private Limited and Leased (9.78 acre) for a period of 99 years w.e.f. June 30, 2003 from Governor of Chhattisgarh.

In the event of termination/non-renewal of said agreements, we may be required to vacate the said premises which may cause disruption in our inventory management, corporate affairs and business and impede our effective operations which could lead temporarily impact our business operations until we get suitable alternative premises. For details on the duration

of existing rent/lease agreements for our premises, please refer to the section titled “**Our Business**” beginning on page 112 of this Draft Red Herring Prospectus. There can be no assurance that we will, in the future, be able to renew the agreements for the existing locations on same or similar terms, or will be able to find alternate locations for the offices on similar terms favourable to us, or at all. We may also fail to negotiate the renewal of our rent agreements for our premises, either on commercially acceptable terms or at all, which could result in increased rental rates for subsequent renewals or searching of new premises, affecting our financial condition and operations. In the event that the lease/rent agreement is terminated or they are not renewed on commercially acceptable terms, we may suffer a disruption in our manufacturing operations which could materially and adversely affect our business, financial condition and results of operations.

8. ***There have been certain instances of non-compliances/ discrepancies, including with respect to certain secretarial/regulatory filings for corporate actions taken by our Company in the past. Consequently, we may be subject to regulatory actions and penalties for any such non-compliance/ discrepancies and our business, financial position and reputation may be adversely affected.***

Our company has not complied with certain statutory provisions of the Companies Act, 2013 in the past including but not limited to the details as mentioned in this risk factor. The company has not filed annual compliance certificate in Form 66 under the Companies Act 1956, there are few non compliances reported regarding the appointment of KMPs such as Company Secretary was not appointed up to the FY 2019-20, Chief Financial Officer was not appointed upto the FY 2021-22. In addition, the Company has entered into related party transactions [RPTs] in F.Y. 2022-23 with the relatives of directors regarding holding of office of profit exceeding the limits that can be approved by the Board of Directors. However, these transactions have been recorded as RPTs at arms length price by the statutory auditors of the Company thereby making them exempt from the compliance requirements of Section 188 of the Companies Act 2013

There are few discrepancies noticed in the company records such as late filing of eforms to the Registrar of Companies, some clerical error exists in the share allotment returns filed to the Registrar of Companies, period of appointment not mentioned in the shareholder resolution for the appointment of past independent director in the FY 2015-16. Also, we could not find few share transfer deeds belongings to the promoters for the acquisition made in the FY 2007-08 & 2010-11. Accordingly, we have relied on the other corporate records maintained by the Company such as statutory registers to ascertain the information for the missing corporate records.

9. ***We are subject to strict quality requirements and are consequently required to incur significant expenses to maintain our product quality. Any failure to comply with such quality standards may lead to cancellation of existing and future orders which may adversely affect our reputation, financial conditions, cash flows and results of operations.***

We are primarily engaged in the business of manufacturing and selling of Direct Reduced Iron (i.e. sponge iron), based on technical specifications provided by our customers. Given the nature of our products and the sector in which we operate, our customers have high and exacting standards for product quality as well as delivery schedules. Adherence to quality standards is a critical factor in our manufacturing process as any defects in the products manufactured by our Company or failure to comply with the technical specifications of our customers regarding the alloy composition may lead to cancellation of the orders placed by our customers. Further, any failure to make timely deliveries of products in the desired quantity as per our customers’ requirements could also result in the cancellation of orders placed by our customers and may adversely affect our reputation and goodwill. In addition, our customers may demand, among others, price reductions, set-off any payment obligations, require indemnification for themselves or their affiliates, change their outsourcing strategy by moving more work in-house, or replace their existing products with alternative products, any of which may have an adverse effect on our business, cash flows, results of operations and financial condition. Although, no such instance occurred in the past, by the company till date.

10. ***We require certain approvals, licenses, registrations and permits to operate our business, and failure to obtain or renew them in a timely manner or maintain the statutory and regulatory permits and approvals required to operate our business may adversely affect our operations and financial conditions.***

We require certain statutory and regulatory permits, licenses and approvals to operate our business. Except as described below and as mentioned in the chapter titled “**Government and Other Approvals**”, we believe that we have obtained requisite permits and licenses which are adequate to run our business, however we cannot assure that there is no other statutory/regulatory requirement which we are required to comply with. Further, some of these approvals are granted for fixed periods of time and need renewal from time to time. We are required to renew such permits, licenses and approvals. There can be no assurance that the relevant authorities will issue any of such permits or approvals in time or at all. Failure by us to renew, maintain or obtain the required permits or approvals in time may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and results of operations.



We have recently applied for following approvals:

- i. We have applied for renewal of Trading License under Orissa Mineral (Prevention of Theft, Smuggling, Illegal Mining, Procession, Trading, Storage and Transportation) Rules, 2007
- ii. We have applied for Fire NOC dated August 24, 2024 for our Manufacturing unit situated at Plot No 106, Phase-II, Industrial Growth Centre, Siltara, Raipur, 493111

For details regarding pending approvals, please refer to section titled “**Government and Other Approvals**” beginning on page 214 of the Draft Red Herring Prospectus. There can be no assurance that the relevant authorities will issue or renew these approvals or licenses in a timely manner, or at all. In the event of any unanticipated delay in receipt of such approvals, the proposed capacity expansion plan may extend and any such delay could have an adverse impact on our growth, prospects, cash flows and financial condition.

The approvals required by our Company are subject to numerous conditions and there can be no assurance 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 there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business.

**11. Our business is significantly dependent upon the steel industry. Any downturn or cyclical fluctuation in steel sector could reduce the demand for our products which can adversely impact our business, results of operations, cash flows and financial condition.**

The sponge iron, as produced by us, is mainly used as a raw material for making steel in electric arc furnaces and induction furnaces. Any downturn or cyclical fluctuation in both these sectors could reduce the demand for our products which can adversely impact our business, results of operations, cash flows and financial condition. We believe that in the steel industry, the steel prices fluctuate based on a number of factors, such as, the availability and cost of raw material inputs, fluctuations in domestic and international demand and supply of steel and steel products, international production and capacity, fluctuation in the volume of steel imports, transportation costs, protective trade measures and various social and political factors, in the economies in which the steel producers sell their products. Any adverse change in these factors causing downturn in steel sector, may result in decreased demand for our products, which can have a material adverse effect on our business, results of operations, financial condition and prospects.

**12. Our operations involve melting of iron ores in the rotary kilns which can be extremely dangerous and any accident, could cause serious injury to people or property which may adversely affect our production schedules, costs, sales and ability to meet customer demand.**

Our operations require individuals to work under potentially dangerous circumstances, with flammable materials as a significant portion of our business involves melting of iron ores in the rotary kilns. Despite compliance with requisite safety requirements and standards, our operations are subject to significant hazards, including:

- Explosions
- Fires
- Mechanical failures and other operational problems
- Inclement weather and natural disasters
- Discharges or releases of hazardous substances, chemicals or gases; and
- Other environmental risks

Although, we employ safety procedures during the melting of iron ores and maintain what we believe to be adequate insurance, there is a risk that any hazard may result in personal injury to our employees or other persons, destruction of property or equipment, environmental damage, etc. may lead to suspension of our operations and/or imposition of civil or criminal liabilities. The loss or shutting down of our facilities could disrupt our business operations and adversely affect our results of operations, cash flows, financial condition and reputation. We could also face claims and litigation in India, filed on behalf of persons alleging injury predominantly as a result of occupational exposure to hazards at our facilities, the outcome of which is difficult to assess or quantify, and the cost to defend such litigation could be significant. These claims and lawsuits, individually or in the aggregate, may be resolved against us inflicting negative publicity and consequently, our business, cash flows, results of operations and financial condition could be adversely affected.

Further, we have one instance in the past where factory inspector filed a complaint against our company in Judicial Magistrate First Class, Raipur under section 92 of the Factories Act, 1948. Rahul Kumar Yadav an ex-employee of the Company died on duty due to severe injury on head while working in the factory. For details, see “*Outstanding Litigation and Material Developments*” beginning on page 210 of this Draft Red Herring Prospectus.

In particular, if operations at our manufacturing facilities were to be disrupted as a result of any significant workplace accident, fire, explosion or other connected 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. Interruptions in production may also increase our costs and reduce our sales, and may require us to make substantial capital expenditures to remedy the situation or to defend litigation that we may become involved in as a result, which may negatively affect our profitability, business, reputation, financial condition, results of operations, cash flows and prospects.

**13. There are outstanding legal proceedings involving our Company, our Directors and our Promoters. Any adverse decisions could impact our cashflows and profit or loss to the extent of demand amount, interest and penalty, divert management time and attention and have an adverse effect on our business, prospects, results of operations and financial condition.**

There are outstanding legal proceedings involving our Company, our Directors and our Promoters. For details, see “*Outstanding Litigation and Material Developments*” beginning on page 210 of this Draft Red Herring Prospectus.

**Litigations involving the Company:**

(₹ in lakhs)		
Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
Criminal proceedings against the Company	1	Unascertainable
Criminal proceedings filed by the Company	-	-
Other pending material litigation against the company	-	-
<b>Tax proceedings:</b>		
Direct Tax	-	-
Indirect Tax	-	-
<b>Other pending material litigation filed by the company</b>	-	-
<b>Total</b>	<b>1</b>	<b>-</b>

**Litigations involving our Promoter & Directors:**

(₹ in lakhs)		
Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
Criminal proceedings against the Promoter & Director	-	-
Criminal proceedings filed by the Promoter & Director	-	-
Other pending material litigation against Promoter & Director	-	-
<b>Tax proceedings:</b>		
Direct Tax	9	41.22*
Indirect Tax	-	-
<b>Other pending material litigation filed by Promoter &amp; Director</b>	-	-
<b>Total</b>	<b>9</b>	<b>41.22</b>

\*Amount mentioned to the extent quantifiable. The amount may be subject to additional interest/other charges being levied by the concerned authorities which are unascertainable as on date of this Draft Red Herring Prospectus. For further details, please refer to the chapter titled “*Outstanding Litigations and Material Developments*” on page 210 of this Draft Red Herring Prospectus.

**14. Under-utilization of our manufacturing capacities and an inability to effectively utilize our expanded manufacturing capacities could have an adverse effect on our business, future prospects and future financial performance.**

As of March 31, 2024, we own and operate one manufacturing facility at Siltara- Raipur, Chhattisgarh with an aggregate installed production capacity of 30,000 metric tonnes. Our capacity utilization levels are dependent on our ability to carry out uninterrupted operations at manufacturing facility, the availability of raw materials, industry/ market conditions, as

well as by the product requirements of, and procurement practice followed by, our customers. In the event we face prolonged disruptions at our facilities including due to interruptions in the supply of water, electricity or as a result of labour unrest, or are unable to procure sufficient raw materials, we would not be able to achieve full capacity utilization of our current manufacturing facility, resulting in operational inefficiencies which could have a material adverse effect on our business and financial condition.

In Fiscals 2024, 2023 and 2022, our overall capacity utilization for manufacturing sponge iron were 84%, 85% and 79% respectively. For further information, see “*Our Business - Capacity and Capacity Utilization*” on page 112 of this Draft Red Herring Prospectus. These rates are not indicative of future capacity utilization rates, which is dependent on various factors, including demand for our products, availability of raw materials, our ability to manage our inventory and improve operational efficiency. Under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short-term, could materially and adversely impact our business, growth prospects and future financial performance.

**15. Our Contingent Liability and Commitments as stated in our Restated Financial Statements could affect our financial condition**

Our Contingent liabilities as on March 31, 2024 were ₹335.85 lakhs. If these contingent liabilities materialize, fully or partly, the financial condition of our Company could be affected.

*(Rs. in lakhs)*

Particulars	As at March 31,		
	2024	2023	2022
Un-expired Bank Guarantee	335.85	85.81	72.96
<b>TOTAL</b>	<b>335.85</b>	<b>85.81</b>	<b>72.96</b>

For more information, regarding our Contingent Liabilities, please refer “Annexure 39” in chapter titled “Financial Information of the Company” beginning on page 188 of this Draft Red Herring Prospectus.

**16. Our continued operations are critical to our business and are subject to operating risks such as breakdown or failure of machinery, disruption to power sources or any temporary shutdown of our manufacturing facilities, in the event of which, our business, results of operations, financial condition and cash flows can be adversely affected.**

Our manufacturing facility is subject to operating risks, such as the breakdown or failure of machinery, power supply or processes, performance below expected levels of efficiency, obsolescence of equipment or machinery, labour disputes, natural disasters, industrial accidents and the need to comply with the directives of relevant government authorities. Our customers rely significantly on the timely delivery of our products and our ability to provide an uninterrupted and timely supply of our products is critical to our business. We also require substantial electricity for our manufacturing facilities which is sourced from state electricity boards. Our customer relationships, business and financial results may be materially adversely affected by any disruption of manufacturing operations, including as a result of any of the factors mentioned above.

**17. We are heavily dependent on our Promoters and Key Managerial Personnel for the continued success of our business through their continuing services and strategic guidance and support.**

Our success heavily depends upon the continued services of our Promoters and Key managerial personnel, particularly Shyam Sunder Parasrampur, Manoj Parasrampur and Manish Parasrampur. We depend significantly on them for executing our day to day activities. The loss of any of our Promoters or Key Management Personnel, or failure to recruit suitable or comparable replacements, could have an adverse effect on us. The loss of service of the Promoter and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. If we are unable to retain qualified employees at a reasonable cost, we may be unable to execute our growth strategy. For further details of our Directors and key managerial personnel, please refer to Section “*Our Management*” on page 133 of this Draft Red Herring Prospectus.

**18. We are subject to competition from both organized and unorganized players in the market, which may significantly affect the fixation and realization of the price for our product, which may adversely affect our business operation and financial condition.**

The market for our products is competitive on account of existence of both the organized and unorganized players. Competition occurs generally on the key attributes such as quality of products, sales network, pricing and timely delivery. Some of our competitors have longer industry experience and greater financial, technical and other resources, which may

enable them to adopt faster in changing market scenario and remain competitive. Moreover, the unorganized sector can offer their products at highly competitive prices which may not be matched by us and consequently affect our volume of sales and growth prospects. Growing competition may result in a decline in our market share and may affect our margins which may adversely affect our business operations and our financial condition.

We operate in a rapidly consolidating industry. The strength of combined companies could affect our competitive position in all of our business areas. Furthermore, if one of our competitors or their customers acquires any of our customers or suppliers, we may lose business from the customer or lose a supplier, which may adversely affect our business, results of operations and financial condition.

**19. *We have in the past entered into related party transactions and may continue to do so in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our Company's financial condition and results of operations.***

Our Company has entered into various transactions with our directors, promoters, promoter group and group entities. These transactions, inter-alia includes sales, remuneration, loans and advances etc. For details, please refer to “**Annexure 30 - Related Party Transactions**” under Section titled “**Financial Information of the Company**” and Chapter titled “**Capital Structure**” beginning on page 185 and 57 respectively of this Draft Red Herring Prospectus.

Our Company has entered into such transactions due to easy proximity and quick execution in accordance with Companies Act 2013 and other applicable laws. Although all related party transactions that we may enter into in the future are subject to approval by our Audit Committee, Board or shareholders, as required under the Companies Act, we cannot assure you that such future transactions or any other future transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operations or that we could not have achieved more favourable terms if such transactions are not entered into with related parties. Furthermore, it is likely that we may enter into related party transactions in the future. Any future transactions with our related parties could potentially involve conflicts of interest. Accordingly, there can be no assurance that such transactions, individually or in the aggregate, will not have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.


**20. *Our Statutory Auditor has included an emphasis of matter in our Restated Financial Statements***

The report issued by our Statutory auditor for Restated Financial Information for Fiscals 2024 contains the emphasis of matter paragraph

*We draw attention to Note 2.09 to the financial statements regarding provision for diminution in the value of non-current investments in LLP. Our opinion is not modified in respect of the above matter.*

There is no assurance that our audit reports for any future financial years will not contain any qualification or emphasis of matter or observations which affect our results of operations in such future periods. For further details, see, “**Restated Financial Statements**” and “**Management's Discussion and Analysis of Financial Condition and Results of Operations**” on pages 155 and 201, respectively.

**21. *Our Company's logo is not registered as on Draft Red Herring Prospectus. We may be unable to protect our intellectual property against third party infringement or are found to infringe on the intellectual property rights of others, it could have a material adverse effect on our business, result of operations, and financial conditions.***

We have not yet registered the trademark that we are using for the business. We have made an application under the Trademarks Act of 1999 to register our logo.  , which is pending for approval. Our logo is significant to our business and operations. The use of our logo by third parties could adversely affect our reputation, which could in turn adversely affect our business and results of operations. Obtaining, protecting and defending intellectual property rights can be time consuming and expensive, and may require us to incur substantial costs, including the diversion of the time and resources of management and technical personnel.

Further, while we endeavor to ensure that we comply with the intellectual property rights of others, there can be no assurance that we will not face any intellectual property infringement claims brought by third parties that may require us to introduce changes to our operations. Any claims of infringement, regardless of merit or resolution of such claims, could force us to incur significant costs in responding to, defending and resolving such claims, and may divert the efforts and attention of our management and technical personnel away from our business. We could be required to pay third party infringement claims. In such cases, our financial conditions and business operations may be adversely impacted.

**22. *Adverse publicity regarding our products could negatively impact us.***

Adverse publicity regarding any of our products or similar products marketed or sold by others could negatively affect us. If any studies raise or substantiate concerns regarding the efficacy or safety of our products or other concerns, our reputation could be harmed and demand for our products could diminish, which could have a material adverse effect on growth in new customers and sales of our product, leading to a decline in revenues, cash collections, and ultimately our ability to meet operating cash flow requirements.

**23. *Dependence upon transportation services for supply and transportation of our products are subject to various uncertainties and risks, and delays in delivery may result in rejection of products by customer.***

We do not have an in-house transportation facility and we rely on third party transportation and other logistic facilities at every stage of our business activity including for procurement of products from our suppliers and for transportation of our finished products to our customers. For this purpose, we hire services of transportation companies. However, we have not entered into any definitive agreements with any third party transport service providers and engage them on a needs basis. Additionally, availability of transportation solutions in the markets we operate in is typically fragmented. The cost of our goods carried by such third party transporters is typically much higher than the consideration paid for transportation, due to which it may be difficult for us to recover compensation for damaged, delayed or lost goods.

**24. *Delays or defaults in client payments could affect our operations.***

We may be subject to working capital risks due to delays or defaults in payment by clients, which may restrict our ability to procure raw materials and make payments when due. In addition, any delay or failure on our part to supply the required quantity or quality of products, within the time stipulated by our agreements, to our customers may in turn cause delay in payment or refusal of payment by the customer. Such defaults/delays by our customers in meeting their payment obligations to us may have a material effect on our business, financial condition and results of operations.

**25. *Our insurance coverage may not be adequate to protect us against certain operating hazards and this may have a material adverse effect on our business.***

Our operations are subject to risks inherent in manufacturing facilities such as risk of equipment failure, work accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions including hazards that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environmental damage. Our significant insurance policies consist of, among others, Business Guard Laghu Policy, Marine Insurance Policy and Vehicle Insurance Policy. While we believe that we maintain insurance coverage in adequate amounts consistent with size of our business, our insurance policies do not cover all risks, specifically risks such as Workmen Insurance Policy, product liability insurance and Keyman Insurance Policy. Failure to effectively cover ourselves against the associated risks may potentially lead to material losses. There can be no assurance that our insurance policies will be adequate to cover the losses/ damages suffered or that such insurance coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. If we suffer a significant uninsured loss or if insurance claim in respect of the subject matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected.

**26. *The Objects of the Issue for which funds are being raised, are based on our management estimates and have not been appraised by any bank or financial institution or any independent agency.***

The deployment of funds will be entirely at our discretion, based on the parameters as mentioned in the chapter titled "***Objects of the Issue***". The fund requirement and deployment, as mentioned in the section titled "***Objects of the Issue***" on page 79 of this Draft Red Herring Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter "***Objects of the Issue***" is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency. Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter "***Objects of the Issue***" will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

**27. Any variation in the utilization of the Net Proceeds as disclosed in this Draft Red Herring Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company.**

We propose to utilize the Net Proceeds for Capital expenditure requirements of our company towards setup of captive power plant at Siltara – Raipur and general corporate purposes. For further details of the proposed objects of the Issue, see “*Objects of the Issue*” beginning on page 79 of this Draft Red Herring Prospectus. However, these objects of the Issue have not been appraised by any bank, financial institution or other independent agency. Further, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Draft Red Herring Prospectus without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such circumstances that require us to vary the disclosed utilization of the Net Proceeds, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations. Further, our Promoters would be required to provide an exit opportunity to the shareholders of our Company who do not agree with our proposal to modify the objects of the Issue, at a price and manner as prescribed by SEBI. Additionally, the requirement to provide an exit opportunity to such dissenting shareholders of our Company may deter our Promoters from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoter will have adequate resources at their disposal at all times to enable them to provide an exit opportunity. In light of these factors, we may not be able to vary the objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company’s ability to respond to any change in our business or financial condition, if any, which may adversely affect our business and results of operations.

**28. We cannot guarantee the accuracy or completeness of facts and statistics regarding India, the Indian economy, and the industry in which we operate as presented in the Draft Red Herring Prospectus, particularly in the Industry Overview chapter, which includes data that has not been independently verified.**

While facts and other statistics in the Draft Red Herring Prospectus relating to India, the Indian economy and the industry in which we operate has been based on various governmental and organizational web site data that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled “*Industry Overview*” beginning on page 96 of this Draft Red Herring Prospectus. 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.

Further, we have not independently verified data from industry publications contained herein and although we believe these sources to be reliable, we cannot assure that they are complete or reliable. These data has been taken from the website such as <https://www.ibef.org/> for which we have taken the NOC, where required. Such data may also be produced on a different basis from comparable information compiled with regard to other countries. Therefore, discussions of matters relating to India and its economy are subject to the limitation that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable.

**29. Failure to effectively manage labour or failure to ensure availability of sufficient labour could affect the business operations of the Company.**

Our business activities are dependent on availability of skilled and unskilled labour. Non-availability of labour at any time or any disputes with them may affect our production schedule and timely delivery of our products to customers which may adversely affect our business and result of operations. Though we have not faced any labour problem in the past we cannot assure that we will not experience disruptions to our operations due to disputes or other problems with our work force, which may lead to strikes, lock- outs or increased wage demands. Such issues could have adverse effect on our business, and results of operations.

**30. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule.**

The proposed fund requirement as detailed in the section titled “*Objects of the Issue*” is to be funded from the proceeds of this Issue. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute our future plans/strategy within the given timeframe. For details, please refer to the Chapter titled “*Objects of the Issue*” beginning on page 79 of this Draft Red Herring Prospectus.

**31. *Our Promoter and Promoter Group members has provided personal guarantees for loans availed by our Company. Our business, financial condition, results of operations and cash flows may be adversely affected by the invocation of all or any personal guarantees provided by our Promoter and Promoter Group members.***

Our Promoter and Promoter Group Members has provided personal guarantees to secure a significant portion of our existing borrowings, and may post listing continue to provide such guarantees and other security. In case of a default under our loan agreements, any of the personal guarantees provided by our Promoter and Promoter Group Members may be invoked, which could negatively impact the reputation of our Company. Also, we may face certain impediments in taking decisions in relation to our Company, which in turn would result in a material adverse effect on our financial condition, business, results of operations and prospects and would negatively impact our reputation. In addition, our Promoter and Promoter Group Members may be required to liquidate his shareholding in our Company to settle the claims of the lenders, thereby diluting his shareholding in our Company. We may also not be successful in procuring alternate guarantees satisfactory to the lenders, as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows. For further details regarding loans availed by our Company, please refer “*Statement of Financial Indebtedness*” on page no. 198 of this Draft Red Herring Prospectus.

**32. *None of our Directors possess experience of being on the board of any listed company***

None of our Directors possess experience of being on the board of any listed company and accordingly, may not be adequately well-versed with the activities or industry practices undertaken by the listed company. We cannot assure you that this lack of adequate experience will not have any adverse impact on the management and operations of our Company.

Our Company will also be subject to compliance requirements under the SEBI Listing Regulations and other applicable law post listing of the Equity Share on the Stock Exchanges. Our Board is capable of efficiently managing such compliance requirements including by engaging professionals having expertise in managing such compliances.

**33. *Any Penalty or demand raised by statutory authorities in future will affect financial position of the Company.***

Our Company is engaged in the manufacturing business, which attracts tax liability such as Goods and Service tax and Income tax as per the applicable provisions of Law. We are also subject to the labour laws like depositing of contributions with Provident Fund, Employee State Insurance and Professional Tax. Any demand or penalty raised by the concerned authority in future for late payments or non-payments for any previous year and current year will affect the financial position of the Company. For instance, our company in the past had delayed filing of GST Returns due to operational reasons and accordingly paid late fees and penalties on the same. Any demand or penalty raised by the concerned GST authority for such late filing may affect the financial position of the company,

**34. *There is no monitoring agency appointed by Our Company to monitor the utilization of the Issue proceeds.***

As per SEBI (ICDR) Regulations, 2018, as amended, appointment of monitoring agency is required only for Issue size above ₹10,000.00 lakhs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

**35. *Technology failures or Cyber-attacks or other security breaches could have a material adverse effect on our business, results of operation or financial condition***

IT systems are critical to our ability to manage our operations. Our IT systems enable us to coordinate our operations, from planning, production scheduling, raw material ordering, invoicing, delivery, customer relationship, management and decision support. If we do not allocate and effectively manage the resources necessary to build and sustain the proper IT infrastructure, we could be subject to transaction errors, processing inefficiencies, customer service disruptions and, in some instances, loss of customers.

We face cyber threats, threats to the physical security of our facilities and employees, the potential for business disruptions associated with IT failures, natural disasters, or public health crises. We have installed anti-virus software to prevent our systems and infrastructure from being infected and crippled by computer viruses. All our internet facing servers installed at all our data centres as well as at all our offices are also secured with firewalls and intrusion preventions systems to prevent hacking. If we are unable to protect sensitive information, our customers could question the adequacy of our threat mitigation and detection processes and procedures. Due to the evolving nature of these security threats, the impact of any future incident cannot be predicted.

**36. *The average cost of acquisition of Equity Shares by our Promoters, will be lower than the issue price of Equity Share.***

Our Promoters average cost of acquisition of Equity Shares in our company may be lower than the Issue Price as may be decided by the company in consultation with the Book Running Lead Manager. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer to the chapter “*Capital Structure*” beginning on pages 57 of this Draft Red Herring Prospectus.

**37. *Our Promoters and the Promoter Group will jointly continue to retain majority shareholding in our Company after the issue, which will allow them to determine the outcome of the matters requiring the approval of shareholders***

Our promoters along with the promoter group will continue to hold collectively [●] % of the post issue paid up share capital of the company. As a result of the same, they will be able to exercise significant influence over the control of the outcome of the matter that requires approval of the majority shareholder’s vote. Such a concentration of the ownership may also have the effect of delaying, preventing or deterring any change in the control of our company. In addition to the above, our promoters and promoter group will continue to have the ability to take actions that are not in, or may conflict with our interest or the interest of some or all of our minority shareholders and there is no assurance that such action will not have any adverse effect on our future financials or results of operations.

**38. *Certain key performance indicators for certain listed industry peers included in this Draft Red Herring Prospectus have been sourced from public sources and there is no assurance that such financial and other industry information is complete.***

Pursuant to the requirements of the SEBI ICDR Regulations, we have included certain key performance indicators, comprising financial and operational information, for certain listed industry peers, in the “*Basis for Offer Price*” beginning on page 87 of the Draft Red Herring Prospectus. Although this information is sourced from and relied upon on the consolidated audited financial statements of the relevant listed industry peers as available on the websites of the Stock Exchanges, including the annual reports of the respective companies submitted to Stock Exchanges, there is no assurance that this information with respect to industry peers is either complete. There may be different methodologies and formulas used to compute the various ratios.

**39. *Our ability to pay any dividends will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures***

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholder’s investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our Dividend history refer to the Section “*Dividend Policy*” on page 154 of the Draft Red Herring Prospectus.

**40. *We may require further equity issuance, which will lead to dilution of equity and may affect the market price of our Equity Shares or additional funds through incurring debt to satisfy our capital needs, which we may not be able to procure and any future equity offerings by us.***

Our growth is dependent on having a strong balance sheet to support our activities. In addition to the IPO Proceeds and our internally generated cash flow, we may need other sources of financing to meet our capital needs which may include entering into new debt facilities with lending institutions or raising additional equity in the capital markets. We may need to raise additional capital from time to time, dependent on business conditions. The factors that would require us to raise additional capital could be business growth beyond what the current balance sheet can sustain; additional capital requirements imposed due to changes in regulatory regime or significant depletion in our existing capital base due to unusual operating losses. Any fresh issue of shares or convertible securities would dilute existing holders, and such issuance



may not be done at terms and conditions, which are favorable to the then existing shareholders of our Company. If our Company decides to raise additional funds through the incurrence of debt, our interest obligations will increase, and we may be subject to additional covenants, which could further limit our ability to access cash flows from our operations. Such financings could cause our debt - equity ratio to increase or require us to create charges or liens on our assets in favor of lenders. We cannot assure you that we will be able to secure adequate financing in the future on acceptable terms, in time, or at all. Our failure to obtain sufficient financing could result in the delay or abandonment of our expansion plans. Our business and future results of operations may be affected if we are unable to implement our expansion strategy.

Any future issuance of Equity Shares by our Company may dilute shareholding of investors in our Company; and hence affect the trading price of our Company's Equity Shares and its ability to raise capital through an issue of its securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Company's Equity Shares. Additionally, the disposal, pledge or encumbrance of Equity Shares by any of our Company's major shareholders, or the perception that such transactions may occur may affect the trading price of the Equity Shares. No assurance may be given that our Company will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

**41. *The Issue price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue and the market price of our Equity Shares may decline below the issue price and you may not be able to sell your Equity Shares at or above the Issue Price.***

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares will be determined by our Company in consultation with the BRLMs through the Book Building Process. This price will be based on numerous factors, as described under "***Basis for the Issue Price***" on page 87 and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, problems such as temporary closure, broker default and settlement delays experienced by the Indian Stock Exchanges, strategic actions by us or our competitors, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. Consequently, the price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Issue Price, or at all. There has been significant volatility in the Indian stock markets in the recent past, and our Equity Share price could fluctuate significantly because of market volatility. A decrease in the market price of our Equity Shares could cause investors to lose some or all of their investment.

**42. *QIBs and Non-Institutional Bidders are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid and Retail Individual Investors are not permitted to withdraw their Bids after Bid/Issue Closing Date.***

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Bidders can revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date. While we are required to complete Allotment, listing and commencement of trading pursuant to the Issue within six (6) Working Days from the Bid/ Issue Closing Date, events affecting the Bidders' decision to invest in our Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows and financial condition may arise between the date of submission of the Bid and Allotment, listing and commencement of trading. We may complete the Allotment, listing and commencement of trading of our Equity Shares even if such events occur and such events may limit the Bidders' ability to sell our Equity Shares Allotted pursuant to the Issue or may cause the trading price of our Equity Shares to decline on listing. Retail Individual Investors can revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date. While our Company is required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed including Allotment pursuant to the Issue within six Working Days from the Bid/Issue Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Issue or cause the trading price of the Equity Shares to decline on listing

## **EXTERNAL RISK FACTORS**

### ***43. Financial instability in both Indian and international financial markets could adversely affect our results of operations and financial condition.***

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Financial turmoil in Asia, Russia and elsewhere in the world in recent years has adversely affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows. Further, economic developments globally can have a significant impact on our principal markets. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy. Recent developments in the ongoing conflict between Russia and Ukraine has resulted in and may continue to result in a period of sustained instability across global financial markets, induce volatility in commodity prices, increase borrowing costs, cause outflow of capital from emerging markets and may lead to overall slowdown in economic activity in India. In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries.

### ***44. Our business and results of operations could be adversely affected by disruptions in global economic and geo political conditions.***

As substantially all of our operations are dependent on our customers who have their head offices or parent companies situated outside India, our financial performance and growth are necessarily dependent on economic conditions prevalent globally. The global economy may be materially and adversely affected by political instability or regional conflicts; a general rise in interest rates; inflation; exchange rate fluctuations; changes in tax, trade, and monetary policies; occurrence of natural or man-made disasters; downgrade in debt rating; and adverse economic conditions occurring elsewhere in the world, such as a slowdown in economic growth in China, the repercussions of the United Kingdom exit from the European Union and other matters. While the Indian economy has grown significantly in recent years, it has experienced economic slowdowns in the past due to global economic and geo political conditions. The Indian economy in particular could be adversely impacted by inflationary pressures, currency depreciation, the poor performance of its large agricultural and manufacturing sectors, trade deficits, and recent initiatives by the Indian government and other factors. Unfavorable changes in the above factors or in other business and economic conditions affecting our customers could result in a corresponding decline in our business.

### ***45. If certain labour laws become applicable to us, our profitability may be adversely affected.***

India has stringent labour legislations that protect the interests of workers, including legislation that sets forth detailed procedures for dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. Any change or modification in the existing labour laws may affect our flexibility in formulating labour related policies.

### ***46. The continuing effect of the COVID-19 pandemic on our business, results of operations and financial condition is highly uncertain and cannot be predicted.***

The outbreak, or threatened outbreak, of any severe communicable disease (particularly COVID-19) could adversely affect the overall business sentiment and environment, particularly if such outbreak is inadequately controlled. The outbreak of COVID-19 has resulted in authorities implementing several measures such as travel bans and restrictions, quarantines and lockdowns. These measures have impacted and may further impact our workforce and operations, the operations of our consumers. In case there is a rapid increase in severe cases of infections leading to deaths, where the measures taken by governments are not successful or are any bans imposed by the government in this regard are lifted prematurely, may cause significant economic disruption in India and in the rest of the world. If any of our employees were suspected of contracting COVID-19 or any other epidemic disease, this could require us to quarantine some or all of these employees or disinfect the facilities. In addition, our revenue and profitability could be impacted to the extent that a natural disaster, health epidemic or other outbreak harms the Indian and global economy in general. The outbreak has significantly increased

economic uncertainty. It is likely that the current outbreak or continued spread of COVID-19 will cause an economic slowdown and it is possible that it could cause a global recession.

**47. *A slowdown in economic growth in India may adversely affect our business, financial condition, cash flows, results of operations and prospects.***

The performance and growth of our business are necessarily dependent on economic conditions prevalent in India, which may be materially and adversely affected by center or state political instability or regional conflicts, a general rise in interest rates, inflation, and economic slowdown elsewhere in the world or otherwise. There have been periods of slowdown in the economic growth of India. India's economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports (oil and oil products), global economic uncertainty and liquidity crisis, volatility in exchange currency rates and annual rainfall which affects agricultural production. Any continued or future slowdown in the Indian economy or a further increase in inflation could have a material adverse effect on the price of our raw materials and demand for our products and, as a result, on our business and financial results. The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the U.S. and elsewhere in the world in recent years has affected the Indian economy. 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. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability, including the financial crisis and fluctuations in the stock markets in China and further deterioration of credit conditions in the U.S. or European markets, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business and financial results.

**48. *Changing laws, rules and regulations and legal uncertainties in India, including adverse application of tax laws and regulations, may adversely affect our business and financial performance.***

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us and our business. For further details please refer to the chapter "**Government and Other Statutory Approvals**" on page 214 for details of the laws currently applicable to us. The governmental and regulatory bodies in India and other jurisdictions where we operate may notify new regulations and/or policies, which may require us to obtain approvals and licenses from the government and other regulatory bodies, or impose onerous requirements and conditions on our operations, in addition to those which we are undertaking currently. Any such changes and the related uncertainties with respect to the implementation of new regulations may have a material adverse effect on our business, financial condition, results of operations and cash flows.

In addition, unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment laws governing our business, operations and investments in our Company by non-residents, could result in us being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. Tax and other levies imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, turnover tax, goods and services tax, stamp duty and other special taxes and surcharges which are introduced on a temporary or permanent basis from time to time. The final determination of our tax liabilities involves the interpretation of local tax laws and related regulations in each jurisdiction as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred. We are involved in various disputes with tax authorities. For details of these disputes, see "**Outstanding Litigation and Material Developments**" on page 210 of this Draft Red Herring Prospectus. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time.

Any change in Indian tax laws could have an effect on our operations. For instance, the Taxation Laws (Amendment) Ordinance, 2019, a new tax ordinance issued by India's Ministry of Finance on September 20, 2019, prescribes a number of changes to the income tax rate applicable to companies in India. According to this new ordinance, companies can henceforth voluntarily opt for a concessional tax regime (subject to no other special benefits/exemptions being claimed), which would ultimately reduce the effective tax rate for Indian companies. Any such future amendments may affect other benefits such as an exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax-free bonds, and long-term capital gains on equity shares if withdrawn by the statute in the future, and the same may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would influence our profitability.

The Finance Act, 2022 ("Finance Act"), has, amongst others things, provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and that dividend distribution tax

("DDT"), will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident and are likely to be subject to tax deduction at source. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares. Further, the Government of India has notified the Finance Act, 2023, which has introduced various amendments to taxation laws in India. There is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

***49. Instability in financial markets could materially and adversely affect our results of operations and financial condition.***

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States of America or Europe, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. The global financial turmoil, an outcome of the sub-prime mortgage crisis which originated in the United States of America, led to a loss of investor confidence in worldwide financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil, evident from the sharp decline in SENSEX, NSE's benchmark index. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

***50. Natural calamities could have a negative impact on the Indian economy and cause Our Company's business /to suffer.***

India has experienced natural calamities such as earthquakes, tsunamis, floods etc. In recent years, the extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

***51. Government regulation of foreign ownership of Indian securities may have an adverse effect on the price of the Equity Shares.***

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

***52. Our performance is linked to the stability of policies and the political situation in India.***

The Government of India has traditionally exercised, and continues to exercise, a significant 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. Any political instability in India may adversely affect the Indian securities markets in general, which could also adversely affect the trading price of our Equity Shares. Any political instability could delay the reform of the Indian economy and could have a material adverse effect on the market for our Equity Shares. There can be no assurance to the investors that these liberalization policies will continue under the newly elected government. Protests against privatization could slow down the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting companies in the industrial equipment manufacturing sectors, foreign investment, currency exchange rates and other matters affecting investment in our securities could change as well. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India and thereby affect our business.

## SECTION IV – INTRODUCTION

### THE ISSUE

<b>PRESENT ISSUE IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS</b>	
<b>Equity Shares Offered through Public Issue</b> <sup>(1)(2)</sup>	Upto 50,70,000 Equity Shares aggregating to ₹ [●] Lakhs
<i>Out of which:</i>	
<b>Market Maker Reservation Portion</b>	2,58,000 Equity Shares aggregating to ₹ [●] Lakhs.
<b>Net Issue to the Public</b>	Upto 48,12,000 Equity Shares aggregating to ₹ [●] Lakhs.
<i>Out of which*</i>	
QIB Portion <sup>(3)(4)</sup>	Not more than [●] Equity Shares aggregating up to ₹ [●] lakhs..
<i>Of which</i>	
Anchor Investor Portion	Upto [●] Equity Shares aggregating up to ₹ [●] lakhs.
Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Upto [●] Equity Shares aggregating up to ₹ [●] lakhs.
<i>Of which</i>	
Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Upto [●] Equity Shares aggregating up to ₹ [●] lakhs
Balance of QIB Portion for all QIBs including Mutual Funds	Upto [●] Equity Shares aggregating up to ₹ [●] lakhs
Non-Institutional Portion	Not less than [●] Equity Shares aggregating up to ₹ [●] lakhs
Retail Portion	Not less than [●] Equity Shares aggregating up to ₹ [●] lakhs
<b>Pre and Post – Issue Equity Shares</b>	
<b>Equity Shares outstanding prior to the Issue</b>	Upto 1,41,21,050 Equity Shares of face value of ₹10 each.
<b>Equity Shares outstanding after the Issue</b>	[●] Equity Shares of face value ₹10 each.
<b>Use of Net Proceeds by our Company</b>	Please see the chapter titled “ <i>Objects of the Issue</i> ” on page 79 of this Draft Red Herring Prospectus.

\*Number of shares may need to be adjusted for lot size upon determination of Issue price.

#### **Notes:**

- 1) The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post-issue paid up equity share capital of our company are being offered to the public for subscription.
- 2) The Issue of upto 50,70,000 Equity Shares in terms of this Draft Red Herring Prospectus has been authorized pursuant to a resolution of our Board of Directors dated July 15, 2024 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of the members of the company held on July 26, 2024.
- 3) The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Accordingly, we have allocated the Net Issue i.e., not more than 50% of the Net Issue to QIB and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors and not less than 15% of the Net Issue shall be available for allocation to non-institutional bidders.
- 4) Subject to valid Bids being received at or above the Issue Price, under subscription, 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 Managers and the Designated Stock Exchange, subject to applicable laws. Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic 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 QIB Portion. Further, 5% of the Net QIB

Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, 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 (other than Anchor Investors) in proportion to their Bids. For further details, please refer section titled ***“Issue Procedure”*** beginning on page 249 of this Draft Red Herring Prospectus

**SUMMARY OF OUR FINANCIAL STATEMENTS**  
**ANNEXURE - I**  
**RESTATED STATEMENT OF ASSETS AND LIABILITIES**

(Rs. in lakhs)

	Particulars	Annexure No.	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
<b>A</b>	<b>EQUITY AND LIABILITIES</b>				
<b>1</b>	<b>Shareholders' funds</b>				
	(a) Share capital	<b>6</b>	1,412.11	1,412.11	1,412.11
	(b) Reserves and surplus	<b>7</b>	5,027.27	4,009.83	2,957.29
<b>2</b>	<b>Non-current liabilities</b>				
	(a) Long term Provisions	<b>8</b>	22.16	17.82	-
<b>3</b>	<b>Current liabilities</b>				
	(a) Short Term Borrowings	<b>9</b>	724.28	74.98	75.08
	(b) Trade payables	<b>10</b>			
	(A) total outstanding dues of micro enterprises and small enterprises; and		7.49	0.04	3.57
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises		63.00	67.22	92.07
	(c) Other current liabilities	<b>11</b>	203.05	230.19	161.60
	(d) Short-term provisions	<b>12</b>	114.17	46.26	89.95
	<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>7,573.53</b>	<b>5,858.45</b>	<b>4,791.67</b>
<b>B</b>	<b>ASSETS</b>				
<b>1</b>	<b>Non-current assets</b>				
	(a) Plant, Property & Equipment and Intangible Assets				
	(i) Property, Plant & Equipment	<b>13</b>	837.41	372.91	366.74
	(ii) Intangible assets under development		85.00	-	-
	(b) Non-current investments/Long Term	<b>14</b>	198.93	198.93	124.66
	(c) Deferred Tax Asset (Net)	<b>15</b>	12.68	9.62	7.02
	(d) Other Non-Current Assets	<b>16</b>	545.19	1,262.14	106.05
<b>2</b>	<b>Current assets</b>				
	(a) Inventories	<b>17</b>	1,147.28	854.29	1,255.83
	(b) Trade receivables	<b>18</b>	0.01	5.52	6.21
	(c) Cash and Bank Balances	<b>19</b>	3,899.64	2,732.60	1,715.93
	(d) Short-term loans and advances	<b>20</b>	847.39	422.44	1,209.23
	<b>TOTAL ASSETS</b>		<b>7,573.53</b>	<b>5,858.45</b>	<b>4,791.67</b>

**ANNEXURE - II**  
**RESTATED STATEMENT OF PROFIT AND LOSS**

(Rs. in lakhs)

	Particulars	ANNEXURE	For the year ended 31st March, 2024	For the year ended 31st March, 2023	For the year ended 31st March, 2022
<b>1</b>	Revenue from operations	<b>21</b>	8,226.63	9,425.17	8,216.84
<b>2</b>	Other Income	<b>22</b>	266.50	99.78	74.16
<b>3</b>	<b>Total Income (1+2)</b>		<b>8,493.13</b>	<b>9,524.95</b>	<b>8,291.00</b>
<b>4</b>	<b>Expenses</b>				
	Cost of materials consumed	<b>23</b>	6,115.92	7,246.95	6,466.21
	Changes in inventories of finished goods	<b>24</b>	0.84	42.71	(104.06)
	Employee benefits expenses	<b>25</b>	356.67	279.80	177.47
	Finance costs	<b>26</b>	23.09	21.58	19.91
	Depreciation and amortisation expense	<b>9</b>	99.15	60.78	65.00
	Other Expense	<b>27</b>	528.67	447.53	448.17
	<b>Total Expenses</b>		<b>7,124.34</b>	<b>8,099.35</b>	<b>7,072.70</b>
<b>5</b>	<b>Profit before tax (3-4)</b>		<b>1,368.79</b>	<b>1,425.60</b>	<b>1,218.30</b>
<b>6</b>	Prior Period Items		-	-	-
<b>7</b>	<b>Profit Before Tax (5+6)</b>		<b>1,368.79</b>	<b>1,425.60</b>	<b>1,218.30</b>
<b>8</b>	<b>Tax Expense:</b>				
	Current Tax		355.00	375.00	330.00
	Deferred Tax		(3.06)	(2.60)	1.63
	Deferred Tax for earlier years		-	-	(8.65)
	Income Tax for Earlier Years		(0.59)	0.67	1.75
<b>9</b>	<b>Profit / (Loss) for the year (7-8)</b>		<b>1,017.44</b>	<b>1,052.53</b>	<b>893.57</b>
<b>10</b>	<b>Profit/(Loss) for the period</b>		<b>1,017.44</b>	<b>1,052.53</b>	<b>893.57</b>
	<b>Earning per equity share:</b>				
	(1) Basic	<b>28</b>	7.21	7.45	6.33
	(2) Diluted		7.21	7.45	6.33



**ANNEXURE - III  
RESTATED CASH FLOW STATEMENT**

(Rs. in lakhs)

Particulars	Figures for the year ended 31st March, 2024	Figures for the year ended 31st March, 2023	Figures for the year ended 31st March, 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
<b>Net Profit before tax as restated adjustments for:</b>	<b>1,368.79</b>	<b>1,425.60</b>	<b>1,218.30</b>
<u>Adjustments for non-cash and non-operating items:</u>			
Provision for gratuity	4.45	4.27	2.64
Share of Profit/Loss from LLP	0.16	4.22	2.97
Property, Plant & Equipment written off	2.55	-	-
Bad debts written off	3.00	-	-
Depreciation and amortisation expense	99.15	60.78	65.00
Finance cost	23.09	21.58	19.91
Operating profit before working capital changes	<b>1,501.19</b>	<b>1,516.45</b>	<b>1,308.83</b>
Changes in working capital:			
(Increase) / Decrease in Inventories	(292.99)	401.54	(330.94)
(Increase) / Decrease in Trade and other receivables	(371.38)	738.77	(484.73)
Increase/ (Decrease) in Trade and other payables	(24.03)	33.01	(54.24)
Cash generate from / (used in) operation	<b>812.79</b>	<b>2,689.77</b>	<b>438.92</b>
Direct Taxes paid (Net of refund)	(286.61)	(405.80)	(287.34)
<b>Net cash generated from / (used in) operating activities (a)</b>	<b>526.18</b>	<b>2,283.97</b>	<b>151.59</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>			
Purchase of Property, Plant & Equipment / Capital WIP	(651.24)	(66.92)	(14.73)
Purchase of Non-current investments	-	(71.30)	
Proceeds From Maturity of/ Investment made in Fixed Deposits	(1,282.45)	(1,469.87)	(455.75)
<b>Net cash generated from / (used in) investing activities (b)</b>	<b>(1,933.69)</b>	<b>(1,608.09)</b>	<b>(470.48)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>			
Proceeds from Short Term Borrowings	724.28	(0.10)	-
Repayment of Short-Term borrowings	(74.98)	-	(0.24)
Interest paid	(23.09)	(21.58)	(19.91)
<b>Net cash generated from / (used in) financing activities (c)</b>	<b>626.21</b>	<b>(21.68)</b>	<b>(20.15)</b>
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents (a+b+c)</b>	<b>(781.30)</b>	<b>654.20</b>	<b>(339.03)</b>
Add: Cash and cash equivalents at the beginning of the year	2,370.13	1,715.93	1,599.21
<b>Cash and cash equivalents at the end of the year*</b>	<b>1,588.83</b>	<b>2,370.13</b>	<b>1,260.18</b>

## GENERAL INFORMATION

### **Brief Summary:**

Our Company was originally incorporated as a private limited Company under the name of “Shri Hare-Krishna Sponge Iron Private Limited” on May 02, 2003 under the provisions of the Companies Act, 1956 with the Registrar of Companies, West Bengal bearing registration number as 096152. Thereafter, our Company was converted from private limited to public limited, pursuant to a special resolution passed by the shareholders of our Company on May 25, 2007 and the name of the Company was changed from “Shri Hare-Krishna Sponge Iron Private Limited” to “Shri Hare-Krishna Sponge Iron Limited” vide fresh certificate of incorporation dated June 20, 2007, issued by the Registrar of Companies, West Bengal.

The Corporate identification number of our Company is U27109WB2003PLC096152.

For further details please refer to chapter titled “*History and Corporate Structure*” beginning on page 130 of this Draft Red Herring Prospectus.

<b>Registered Office</b>	Flat No 2D, 2nd Floor , Tower No. 1, Alcove Gloria, Municipal Premises No 403/1, Dakshindari Road, VIP Road, Kolkata, , Sreebhumi, North 24 Parganas, West Bengal 700048 <b>Tel. No.:</b> +91-9589116050 <b>Email:</b> cs@shkraipur.com <b>Website:</b> <a href="https://shkraipur.com">https://shkraipur.com</a> <b>CIN:</b> U27109WB2003PLC096152 <b>Registration Number:</b> 096152
--------------------------	---

### **Address of the RoC:**

#### **Registrar of Companies, Kolkata**

Nizam Palace, 2nd MSO Building  
2nd Floor, 234/4, A.J.C.B. Road  
Kolkata – 700020.  
Phone: 033-2287 7390  
Fax 033-22903795  
roc.kolkata@mca.gov.in  
**Website:** [www.mca.gov.in](http://www.mca.gov.in)

### **Board of Directors:**

The Board of Directors of our Company as on the date of filing of this Draft Red Herring Prospectus consists of:

<b>Name of Director</b>	<b>Designation</b>	<b>Address</b>	<b>DIN</b>
Manoj Parasrampurua	Chairman & Managing Director	Manhari Niwas, 31/267, 1 <sup>st</sup> Floor, Civil Lines, N/O Old Guest House, Raipur, Chhattisgarh- 492 001.	00469018
Anubhav Parasrampurua	Whole-Time Director	31/267, Iind floor, Near Old Guest House, Civil Line, Raipur Chhatishgarh – 492 001	10781450
Manish Parasrampurua	Non- Executive Director	Manhari Niwas, 31/267, 2 <sup>nd</sup> Floor, Civil Lines, N/O Old Guest House, Raipur, Chhattisgarh- 492 001	00469033
Shyam Sunder Parasrampurua	Non-Executive Director	04, Jal Vihar Colony, Opposite Rotary Club Ward 42, Bindrawangarh, Raipur, Chhattisgarh 492 001	00469058
Gaurav Mehta	Independent Director	A-47, Amrapali Society, Pachpedi Naka, Raipur, Chhattisgarh- 492001	06803209
Jonu Agrawal	Independent Director	305, Arihant Complex, Station Road, Beside Gurudwara, Raipur, Chhattisgarh- 492 001	10738552

For further details in relation to our directors, please refer to chapter titled “*Our Management*” on page 133 of this Draft Red Herring Prospectus.

<b>Chief Financial Officer</b>	<b>Company Secretary and Compliance Officer</b>
Abhishek Parasrampurua	Rashmeet Kaur

<b>Shri Hare-Krishna Sponge Iron Limited</b> <b>Address:</b> Phase-II, Plot No.106, Industrial Growth Centre, Siltara, Raipur, Chhattisgarh, India, 493111. <b>Tel. No.:</b> +91-9644720222 <b>Email:</b> <a href="mailto:finance@shkraipur.com">finance@shkraipur.com</a>	<b>Shri Hare-Krishna Sponge Iron Limited</b> <b>Address:</b> Phase-II, Plot No.106, Industrial Growth Centre, Siltara, Raipur, Chhattisgarh, India, 493111. <b>Tel. No.:</b> +91-9589116050 <b>Email:</b> <a href="mailto:cs@shkraipur.com">cs@shkraipur.com</a>
---	---

### Investor Grievances:

Investors can contact the Company Secretary and Compliance Officer, the LM or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Applicant should give full details such as name of the sole or first Applicant, ASBA Form number, Applicant DP ID, Client ID, PAN, date of the ASBA Form, details of UPI IDs (if applicable), address of the Applicant, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Applicant.

Further, the investors shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

### Details of Key Intermediaries pertaining to this Issue and Our Company:

<b>Book Running Lead Manager of the Issue</b>	<b>Legal Advisor to the Issue</b>
<b>Hem Securities Limited</b> Address: 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, Maharashtra, India Tel No.: +91-22-4906 0000 Fax No.: +91-22-22625991 Email: <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> Investor Grievance Email <a href="mailto:redressal@hemsecurities.com">redressal@hemsecurities.com</a> Website: <a href="http://www.hemsecurities.com">www.hemsecurities.com</a> Contact Person: Neelkanth Agarwal SEBI Reg. No.: INM000010981	<b>Vedanta Law Chambers</b> <b>Address:</b> Ist Floor, SSK House, B-62, Sahakar Marg, Lal Kothi, Jaipur-302015 Rajasthan, India. <b>Tel:</b> +91- 141 -2740911, 4014091 <b>Website:</b> <a href="http://www.vedantalawchambers.com">www.vedantalawchambers.com</a> <b>Email:</b> <a href="http://www.vedantalawchambers.com">www.vedantalawchambers.com</a> <b>Contact Person:</b> Advocate Nivedita Ravindra Sarda
<b>Registrar to the Issue</b>	<b>Statutory Auditor</b>
<b>KFin Technologies Private Limited</b> <b>Address:</b> Selenium Tower - B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad 500 032. <b>Telephone:</b> +91 40-6716 2222 <b>Fax:</b> +91 40-6716 1563 <b>Email:</b> <a href="mailto:shrihare.ipo@kfintech.com">shrihare.ipo@kfintech.com</a> <b>Investor Grievance Email:</b> <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> <b>Website:</b> <a href="http://www.kfintech.com">www.kfintech.com</a> <b>Contact Person:</b> Mr. M. Murali Krishna <b>SEBI Registration Number:</b> INR000000221 <b>CIN:</b> L72400TG2017PLC117649	<b>M/s: A.C. Bhuteria &amp; Co.</b> Chartered Accountants <b>Address:</b> Diamond Heritage 16, Strand Road 7 <sup>th</sup> Floor, Room No. H-703 Kolkata - 700001 <b>Tel No.:</b> +91- 033-46002382 <b>Email:</b> <a href="mailto:info@acbhuteria.com">info@acbhuteria.com</a> <b>Firm Registration No.:</b> 303105E <b>Contact Person:</b> Mahak Bhuteria <b>Peer Review Certificate No.:</b> 016194 <b>Membership No.:</b> 314270
<b>Bankers to the Company</b>	<b>Bankers to the Issue/ Sponsor Bank*</b>
<b>HDFC Bank Limited</b> <b>Address:</b> 2 <sup>nd</sup> Floor, Near Express Highway Bridge, Devendra Nagar, Raipur, Chhattisgarh- 492 001. <b>Contact Person:</b> Bhawani Agrawal <b>Website:</b> <a href="http://www.hdfcbank.com">www.hdfcbank.com</a> <b>Email:</b> <a href="mailto:bhawani.agrawal@hdfcbank.com">bhawani.agrawal@hdfcbank.com</a>	[●]
<b>Syndicate Member*</b>	
[●]	

\*The Banker to the Issue (Sponsor Bank) and Syndicate member shall be appointed prior to filing of the Red Herring Prospectus with the RoC.

## **Designated Intermediaries:**

### **Self-Certified Syndicate Banks (SCSB's)**

The list of SCSBs, as updated till date, is available on website of Securities and Exchange Board of India at below link.

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>;

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>

Investors are requested to refer the SEBI website for updated list of SCSBs and their 33 designated branches.

### **Self-Certified Syndicate Banks eligible as Sponsor Banks for UPI**

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Investors Bank or Issuer Bank for UPI mechanism are provide on the website of SEBI on

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=41>

### **Syndicate SCSB Branches**

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors Applying using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>) and updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, as amended.

### **Registered Brokers**

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI at (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>), respectively, as updated from time to time.

### **Registrar and Share Transfer Agents**

The list of the Registrar to Issue and Share Transfer Agents (RTAs) eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10>, as updated from time to time.

### **Collecting Depository Participants**

The list of the Collecting Depository Participants (CDPs) eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=19> for NSDL CDPs and at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=18> for CDSL CDPs, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

### **Brokers to the Issue**

All members of the recognized stock exchanges would be eligible to act as Brokers to the Issue.

### **Expert Opinion**

Except the report of the Auditor on statement of possible tax benefits and report on restated financial statements prepared for the financial year ended March 31, 2024, 2023 and 2022 as included in this Draft Red Herring Prospectus, our Company has not obtained any expert opinion.

### **Inter-se Allocation of Responsibilities**

Since, Hem Securities Limited is the sole Book Running Lead Manager to this Issue, a statement of inter se allocation of responsibilities among Lead Manager is not applicable.

### **Appraisal and Monitoring Agency**

As per regulation 262(1) of SEBI ICDR Regulations, the requirement of monitoring agency is not mandatory if the Issue size is up to ₹ 10,000 Lakh. Since the Issue size is below ₹ 10,000 Lakh, our Company has not appointed any monitoring agency for this Issue. However, as per section 177 of the Companies Act, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the issue.

### **Credit Rating**

As this is an issue of Equity Shares, there is no credit rating for the Issue.

### **IPO Grading**

No credit rating agency registered with SEBI has been appointed for grading the Issue.

### **Debenture Trustees**

As this is an issue of Equity Shares, the appointment of Debenture trustees is not required.

### **Filing of Offer Documents with the Designated Stock Exchange/SEBI/ROC**

The Red Herring Prospectus is being filed with NSE, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India.

The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Issue Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Red Herring Prospectus along with the material contracts and documents required to be filed under Section 32 of the Companies Act, 2013 would be filed with the RoC at its office through the electronic portal at <http://www.mca.gov.in> and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 would be filed with the RoC at its office and through the electronic portal at <http://www.mca.gov.in>

### **Book Building Process**

Book Building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company and the Selling Shareholders in consultation with the Book Running Lead Manager in accordance with the Book Building Process, and advertised in in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Kolkata Edition of Regional newspaper [●] where our registered office is situated at least two working days prior to the Bid/ Issue Opening date. The Issue Price shall be determined by our Company and the Selling Shareholders, in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/ Issue Closing Date. Principal parties involved in the Book Building Process are:-

- Our Company
- The Book Running Lead Manager in this case being Hem Securities Limited,
- The Syndicate Member(s) who are intermediaries registered with SEBI/ registered as brokers with NSE and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Issue and;
- The Designated Intermediaries and Sponsor bank

The SEBI (ICDR) Regulations have permitted the Issue of securities to the public through the Book Building Process, wherein allocation to the public shall be made as per Regulation 253 of the SEBI ICDR Regulations.

The Issue is being made through the Book Building Process wherein not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLM allocate upto

60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations (the “Anchor Investor Portion”), out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Issue Price. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the 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. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders may participate in the Issue through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Issue. Under-subscription if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company and the Selling Shareholders in consultation with the BRLM and the Designated Stock Exchange.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Issue. In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/Issue Period and withdraw their Bids until the Bid/Issue Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/Issue Period. Allocation to the Anchor Investors will be on a discretionary basis.

Subject to valid Bids being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for Retail Portion where allotment to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under – subscription, if any, in any category, would be allowed to be met with spill – over from any other category or a combination of categories at the discretion of our Company and the Selling Shareholders in consultation with the Book Running Lead Manager and the Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention are invited to the chapter titled “*Issue Procedure*” beginning on page 249 of the Draft Red Herring Prospectus.

The process of Book Building under the SEBI ICDR Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Issue.

For further details on the method and procedure for Bidding, please see section entitled “*Issue Procedure*” on page 249 of this Draft Red Herring Prospectus.

**Illustration of the Book Building and Price Discovery Process:** Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer, in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories

**Steps to be taken by the Bidders for Bidding:**

- Check eligibility for making a Bid (see section titled “*Issue Procedure*” on page 249 of this Draft Red Herring Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Draft Red Herring Prospectus and in the Bid cum Application Form.

**Bid/Issue Program:**

Event	Indicative Dates
Bid/Issue Opening Date <sup>(1)</sup>	[●]
Bid/Issue Closing Date <sup>(2)</sup>	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	[●]
Credit of Equity Shares to Demat accounts of Allottees	[●]
Commencement of trading of the Equity Shares on the Stock Exchange	[●]

<sup>(1)</sup> Our Company in consultation with the Book Running Lead Manager may consider participation by Anchor Investors in accordance with the SEBI (ICDR) Regulations. The Anchor Investor Bid/ Issue Period shall be one Working Day prior to the Bid/ Issue Opening Date in accordance with the SEBI (ICDR) Regulations.

<sup>(2)</sup> Our Company in consultation with the BRLM, may decide to close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date, in accordance with the SEBI (ICDR) Regulations.

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/ Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bid Cum Application Forms and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (IST) during the Issue Period (except for the Bid/ Issue Closing Date). On the Bid/ Issue Closing Date, the Bid Cum Application Forms will be accepted only between 10.00 A.M. to 3.00 P.M. (IST) for retail and non-retail Bidders. The time for applying for Retail Individual Bidder on Bid/Issue Closing Date maybe extended in consultation with the BRLM, RTA and NSE taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Bid Cum Application Forms on the Bid/Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Issue Closing Date and, in any case, not later than 3.00 P.M. (IST) on the Bid/ Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid Cum Application Forms are received on the Bid/Issue Closing Date, as is typically experienced in public Issue, some Bid Cum Application Forms may not get uploaded due to the lack of sufficient time. Such Bid Cum Application Forms that cannot be uploaded will not be considered for allocation under

this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid Cum Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI (ICDR) Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Bidders can revise or withdraw their Bid Cum Application Forms prior to the Bid/Issue Closing Date. Allocation to Retail Individual Bidders, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid Cum Application Form, for a particular Bidder, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Cum Application Form, for a particular ASBA Bidder, the Registrar to the Issue shall ask the relevant SCSBs/ RTAs / DPs / stock brokers, as the case may be, for the rectified data.

### Withdrawal of the Issue

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue at any time before the Bid/ Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue any time after the Bid/ Issue Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Bid/ Issue Closing Date, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre- Issue advertisements have appeared and the Stock Exchange will also be informed promptly. The BRLM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction.

If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will have to file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares issued through the Draft Red Herring Prospectus, which our Company will apply for only after Allotment; and (ii) the registration of Red Herring Prospectus/ Prospectus with RoC.

### Underwriting

The Company and the Lead Manager to the Issue hereby confirm that the Issue will be 100% Underwritten by the underwriter, Hem Securities Limited.

Pursuant to the terms of the Underwriting Agreement dated September 11, 2024 entered into by Company, Underwriter, the obligations of the Underwriter are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakhs)	% of Total Issue Size Underwritten
<b>Hem Securities Limited</b> <b>Address:</b> 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai 400013, India. <b>Tel No.:</b> +91-22-4906 0000 <b>Email:</b> mbd@hemsecurities.com <b>Investor Grievance Email:</b> redressal@hemsecurities.com <b>Website:</b> <a href="http://www.hemsecurities.com">www.hemsecurities.com</a> <b>Contact Person:</b> Mr. Rohit Sharma <b>SEBI Registration Number.:</b> INM000010981	50,70,000	[●]	[●]



*\*Includes 2,58,000 Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker, Hem Finlease Private Limited in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.*

In the opinion of the Board of Directors of our Company, the resources of the above mentioned Underwriter are sufficient to enable them to discharge their respective obligations in full.

### Change in Auditors during the last three (3) years

Except as stated below, there have been no changes in our Company's auditors in the last three (3) years:

Details of Statutory Auditor	Date of Change	Reason of Change
<b>Kala Singhi</b> Chartered Accountants, <b>Address:</b> 1/1A, Biplabi Anukul Chandra Street, Room no.4A, Electronic Centre, Kolkata- 700072. <b>Tel No.:</b> 2212-6135 <b>Email:</b> <a href="mailto:bhandari.kala@gmail.com">bhandari.kala@gmail.com</a> <b>Auditor Membership Number:</b> 066489 <b>Contact Person:</b> Kala Singhi	Terms of the appointment was ended on 26.12.2022	Due to the completion of appointment period of 5 years under the section 139 (2)(i)
<b>M/s BHANDARI B.C. &amp; CO.</b> Chartered Accountants, <b>Address:</b> 1/1A, Biplabi Anukul Chandra Street, Electronic Centre-4th floor, Kolkata, West Bengal- 700 072 <b>Tel No.:</b> +91 2212-6135/6104 <b>Email:</b> <a href="mailto:bhandaribc@gmail.com">bhandaribc@gmail.com</a> <b>Firm Registration No.:</b> 311082E <b>Contact Person:</b> B.C Bhandari <b>Membership No:</b> 050196	June 14, 2024	Due to unforeseen professional commitments and changes in scope of work, it has become necessary for us to step down from the role as the statutory auditors and auditor do not have peer reviewed Certificate.
<b>M/s: A.C. Bhuteria &amp; Co.</b> <b>Chartered Accountants</b> <b>Address:</b> Diamond Heritage 16, Strand Road 7 <sup>th</sup> Floor, Room No. H-703 Kolkata - 700001 <b>Tel No.:</b> +91- 033-46002382 <b>Email:</b> <a href="mailto:info@acbhuteria.com">info@acbhuteria.com</a> <b>Firm Registration No.:</b> 303105E <b>Contact Person:</b> Mahak Bhuteria <b>Peer Review Certificate No.:</b> 016194 <b>Membership No.:</b> 314270	July 04, 2024	Appointment as Statutory Auditors of the Company under section 139 of Companies Act 2013

### Details of the Market Making arrangement for this Issue

Our Company and the BRLM has entered into Market Making Agreement dated September 11, 2024 with the following Market Maker, to fulfill the obligations of Market Making for this issue:

<b>Name</b>	Hem Finlease Private Limited
<b>Correspondence Address</b>	203, Jaipur Tower, M I Road, Jaipur, Rajasthan 302001, India.
<b>Tel No.</b>	0141-4051000
<b>E-mail</b>	ashoks@hemsecurities.com
<b>Website</b>	www.hemsecurities.com
<b>Contact Person</b>	Mr. Ashok Soni
<b>SEBI Registration No.</b>	INZ000167734
<b>SEBI Registration No.</b>	SMEMM0674109092020

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the NSE and SEBI regarding this matter from time to time.

**Following is a summary of the key details pertaining to the Market making arrangement:**

- The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
- The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of the NSE Emerge (SME platform of NSE) and SEBI from time to time.
- The minimum depth of the quote shall be ₹ 1,00,000/-. However, the investors with holdings of value less than ₹ 1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME platform of NSE (in this case currently the minimum trading lot size is [●] equity shares; however the same may be changed by the SME platform of NSE from time to time).
- After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Issue Size. Any Equity Shares allotted to Market Maker under this Issue over and above 25% of Issue Size would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Issue Size, the Market Maker will resume providing 2 way quotes.
- There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, NSE may intimate the same to SEBI after due verification.
- Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
- On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
- The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
- There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market-for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while *force-majeure* will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
- The Market Maker(s) shall have the right to terminate said arrangement by giving a six months' notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s) and execute a fresh arrangement.
- In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the LM to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended. Further our Company and the LM reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our office from 10.00 a.m. to 5.00 p.m. on working days.
- **Risk containment measures and monitoring for Market Makers:** SME portal of NSE will have all margins, which are applicable on NSE main board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
- **Punitive Action in case of default by Market Makers:** NSE Emerge Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties/ fines may be imposed

by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties/ fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/ fines/ suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

- **Price Band and Spreads:** The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
- Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the Issue size and as follows:

Issue Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Issue Size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Issue Size)
Up to ₹20 Crore	25%	24%
₹20 to ₹50 Crore	20%	19%
₹50 to ₹80 Crore	15%	14%
Above ₹80 Crore	12%	11%

The SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹ 250 Crores, the applicable price bands for the first day shall be:

- i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
- ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.

Additionally, the securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for first 10 days from commencement of trading. The following spread will be applicable on the SME platform.

S. No.	Market Price Slab (in ₹)	Proposed Spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

All the above-mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

## CAPITAL STRUCTURE

Set forth below are the details of the Equity Share Capital of our Company as on the date of this Draft Red Herring Prospectus.

(₹ in Lakhs, except share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price
A	<b>Authorized Share Capital</b> 2,00,00,000 Equity Shares having Face Value of ₹ 10/- each	2,000.00	-
B	<b>Issued, Subscribed &amp; Paid-up Share Capital prior to the Issue</b> 1,41,21,050 Equity Shares having Face Value of ₹ 10/- each	1,412.11	-
C	<b>Present Issue in terms of this Draft Red Herring Prospectus*</b> Upto 50,70,000 Equity Shares having Face Value of ₹ 10/-each at a price of ₹ [●] per share	507.00	[●]
	<i>Which comprises of:</i>		
D	<b>Reservation for Market Maker Portion</b> [●] Equity Shares of ₹10/- each at a price of ₹ [●] per Equity Share reserved as Market Maker Portion	[●]	[●]
E	<b>Net Issue to Public</b> Net Issue to Public of [●] Equity Shares of ₹10/- each at a price of ₹ [●] per Equity Share to the Public	[●]	[●]
F	<b>Issued, Subscribed and Paid-up Equity Share Capital after the Issue</b> [●] Equity Shares of face value of ₹10/- each		[●]
G	<b>Securities Premium Account</b>		
	Before the Issue (as on date of this Draft Red Herring Prospectus)	835.62	
	After the Issue		[●]

\*The Present Issue of upto 50,70,000 Equity Shares in terms of this Draft Red Herring Prospectus has been authorized pursuant to a resolution of our Board of Directors dated July 15, 2024 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of the members held on July 26, 2024.

### Classes of Shares:

Our Company has only one class of share capital i.e. Equity Shares of face value of ₹ 10/- each only. All the issued Equity Shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.

### NOTES TO THE CAPITAL STRUCTURE:

#### 1. Changes in Authorized Equity Share Capital of our Company:

Sr. No.	Particulars	Cumulative No. of Equity Shares	Face Value of Equity Share	Cumulative Authorized Share Capital (₹ in lakhs)	Date of Meeting	Whether AGM/ EGM
1.	On incorporation	1,00,000	100/-	100.00	On Incorporation	N.A.
2.	Increase in Authorized Share Capital from ₹100 Lakh to ₹250.00 Lakhs	2,50,000	100/-	250.00	May 16, 2003	EGM
3.	Increase in Authorized Share Capital from ₹250.00 Lakhs to ₹500.00 Lakhs	5,00,000	100/-	500.00	March 27, 2004	EGM
4.	Increase in Authorized Share Capital from ₹500.00 Lakhs to ₹700.00 Lakhs	7,00,000	100/-	700.00	September 07, 2004	EGM

5.	Increase in Authorized Share Capital from ₹700.00 Lakhs to ₹1100.00 Lakhs	11,00,000	100/-	1,100.00	April 28, 2005	EGM
6.	Increase in Authorized Share Capital from ₹1100.00 Lakhs to ₹1200.00 Lakhs	12,00,000	100/-	1,200.00	June 28, 2005	EGM
7.	Increase in Authorized Share Capital from ₹1200.00 Lakhs to ₹1300.00 Lakhs	13,00,000	100/-	1,300.00	September 30, 2005	AGM
8.	Increase in Authorized Share Capital from ₹1300.00 Lakhs to ₹1500.00 Lakhs	15,00,000	100/-	1,500.00	December 30, 2008	EGM
9.	Increase in Authorized Share Capital from ₹1500.00 Lakhs to ₹2000.00 Lakhs	20,00,000	100/-	2,000.00	June 20, 2024	EGM
Pursuant to Shareholders' resolution dated July 04, 2024, the nominal value of Equity Shares of our Company was subdivided from ₹100/- per Equity Shares Share to ₹10/- per Equity Shares Share. Therefore, 20,00,000 Equity Shares of our Company of Nominal value of ₹ 100 each was sub-divided into 2,00,00,000 Equity Shares of face value of ₹10/- each.						
10.	Post Sub-division of Nominal value Equity Shares from ₹100/- per Equity Shares to ₹10/- per Equity Shares Share.	2,00,00,000	10/-	2,000.00	July 04, 2024	EGM

## 2. Equity Share Capital History of our Company:

a) The following table sets forth details of the history of the Equity Share capital of our Company:

Date of Allotment of Equity Shares	No. of Equity Shares allotted	Face Value (₹)	Issue Price (including Premium if applicable) (₹)	Consideration Cash/ Other than Cash	Nature of Allotment	Cumulative No. of Equity Shares
May 02, 2003 (Upon Incorporation)	1,000	100/-	100/-	Cash	Subscription to MOA <sup>(i)</sup>	1,000
August 01, 2003	1,29,770	100/-	100/-	Cash	Further Issue <sup>(ii)</sup>	1,30,770
December 12, 2003	1,04,680	100/-	100/-	Cash	Further Issue <sup>(iii)</sup>	2,35,450
March 27, 2004	87,040	100/-	100/-	Cash	Further Issue <sup>(iv)</sup>	3,22,490
March 31, 2004	70,990	100/-	200/-	Cash	Further Issue <sup>(v)</sup>	3,93,480
February 15, 2005	2,84,750	100/-	200/-	Cash	Further Issue <sup>(vi)</sup>	6,78,230
May 30, 2005	3,65,000	100/-	100/-	Cash	Further Issue <sup>(vii)</sup>	10,43,230
July 07, 2005	1,05,000	100/-	100/-	Cash	Further Issue <sup>(viii)</sup>	11,48,230
October 10, 2005	70,000	100/-	100/-	Cash	Further Issue <sup>(ix)</sup>	12,18,230

Date of Allotment of Equity Shares	No. of Equity Shares allotted	Face Value (₹)	Issue Price (including Premium if applicable) (₹)	Consideration Cash/ Other than Cash	Nature of Allotment	Cumulative No. of Equity Shares
November 17, 2008	71,500	100/-	250/-	Cash	Right Issue <sup>(x)</sup>	12,89,730
January 05, 2009	28,000	100/-	250/-	Cash	Right Issue <sup>(xi)</sup>	13,17,730
March 31, 2009	60,000	100/-	250/-	Cash	Right Issue <sup>(xii)</sup>	13,77,730
March 30, 2012	34,375	100/-	800/-	Cash	Right Issue <sup>(xiii)</sup>	14,12,105
Pursuant to Shareholders' resolution dated July 04, 2024, the nominal value of Equity Shares of our Company was subdivided from ₹100/- per Equity Shares Share to ₹10/- per Equity Shares Share. Therefore, 14,12,105 Equity Shares of our Company of Nominal value of ₹ 100 each was sub-divided into 1,41,21,050 Equity Shares of face value of ₹10/- each.						
Post Sub-division	1,41,21,050	10/-	-	-	-	1,41,21,050

All the above-mentioned shares are fully paid up since the date of allotment.

- (i) Initial Subscribers to the Memorandum of Association subscribed 1,000 Equity Shares of Face Value of ₹ 100/- each, details of which are given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1.	Shyam Sunder Parasrampurua	400
2.	Manoj Parasrampurua	300
3.	Manish Parasrampurua	300
	<b>Total</b>	<b>1000</b>

- (ii) Further Issue of 1,29,770 Equity Shares of Face Value of ₹ 100/- each as per details given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1.	Krishna Devi Parasrampurua	20,000
2.	Krishna KR Kejriwal	20,000
3.	Manoj Parasrampurua	14,700
4.	Manish Parasrampurua	14,700
5.	Kanchan Kejriwal	13,000
6.	Anguri Devi Kejriwal	12,770
7.	Manoj Parasrampurua (HUF)	10,000
8.	Manish Parasrampurua (HUF)	10,000
9.	Shyam Sunder Parasrampurua	9600
10.	Sheetal Singhania	5,000
	<b>Total</b>	<b>1,29,770</b>

- (iii) Further Issue of 1,04,680 Equity Shares of Face Value of ₹ 100/- each as per details given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1.	P. K Leasing & Finance Limited	26,000
2.	Paras Credit Capital Private Limited (Formerly known as Paras Finvest Private Limited)	22,750
3.	Krishna KR Kejriwal	11,200
4.	Compact Finstock Private Limited	10,000
5.	Kanchan Kejriwal	7,250
6.	Manish Parasrampurua (HUF)	5,500
7.	Krishna Devi Parasrampurua	5,250
8.	Sheetal Singhania	4,250
9.	Anguri Devi Kejriwal	3,230
10.	Anita Parasrampurua	3,000

11.	Manoj Parasrampurua (HUF)	2,500
12.	Sweta Parasrampurua	2,000
13.	Manish Parasrampurua	1,750
<b>Total</b>		<b>1,04,680</b>

(iv) Further Issue of 87,040 Equity Shares of Face Value of ₹ 100/- each as per details given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1	Paras Credit Capital Private Limited (Formerly known as Paras Finvest Private Limited)	39,750
2	Nandankanan Vinimay Private Limited	6,750
3	Manoj Parasrampurua	6,110
4	Anguri Devi Kejriwal	5,800
5	P. K Leasing & Finance Limited	5,000
6	Gita Trafin Private Limited	5,000
7	Kanchan Kejriwal	4,800
8	Bhavatarani Promoters Private Limited	3,000
9	Newtral Holding Private Limited	3,000
10	Shyam Sunder Parasrampurua	2,500
11	Bhootnath Merchants Private Limited	2,000
12	Manish Parasrampurua	1,510
13	Shyam Sunder Parasrampurua (HUF)	1,500
14	Krishna Devi Parasrampurua	250
15	Deepchand Agarwal	10
16	Hemant Sharma	10
17	Imrati Devi Agarwal	10
18	Madhuri Rathi	10
19.	Meera Devi Agarwal	10
20	Narayandas Agarwal	10
21	Vijay Kr Agarwal	10
<b>Total</b>		<b>87,040</b>

(v) Further Issue of 70,990 Equity Shares of Face Value of ₹ 100/- each as per details given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1	Krishna KR Kejriwal	14,935
2	Nadan Merchantile Private Limited	14,000
3	Narottamka Merchantile Private Limited	11,500
4	Manoj Parasrampurua	5,500
5	P. K Leasing & Finance Limited	5,500
6	Shyam Sunder Parasrampurua	5,250
7	Krishna Devi Parasrampurua	5,000
8	Trident Lamipact Private Limited	4,000
9	Sweta Parasrampurua	2,000
10	Anita Parasrampurua	1,500
11	Manish Parasrampurua	750
12	Kanchan Kejriwal	500
13	Anguri Devi Kejriwal	500
14	Khusboo Kochar	5
15	Mamta Chandak	5
16	Nutan Agarwal	5
17	Premlata Agarwal	5
18	Radheyshyam Agarwal	5
19.	Rajesh Kapil	5
20	Sangita Sharma	5
21	Seema Vyas	5

22	Sudha Tiwari	5
23	Vijay Sharma	5
24	Vimla Devi Joshi	5
<b>Total</b>		<b>70,990</b>

(vi) Further Issue of 2,84,750 Equity Shares of Face Value of ₹ 100/- each as per details given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1	Shreever Overseas Limited	17,500
2	SAB Computing Private Limited	17,500
3	NKP Holding Private Limited	17,500
4	Sonal Tie-up Private Limited	15,000
5	Omni Associates Private Limited	15,000
6	Alexcy Tracon Private Limited	15,000
7	Rifca Construction Private Limited	15,000
8	NKP Fincom Private Limited	15,000
9	Mansarovar Niwas Private Limited	12,500
10	Matin Confectionery Private Limited	12,500
11	Negmum Suppliers Private Limited	12,500
12	Raashman Finvest Private Limited	12,500
13	Bela Properties Private Limited	12,500
14	Tip top promoters Private Limited	12,500
15	Nikhil Traxim Private Limited	12,500
16	Jalsagar Dealers Private Limited	10,000
17	Manoj Parasrampur	9,250
18	Trident Lamipact Private Limited	9,000
19	Manish Parasrampur	7,500
20	Narottamka Merchantile Private Limited	5,000
21	Anidra Sales Private Limited	5,000
22	Star Traffin Private Limited	5,000
23	Pandav Real Estate Private Limited	5,000
24	Lily Enclave Private Limited	5,000
25	Parimala Mercantile Private Limited	5,000
26	Compact Finstock Private Limited	4,000
<b>Total</b>		<b>2,84,750</b>

(vii) Further Issue of 3,65,000 Equity Shares of Face Value of ₹ 100/- each as per details given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1	Matin Confectionery Private Limited	45,000
2	Compact Finstock Private Limited	40,000
3	Lily Enclave Private Limited	35,000
4	Paras Credit Capital Private Limited (Formerly known as Paras Finvest Private Limited)	25,000
5	Sweta Parasrampur	22,000
6	Rifca Construction Private Limited	20,000
7	Jalsagar Dealers Private Limited	20,000
8	Nikhil Traxim Private Limited	20,000
9	Parimala Mercantile Private Limited	20,000
10	AHV Investment Private Limited	20,000
11	Scope Sales Private Limited	20,000
12	Manoj Parasrampur	18,000
13	Elders Dealers Private Limited	15,000
14	Jal Tarang Developer Private Limited	15,000
15	Shreever Overseas Limited	10,000
16	SAB Computing Private Limited	10,000



17	Manish Parasrampur	5,000
18	Manish Parasrampur (HUF)	5,000
<b>Total</b>		<b>3,65,000</b>

(viii) Further Issue of 1,05,000 Equity Shares of Face Value of ₹ 100/- each as per details given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1	Elders Dealers Private Limited	30,000
2	Nandan Merchantile Private Limited	15,000
3	Rifca Construction Private Limited	15,000
4	Bela Properties Private Limited	15,000
5	Tip top promoters Private Limited	15,000
6	Paras Credit Capital Private Limited (Formerly known as Paras Finvest Private Limited)	15,000
<b>Total</b>		<b>1,05,000</b>

(ix) Further Issue of 70,000 Equity Shares of Face Value of ₹ 100/- each as per details given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1	Manoj Parasrampur	28,000
2	Manish Parasrampur	28,000
3	Krishna Devi Parasrampur	14,000
<b>Total</b>		<b>70,000</b>

(x) Right Issue of 71,500 Equity Shares of Face Value of ₹ 100/- each as per details given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1	Amaranta Finvest Private Limited	3,500
2	Blue Water Mercantile Private Limited	3,500
3	Nalban Infrastructure Private Limited	3,500
4	Godhuli Sales Private Limited	2,200
5	HPK Marketing Private Limited	2,200
6	Kaydee Steels Private Limited	2,200
7	Caplin Dealcomm Private Limited	2,000
8	Ekta Tradecom Private Limited	2,000
9	Hole Finance & Leasing Private Limited	2,000
10	Jaganath Tieup Private Limited	2,000
11	Jasmine Commodities Private Limited	2,000
12	Kritaka Vyapaar Private Limited	2,000
13	Lake View Homes Private Limited	2,000
14	Nirnidhi Commercial Private Limited	2,000
15	Nova Merchants Private Limited	2,000
16	Parichiti Software Private Limited	2,000
17	PK Mercantile Private Limited	2,000
18	Poddar Agro co Private Limited	2,000
19	Pushpanjali Projects Private Limited	2,000
20	Quest Financial Services Limited	2,000
21	Reward Agencies Private Limited	2,000
22	Sahashi Jyoti Textiles Private Limited	2,000
23	Shree Satyanarayanji Holding Private Limited	2,000
24	Sinjan Vinimay Private Limited	2,000
25	Thirdeye Commercial Private Limited	2,000
26	Triple Rank Consultants Private Limited	2,000
27	Tulshan Socks Private Limited	2,000
28	VK Tradecom Private Limited	2,000

29	Rameshwar Finvest Private Limited	1,800
30	Concord Vinimay Private Limited	1,600
31	Naman Impex Private Limited	1,600
32	Rivergrove Merchandise Private Limited	1,600
33	Remahay Stores Private Limited	1,400
34	Balaji Vanijya Private Limited	1,200
35	Laxmi Vanijya Private Limited	1,200
<b>Total</b>		<b>71,500</b>

(xi) Right Issue of 28,000 Equity Shares of Face Value of ₹ 100/- each as per details given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1	Kamroop Vinimay Private Limited	20,000
2	Yamunotry Vyapaar Private Limited	8,000
<b>Total</b>		<b>28,000</b>

(xii) Right Issue of 60,000 Equity Shares of Face Value of ₹ 100/- each as per details given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1	Buxom Trexim Private Limited	60,000
<b>Total</b>		<b>60,000</b>

(xiii) Right Issue of 34,375 Equity Shares of Face Value of ₹ 100/- each as per details given below:

Sr. No.	Name of Subscribers	Number of Shares Subscribed
1	Paras Credit Capital Private Limited (Formerly known as Paras Finvest Private Limited)	11,250
2	Achiever Commotrade Private Limited	1,625
3	Plazma Tradecom Private Limited	1,625
4	Brotex Sales Private Limited	1,500
5	Buniyad Vanijjay Private Limited	1,500
6	Contra Vanijya Private Limited	1,500
7	Suruchi Suppliers Private Limited	1,500
8	Deep Commosales Private Limited	1,375
9	Ankur Trading Company Private Limited	1,250
10	Cray Data Services Private Limited	1,250
11	Dhanlabh Tradelinks Private Limited	1,250
12	JSB Business Private Limited	1,250
13	Origin Vinimay Private Limited	1,250
14	Prayash Dealtrade Private Limited	1,250
15	Prraj Fashion Private Limited	1,250
16	Rudraprayag Ganga Commodity Broking Private Limited	1,250
17	Spring sales Private Limited	1,250
18	Tamanna Traders Private Limited	1,250
<b>Total</b>		<b>34,375</b>

- b) As on the date of this Draft Red Herring Prospectus, our Company does not have any Preference Share Capital.
- The Company has not issued any Equity Share in the last two years preceding the date of the Draft Red Herring Prospectus.
  - We have not issued Equity Shares for consideration other than cash.
  - No Equity Shares have been allotted pursuant to any scheme approved under sections 230-234 of the Companies Act, 2013 or under the erstwhile corresponding provisions of the Companies Act, 1956.
  - Our Company has not issued any shares pursuant to an Employee Stock Option Scheme.

7. Our Company has not issued Equity shares at price below the Issue price within last one year from the date of the Draft Red Herring Prospectus.
8. We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
9. **Shareholding Pattern of the Company**

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

**I - Our Shareholding Pattern:-**

Category	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares Held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C 2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			N o. (a)	As a % of total Shares held (b)	N o. (a)	As a % of total Shares held (b)	
								Class Equity Shares of ₹10/- each ^	Class eg: y	Total								
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI=VII+X	XII	XIII	XIV		
(A)	Promoters & Promoter Group	14	1,41,21,050	-	-	1,41,21,050	100	1,41,21,050	-	1,41,21,050	100	-	100.	-	-	1,41,21,050		
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C)	Non Promoter- Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		

(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	<b>Total</b>	<b>14</b>	<b>1,41,21,050</b>	-	-	<b>1,41,21,050</b>	<b>100.00</b>	<b>1,41,21,050</b>	-	<b>1,41,21,050</b>	<b>100.00</b>	-	<b>100.00</b>	-	-	<b>1,41,21,050</b>

The term “Encumbrance” has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

**Notes:**

- *As on date of this Draft Red Herring Prospectus 1 Equity share holds 1 vote.*
- *We have only one class of Equity Shares of face value of ₹ 10/- each.*
- *We have entered into tripartite agreement dated October 31, 2022 with NSDL and September 13, 2024 with CDSL .*
- *Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the Website of the NSE before commencement of trading of such Equity.*

10. List of Shareholders of the Company holding 1% or more of the paid up Share Capital of the Company:-

a) As on the date of filing of this Draft Red Herring Prospectus: -

Sr. No.	Names of Shareholders	Shares held (Face Value of ₹ 10 each)	% Pre-Issue paid up Share Capital
1.	Anita Tradelinks (P) Ltd	5,325,000	37.71%
2	Indo Chains (Raipur) Private Limited	1,398,250	9.90%
3.	Buxom Trexim Private Limited	1,995,500	14.13%
4.	Shyam Sunder Parasrampuriah (HUF)	1,627,000	11.52%
5.	Manoj Parasrampuriah	849,850	6.02%
6.	Krishna Devi Parasrampuriah	695,500	4.93%
7.	Manish Parasrampuriah	625,100	4.43%
8.	Shweta Parasrampuriah	390,000	2.76%
9.	Shyam Sunder Parasrampuriah	351,850	2.49%
10.	Manish Parasrampuriah (HUF)	272,500	1.93%
11.	Anita Parasrampuriah	263,000	1.86%
<b>Total</b>		<b>13,793,550</b>	<b>97.68%</b>

b) Ten days prior to the date of filing of this Draft Red Herring Prospectus: -

Sr. No.	Names of Shareholders	Shares held (Face Value of ₹ 10 each)	% Pre-Issue paid up Share Capital
1	Anita Tradelinks (P) Ltd	5,125,000	36.29%
2	Buxom Trexim Private Limited	1,795,000	12.71%
3	Shyam Sunder Parasrampuriah (HUF)	1,627,000	11.52%
4	Paras Credit Capital Private Limited (Formally known as Paras Finvest Private Limited)	1,137,500	8.06%
5	Manoj Parasrampuriah	849,850	6.02%
6	Newzone Merchants Private Limited	771,250	5.46%
7	Krishna Devi Parasrampuriah	695,500	4.93%
8	Manish Parasrampuriah	625,100	4.43%
9	Sweta Parasrampuriah	390,000	2.76%
10	Shyam Sunder Parasrampuriah	351,850	2.49%
11	Manish Parasrampuriah (HUF)	272,500	1.93%
12	Anita Parasrampuriah	263,000	1.86%
<b>Total</b>		<b>13,903,550</b>	<b>98.46%</b>

c) One Year prior to the date of filing of this Draft Red Herring Prospectus: -

Sr. No.	Names of Shareholders	Shares held (Face Value of ₹ 100 each)	% Pre-Issue paid up Share Capital
1.	Anita Tradelinks (P) Ltd	5,12,500	36.29%
2.	Buxom Trexim Private Limited	1,79,500	12.71%
3.	Shyam Sunder Parasrampuriah (HUF)	1,62,700	11.52%
4.	Paras Credit Capital Private Limited (Formally known as Paras Finvest Private Limited)	1,13,750	8.06%
5.	Manoj Parasrampuriah	84,985	6.02%
6.	Newzone Merchants Private ltd	77,125	5.46%
7.	Krishna Devi Parasrampuriah	69,550	4.93%
8.	Manish Parasrampuriah	62,510	4.43%
9.	Sweta Parasrampuriah	39,000	2.76%

10.	Shyam Sunder Parasrampurua	35,185	2.49%
11.	Manish Parasrampurua (HUF)	27,250	1.93%
12.	Anita Parasrampurua	26,300	1.86%
<b>Total</b>		<b>13,90,355</b>	<b>98.46%</b>

\*Details of shares held on September 27, 2023 and percentage held has been calculated based on the paid-up capital of our Company as on September 27, 2023.

d) Two Years prior to the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Names of Shareholders	Shares held (Face Value of ₹ 100 each)	% Pre-Issue paid up Share Capital
1.	Anita Tradelinks (P) Ltd	5,12,500	36.29%
2.	Buxom Trexim Private Limited	1,79,500	12.71%
3.	Shyam Sunder Parasrampurua (HUF)	1,62,700	11.52%
4.	Paras Credit Capital Private Limited (Formally known as Paras Finvest Private Limited)	1,13,750	8.06%
5.	Manoj Parasrampurua	84,985	6.02%
6.	Newzone merchants pvt ltd	77,125	5.46%
7.	Krishna Devi Parasrampurua	69,550	4.93%
8.	Manish Parasrampurua	62,510	4.43%
9.	Sweta Parasrampurua	39,000	2.76%
10.	Shyam Sunder Parasrampurua	35,185	2.49%
11.	Manish Parasrampurua (HUF)	27,250	1.93%
12.	Anita Parasrampurua	26,300	1.86%
		<b>13,90,355</b>	<b>98.46%</b>

\*Details of shares held on September 27, 2022 and percentage held has been calculated based on the paid-up capital of our Company as on September 27, 2022.

11. Our Company has not made any Initial Public Offer of specified securities in the preceding two years.
12. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, Right issue or in any other manner during the period commencing from the date of the Draft Red Herring Prospectus until the Equity Shares of our Company have been listed or application money unblocked on account of failure of Issue. Further, our Company does not intend to alter its capital structure within six months from the date of opening of the offer, by way of split/consolidation of the denomination of Equity Shares. However, our Company may further issue Equity shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

13. **Capital Build-up in respect of Shareholding of our Promoters**

As on the date of this Draft Red Herring Prospectus, Our Promoters Shyam Sunder Parasrampurua, Manoj Parasrampurua, Manish Parasrampurua, Anita Tradelinks Private Limited and Buxom Trexim Private Limited hold 9,147,300 Equity Shares of our Company. None of the Equity Shares held by our Promoters is subject to any pledge.

Set forth below is the build-up of the shareholding of our Promoters in our Company since incorporation.

Date of Allotment and made fully paid up/ Transfer	No. of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Consideration	Nature of Issue	Pre-Issue Shareholding %	Post-Issue Shareholding %
<b>Shyam Sunder Parasrampurua</b>							
May 02, 2003	400	100/-	100/-	Cash	Subscription to MOA	Negligible	[●]

Date of Allotment and made fully paid up/ Transfer	No. of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Consideration	Nature of Issue	Pre-Issue Shareholding %	Post-Issue Shareholding %
August, 01, 2003	9600	100/-	100/-	Cash	Further Issue	0.03%	[●]
March 27, 2004	2500	100/-	100/-	Cash	Further Issue	0.68%	[●]
March 31, 2004	5250	100/-	200/-	Cash	Further Issue	0.18%	[●]
February 10, 2006	14,935	100/-	100/-	Cash	Acquisition by way of Transfer of Shares <sup>(i)</sup>	0.37%	[●]
November 29, 2014	2500	100/-	195/-	Cash	Acquisition by way of Transfer of Shares <sup>(ii)</sup>	1.06%	[●]
<b>Total (A)</b>	<b>35,185</b>	-	-	-	-	<b>2.49%</b>	<b>[●]</b>
Pursuant to Shareholders' resolution dated July 04, 2024, the nominal value of Equity Shares of our Company was subdivided from ₹100/- per Equity Shares Share to ₹10/- per Equity Shares Share. Therefore, 35, 185 Equity Shares of our Company of Nominal value of ₹ 100 each was sub-divided into 3,51,850 Equity Shares of face value of ₹10/- each.							
Post Sub-Division	<b>3,51,850</b>	<b>10/-</b>	-	-	-	<b>2.49%</b>	<b>[●]</b>
<b>Manoj Parasrampur</b>							
May 02, 2003	300	100/-	100/-	Cash	Subscription to MOA	0.02%	[●]
August, 01, 2003	14,700	100/-	100/-	Cash	Further Issue	1.04%	[●]
March 27, 2004	6,110	100/-	100/-	Cash	Further Issue	0.43%	[●]
March 31, 2004	5,500	100/-	200/-	Cash	Further Issue	0.39%	[●]
January 18, 2005	125	100/-	100/-	Cash	Acquisition by way of Transfer of Shares <sup>(iii)</sup>	0.01%	[●]
February 15, 2005	9,250	100/-	200/-	Cash	Further Issue	0.66%	[●]
May 30, 2005	18,000	100/-	100/-	Cash	Further Issue	1.27%	[●]
October 10, 2005	28,000	100/-	100/-	Cash	Further Issue	1.98%	[●]
February 25, 2006	500	100/-	100/-	Cash	Acquisition by way of Transfer of Shares <sup>(iv)</sup>	0.04%	[●]
November 29, 2014	2,500	100/-	195/-	Cash	Acquisition by way of Transfer of Shares <sup>(v)</sup>	0.18%	[●]
<b>Total (B)</b>	<b>84,985</b>					<b>6.02%</b>	<b>[●]</b>
Pursuant to Shareholders' resolution dated July 04, 2024, the nominal value of Equity Shares of our Company was subdivided from ₹100/- per Equity Shares Share to ₹10/- per Equity Shares Share. Therefore, 84, 985 Equity Shares of our Company of Nominal value of ₹ 100 each was sub-divided into 8,49,850 Equity Shares of face value of ₹10/- each.							
Post Sub-Division	<b>8,49,850</b>	<b>10/-</b>	-	-	-	<b>6.02%</b>	<b>[●]</b>
<b>Manish Parasrampur</b>							



Date of Allotment and made fully paid up/ Transfer	No. of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Consideration	Nature of Issue	Pre-Issue Shareholding %	Post-Issue Shareholding %
May 02, 2003	300	100/-	100/-	Cash	Further Issue	0.02%	[●]
August 01, 2003	14,700	100/-	100/-	Cash	Further Issue	1.04%	[●]
December 12, 2003	1,750	100/-	100/-	Cash	Further Issue	0.12%	[●]
March 27, 2004	1,510	100/-	100/-	Cash	Further Issue	0.11%	[●]
March 31, 2004	750	100/-	200/-	Cash	Further Issue	0.05%	[●]
February 15, 2005	7,500	100/-	200/-	Cash	Further Issue	0.53%	[●]
May 30, 2005	5,000	100/-	100/-	Cash	Further Issue	0.35%	[●]
October 10, 2005	28,000	100/-	100/-	Cash	Further Issue	1.98%	[●]
May 12, 2006	500	100/-	100/-	Cash	Acquisition by way of Transfer of Shares <sup>(vi)</sup>	0.04%	[●]
November 29, 2014	2,500	100/-	195/-	Cash	Acquisition by way of Transfer of Shares <sup>(vii)</sup>	0.18%	[●]
<b>Grand Total</b>	<b>62,510</b>					<b>4.43%</b>	<b>[●]</b>
Pursuant to Shareholders' resolution dated July 04, 2024, the nominal value of Equity Shares of our Company was subdivided from ₹100/- per Equity Shares Share to ₹10/- per Equity Shares Share. Therefore, 62, 510 Equity Shares of our Company of Nominal value of ₹ 100 each was sub-divided into 6,25,100 Equity Shares of face value of ₹10/- each.							
<b>Post Sub-Division</b>	<b>6,25,100</b>	10/-	-	-	-	<b>4.43%</b>	<b>[●]</b>
<b>Anita Tradelinks Private Limited</b>							
July 31, 2007	1,95,500	100/-	21/-	Cash	Acquisition by way of Transfer of Shares <sup>(viii)</sup>	13.84%	[●]
August 29, 2007	1,08,000	100/-	21/-	Cash	Acquisition by way of Transfer of Shares <sup>(ix)</sup>	7.65%	[●]
October 10, 2007	54,000	100/-	21/-	Cash	Acquisition by way of Transfer of Shares <sup>(x)</sup>	3.82%	[●]
August 09, 2008	1,55,000	100/-	21/-	Cash	Acquisition by way of Transfer of Shares <sup>(xi)</sup>	10.98%	[●]
<b>Grand Total</b>	<b>5,12,500</b>	-	-	-	-	<b>36.29%</b>	<b>[●]</b>
Pursuant to Shareholders' resolution dated July 04, 2024, the nominal value of Equity Shares of our Company was subdivided from ₹100/- per Equity Shares Share to ₹10/- per Equity Shares Share. Therefore, 5,12,500 Equity Shares of our Company of Nominal value of ₹ 100 each was sub-divided into 51,25,000 Equity Shares of face value of ₹10/- each.							
<b>Post Sub-Division</b>	<b>51,25,000</b>	10/-	-	-	-	<b>36.29%</b>	<b>[●]</b>

Date of Allotment and made fully paid up/ Transfer	No. of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Consideration	Nature of Issue	Pre-Issue Shareholding %	Post-Issue Shareholding %
September 24, 2024	200,000	10/-	53.1	Cash	Acquisition by way of Transfer of Shares <sup>(xii)</sup>	1.42%	[●]
<b>Grand Total</b>	<b>5,325,000</b>	-	-	-	-	<b>37.71%</b>	<b>[●]</b>
<b>Buxom Trexim Private Limited</b>							
March 31, 2009	60,000	100/-	250/-	Cash	Further Issue	4.25%	[●]
May 28, 2010	71,500	100/-	20/-	Cash	Acquisition by way of Transfer of Shares <sup>(xiii)</sup>	5.06%	[●]
May 28, 2010	48,000	100/-	15/-	Cash	Acquisition by way of Transfer of Shares <sup>(xiv)</sup>	3.40%	[●]
<b>Grand Total</b>	<b>1,79,500</b>	-	-	-	-	<b>12.71%</b>	<b>[●]</b>
Pursuant to Shareholders' resolution dated July 04, 2024, the nominal value of Equity Shares of our Company was subdivided from ₹100/- per Equity Shares Share to ₹10/- per Equity Shares Share. Therefore, 1,79,500 Equity Shares of our Company of Nominal value of ₹ 100 each was sub-divided into 17,95,000 Equity Shares of face value of ₹10/- each.							
Post Sub-Division	17,95,000	10/-	-	-	-	<b>12.71%</b>	<b>[●]</b>
September 24, 2024	200,500	10/-	53.1	Cash	Acquisition by way of Transfer of Shares <sup>(xv)</sup>	1.42%	[●]
<b>Grand Total</b>	<b>1,995,500</b>	-	-	-	-	<b>14.13%</b>	<b>[●]</b>

Note: None of the Shares has been pledged by our Promoters.

(i) Details of Acquisition of 14,935 equity shares by Shyam Sunder Parasrampuria.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	February 10, 2006	Krishna Kumar Kejriwal	14,935
<b>Total</b>			<b>14,935</b>

(ii) Details of acquisition of 2500 equity shares by Shyam Sunder Parasrampuria.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	November 29, 2014	Cray Data Services Private Limited	1250
2.	November 29, 2014	JSB Business Private Limited	1250
<b>Total</b>			<b>2500</b>

(iii) Details of acquisition of 125 equity shares by Manoj Parasrampuria

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	January 18, 2005	Imrati Devi Agrawal	10
2.	January 18, 2005	Hemant Kumar Sharma	10
3.	January 18, 2005	Narayandas Agrawal	10
4.	January 18, 2005	Maduri Rathi	10
5.	January 18, 2005	Vijay Kumar Agrawal	10
6.	January 18, 2005	Meeradevi Agarwal	10
7.	January 18, 2005	Deepchand Agrawal	10
8.	January 18, 2005	Mamta Chandak	5
9.	January 18, 2005	Vimla Devi Joshi	5

10.	January 18, 2005	Nutan Agrawal	5
11.	January 18, 2005	Rajesh Kapil	5
12.	January 18, 2005	Sangita Sharma	5
13.	January 18, 2005	Sudha Tiwari	5
14.	January 18, 2005	Vijay Sharma	5
15.	January 18, 2005	Seema Vyas	5
16.	January 18, 2005	Khusboo Kochar	5
17.	January 18, 2005	Premlata Agrawal	5
18.	January 18, 2005	Radhe Shyam Agrawal	5
<b>Total</b>			<b>125</b>

(iv) *Acquisition of 500 equity shares by Manoj Parasrampurua.*

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	February 25, 2006	Kanchan Kejriwal	500
<b>Total</b>			<b>500</b>

(v) *Acquisition of 2500 equity shares by Manoj Parasrampurua.*

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	November 29, 2014	Prraj Fashion Private Limited	1250
2.	November 29, 2014	Ankur Trading Company Private Limited	1250
<b>Total</b>			<b>2500</b>

(vi) *Acquisition of 500 equity shares by Manish Parasrampurua*

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	May 12, 2006	Anguri Devi Kejriwal	500
<b>Total</b>			<b>500</b>

(vii) *Acquisition of 2500 equity shares by Manish Parasrampurua*

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	November 29, 2014	Tamanna Traders Private Limited	1250
2.	November 29, 2014	Rudraprayag Ganga Commodity Broking Private Limited	1250
<b>Total</b>			<b>2500</b>

(viii) *Acquisition of 1,95,500 equity shares by Anita Tradelinks Private Limited.*

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	July 31, 2007	Nandan Mercantiles Private Limited	14,000
2.	July 31, 2007	Shreevar Overseas Limited	17,500
3.	July 31, 2007	Alexcy Tracon Private Limited	15,000
4.	July 31, 2007	Matin Confectionery Private Limited	12,500
5.	July 31, 2007	Rifca Construction Private Limited	15,000
6.	July 31, 2007	Tip Top Promoters Private Limited	12,500
7.	July 31, 2007	Nikhil Trexim Private Limited	12,500
8.	July 31, 2007	Principle Commercial Private Limited	16,500
9.	July 31, 2007	Nawab Vyapaar Private Limited	40,000
10.	July 31, 2007	Koel Vyapar Private Limited	40,000
<b>Total</b>			<b>1,95,500</b>

(ix) *Acquisition of 1,08,000 equity shares by Anita Tradelinks Private Limited.*

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	August 29, 2007	Anindra Sales Private Limited	5,000
2.	August 29, 2007	Star Traffn Private Limited	5,000

3.	August 29, 2007	Principle Commercial Private Limited	10,000
4.	August 29, 2007	Principle Commercial Private Limited	5,000
5.	August 29, 2007	Vanila Vinimay Private Ltd	17,500
6.	August 29, 2007	Vanila Vinimay Private Ltd	15,000
7.	August 29, 2007	Vanila Vinimay Private Ltd	13,000
8.	August 29, 2007	Nawab Vyapaar Private Ltd	5,000
9.	August 29, 2007	Koel Vyapar Private Ltd	32,500
<b>Total</b>			<b>1,08,000</b>

(x) *Acquisition of 54,000 equity shares by Anita Tradelinks Private Limited.*

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	October 10, 2007	Compact Finstock Private Limited	54,000
<b>Total</b>			<b>54,000</b>

(xi) *Acquisition of 1,55,000 equity shares by Anita Tradelinks Private Limited.*

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	August 09, 2008	Melody Vinimay Private Limited	60,000
2.	August 09, 2008	Nandan Mercantile Private Limited	15,000
3.	August 09, 2008	Shreevar Overseas Limited	10,000
4.	August 09, 2008	Tip Top Promoters Private Limited	15,000
5.	August 09, 2008	Rifca Constructions Private Limited	35,000
6.	August 09, 2008	Maina Vyapaar Private Limited	20,000
<b>Total</b>			<b>1,55,000</b>

(xii) *Acquisition of 2,00,000 equity shares by Anita Tradelinks Private Limited.*

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	September 24, 2024	Paras Credit Capital Private Limited	200,000
<b>Total</b>			<b>2,00,000</b>

(xiii) *Acquisition of 71,500 equity shares by Buxom Trexim Private Limited.*

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1	May 28, 2010	Amaranta Finvest Private Limited	3,500
2	May 28, 2010	Balaji Vanijya Private Limited	1,200
3	May 28, 2010	Blue Water Mercantile Private Limited	3,500
4	May 28, 2010	Caplin Dealcomm Private Limited	2,000
5	May 28, 2010	Concord Vinimay Private Limited	1,600
6	May 28, 2010	Ekta Tradecom Private Limited	2,000
7	May 28, 2010	Godhuli Sales Private Limited	2,200
8	May 28, 2010	Hole Finance & Leasing Private Limited	2,000
9	May 28, 2010	HPK Marketing Private Limited	2,200
10	May 28, 2010	Jaganath Tie up Private Limited	2,000
11	May 28, 2010	Jasmine Commodities Private Limited	2,000
12	May 28, 2010	Kaydee Steels Private Limited	2,200
13	May 28, 2010	Kritaka Vyapaar Private Limited	2,000
14	May 28, 2010	Lake View Homes Private Limited	2,000
15	May 28, 2010	Laxmi Vanijya Private Limited	1,200
16	May 28, 2010	Nalban Infrastructure Private Limited	3,500
17	May 28, 2010	Naman Impex Private Limited	1,600
18	May 28, 2010	Nirnidhi Commercial Private Limited	2,000
19	May 28, 2010	Nova Merchants Private Limited	2,000
20	May 28, 2010	Parichiti Software Private Limited	2,000
21	May 28, 2010	P K Mercantile Private Limited	2,000
22	May 28, 2010	Poddar Agro Co Private Limited	2,000
23	May 28, 2010	Pushpanjali Projects Private Limited	2,000

24	May 28, 2010	Quest Financial Services Limited	2,000
25	May 28, 2010	Rameshwar Finvest Private Limited	1,800
26	May 28, 2010	Remahay Stores Private Limited	1,400
27	May 28, 2010	Reward Agencies Private Limited	2,000
28	May 28, 2010	Rivergrove Merchandise Private Limited	1,600
29	May 28, 2010	Sahashi Jyoti Textiles Private Limited	2,000
30	May 28, 2010	Shree Satyanarayanji Holding Private Limited	2,000
31	May 28, 2010	Sinjan Vinimay Private Limited	2,000
32	May 28, 2010	Thirdeye Commercial Private Limited	2,000
33	May 28, 2010	Triple Rank Consultants Private Limited	2,000
34	May 28, 2010	Tulshan Socks Private Limited	2,000
35	May 28, 2010	V K Tradecom Private Limited	2,000
<b>Total</b>			<b>71,500</b>

(xiv) Acquisition of 48,000 equity shares by Buxom Trexim Private Limited.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	May 28, 2010	AHV Investment Private Limited	20,000
2.	May 28, 2010	Janpragati Merchants Pvt Ltd	28000
<b>Total</b>			<b>48,000</b>

(xv) Acquisition of 200,500 equity shares by Buxom Trexim Private Limited.

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer
1.	September 24, 2024	Paras Credit Capital Private Limited	200,500
<b>Total</b>			<b>200,500</b>

14. The average cost of acquisition or subscription of shares by our Promoters is set forth in the table below:

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
1.	Anita Tradelinks (P) Ltd	5,325,000	4.02
2.	Buxom Trexim Private Limited	1,995,500	13.93
3.	Manoj Parasrampurua	849,850	12.02
4.	Manish Parasrampurua	625,100	11.70
5.	Shyam Sunder Parasrampurua	351,850	12.17

15. Shareholding of Promoters & Promoter Group

Following are the details of pre and post Issue shareholding of persons belonging to the category “Promoters and Promoter Group”:

Sr. No.	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
<b>Promoters</b>					
1.	Anita Tradelinks Private Limited	5,325,000	37.71	5,325,000	[●]
2.	Buxom Trexim Private Limited	1,995,500	14.13	1,995,500	[●]
3.	Manoj Parasrampurua	849,850	6.02	8,49,850	[●]
4.	Manish Parasrampurua	625,100	4.43	6,25,100	[●]
5.	Shyam Sunder Parasrampurua	351,850	2.49	3,51,850	[●]
<b>Sub Total (A)</b>		<b>9,147,300</b>	<b>64.78%</b>	<b>9,147,300</b>	<b>[●]</b>
<b>Promoter Group</b>					
6.	Manoj Parasrampurua (HUF)	125,000	0.89	125,000	[●]
7.	Manish Parasrampurua (HUF)	272,500	1.93	272,500	[●]
8.	Shyam Sunder Parasrampurua (HUF)	1,627,000	11.52	1,627,000	[●]
9.	Krishna Devi Parasrampurua	695,500	4.93	695,500	[●]
10.	Shweta Parasrampurua	390,000	2.76	390,000	[●]
11.	Anita Parasrampurua	263,000	1.86	263,000	[●]

Sr. No.	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
12.	Sheetal Singhania	92,500	0.66	92,500	[●]
13.	Indo Chains (Raipur) Private Limited	1,398,250	9.90	1,398,250	[●]
14.	ARP Complex Private Limited	110,000	0.78	110,000	[●]
	<b>Sub Total (B)</b>	<b>4,973,750</b>	<b>35.22%</b>	<b>4,973,750</b>	[●]
	<b>Total (A) + (B)</b>	<b>14,121,050</b>	<b>100.00%</b>	<b>14,121,050</b>	[●]

16. Except mentioned below, no Equity Shares were acquired/ purchased/ sold by the Promoters and Promoter Group, Directors and their immediate relatives within six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

Sr. No.	Date of Transfer	Name of Transferor	Name of Transferee	No. of Share Transfer
1.	September 24, 2024	Newzone Merchants Private Limited	Indo Chains (Raipur) Private Limited	771,250
2.			Indo Chains (Raipur) Private Limited	627,000
3.		Paras Credit Capital Private Limited	ARP Complex Private Limited	1,10,000
4.			Buxom Trexim Private Limited	200,500
5.			Anita Tradelinks Private Limited	200,000

17. None of our Promoters, Promoter Group, our Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus.

#### 18. Details of Promoters' Contribution Locked-in for Three Years

Pursuant to Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of 20.00% of the post issue capital held by our Promoters shall be considered as Promoter's Contribution ("**Promoters Contribution**") and shall be locked-in for a period of three years from the date of allotment of Equity shares issued pursuant to this Issue. The lock in of Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

As on the date of this Draft Red Herring Prospectus, our Promoters hold 9,147,300 Equity Shares constituting [●] % of the Post-Issue, subscribed and paid up Equity Share Capital of our Company, which are eligible for the Promoters' contribution.

Our Promoters Anita Tradelinks Private Limited has given written consent to include 38,40,000 Equity Shares held by them and subscribed by them as part of Promoters Contribution constituting [●] % of the post issue Equity Shares of our Company. Further, they have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters contribution, for a period of three years from the date of allotment in the Issue.

Date of Allotment/ Transfer and made fully Paid Up	No. of Equity Shares locked-in	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Nature of transaction	Post-Issue Shareholding %	Lock in Period
<b>Anita Tradelinks Private Limited</b>						
July 31, 2007	19,55,000	10/-	21/-	Acquisition by way of transfer	[●]	3 years
August 29, 2007	10,80,000	10/-	21/-	Acquisition by way of transfer	[●]	3 years

August 09, 2008	8,05,000	10/-	21	Acquisition by way of transfer	[●]	3 years
<b>Total</b>	<b>38,40,000</b>	<b>10/-</b>	<b>-</b>	<b>-</b>	<b>[●]</b>	

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

The entire pre-issue shareholding of the Promoters and Promoter Group, other than the Minimum Promoters contribution which is locked in for three years, shall be locked in for a period of one year from the date of allotment in this Issue.

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

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

#### Details of Promoters' Contribution Locked-in for One Year

In terms of Regulation 238(b) and 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoters contribution which is locked in for three years, as specified above, the entire pre-issue equity share capital constituting 1,02,81,050 Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue.

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, the Equity Shares which are subject to lock-in shall carry inscription 'non-transferable' along with the Ratio of specified non-transferable period mentioned in the face of the

security certificate. The shares which are in dematerialized form, if any, shall be locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

**Other requirements in respect of lock-in:**

1. In terms of Regulation 242 of the SEBI (ICDR) Regulations, the locked in Equity Shares held by the Promoters, as specified above, can be pledged with any scheduled commercial bank or public financial institution or a systemically important non-banking finance company or a housing finance company as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter's contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.
2. In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 239 of the SEBI (ICDR) Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
3. Further in terms of Regulation 243 of the SEBI (ICDR) Regulations, the specified securities held by the promoters and locked-in as per regulation 238 may be transferred to another promoters or any person of the Promoter Group or a new promoters or a person in control of the issuer subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
19. Neither, we nor our Promoters, Directors and the BRLM to this Issue have entered into any buyback and/ or standby arrangements and/ or similar arrangements for the purchase of our Equity Shares from any person
20. As on the date of this Draft Red Herring Prospectus, the entire Issued Share, Subscribed and Paid-up Share Capital of our Company is fully paid up. Since the entire issue price in respect of the issue is payable on application, all the successful applicants will be allotted fully paid up Equity Shares.
21. The BRLM i.e. Hem Securities Limited and their associates do not hold any Equity Shares in our Company as on the date of filing of this Draft Red Herring Prospectus.
22. As on the date of this Draft Red Herring Prospectus, we do not have any Employees Stock Option Scheme/ Employees Stock Purchase Scheme and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/ Employee Stock Purchase Plan from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
23. We have 14 shareholders as on the date of filing of this Draft Red Herring Prospectus.
24. As on the date of filing of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer
25. Our Company has not raised any bridge loan against the proceeds of the Issue.
26. As on the date of this Draft Red Herring Prospectus, none of the shares held by our Promoters/ Promoter Group are subject to any pledge.
27. We here by confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Draft Red Herring Prospectus until the Equity Shares offered have been listed or application money unblocked on account of failure of Issue.
28. An over-subscription to the extent of 1% of the Issue, can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 1% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity



Shares held by the Promoters and subject to 3 year lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.

29. 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 BRLM and Designated Stock Exchange i.e. NSE. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
30. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, 2018 and its amendments from time to time.
31. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
32. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net issue to the public portion.
33. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
34. Our Company shall comply with such disclosure and accounting norms as may be specified by NSE, SEBI and other regulatory authorities from time to time.
35. There are no Equity Shares against which depository receipts have been issued.
36. Other than the Equity Shares, there is no other class of securities issued by our Company.
37. There are no safety net arrangements for this public issue.
38. As per RBI regulations, OCBs are not allowed to participate in this issue.
39. Our Promoters and Promoter Group will not participate in this Issue.
40. This Issue is being made through Book Building Method.
41. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-issue paid-up Equity Share capital of our Company. Further, this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
42. No person connected with the Issue shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.

We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of filing the Draft Red Herring Prospectus with the Registrar of companies and the Bid/Issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.

## OBJECTS OF THE ISSUE

The Issue includes a fresh Issue of up to 50,70,000 Equity Shares of our Company at an Issue Price of ₹ [●] per Equity Share. We intend to utilize the proceeds of the net issue to meet the following objects:

1. Funding of Capital Expenditure requirements of our company towards setup of Captive Power Plant at Siltara – Raipur;
2. General Corporate Purpose;

(Collectively referred as the “**Objects**”)

In addition, we believe that listing will enhance our corporate image and visibility of brand name of our Company. We also believe that our Company will receive the benefits from listing of Equity Shares on the NSE Emerge (SME platform of NSE). It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

The main objects clause of our Memorandum enables our Company to undertake its existing activities.

### Net Proceeds

The details of the Net Proceeds are set forth below:

Particulars	Amount (₹ in Lakhs)
Gross Proceeds of the Issue	[●]
Less: Issue related expenses in relation to Issue*	[●]
Net Proceeds	[●]

*\*To be finalized upon determination of the Issue price and will be updated in the prospectus prior to the filing with the RoC*

### Requirement of Funds and Utilization of Net Proceeds

The Net Proceeds are proposed to be used in accordance with the details as set forth below:

S. No.	Particulars	Amount (₹ in Lakhs)
1.	Funding of Capital Expenditure requirements of our company towards setup of Captive Power Plant at Siltara – Raipur	2,300.00
2.	General Corporate Purpose*	[●]
	Total	[●]

*\*To be finalized upon determination of the Issue Price and update in the prospectus prior to the filing with the RoC. The amount utilized for general corporate purpose shall not exceed 25% of the Gross Proceeds.*

### Means of Finance

We intend to finance our Objects of Issue through Net Issue Proceeds which is as follows:

Particulars	Amount (₹ in Lakhs)
Net Issue Proceeds	[●]
Total	[●]

Except as mentioned below for funding of capital expenditure requirements of our company towards setup of Captive Power Plant at Siltara – Raipur, the objects are proposed to be funded from the Net Proceeds and by utilizing our internal accruals and bank borrowings. Accordingly, we confirm that there is no requirement to make firm arrangements of finance under the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the Net Proceeds to be raised from the Issue and existing identifiable internal accruals, as prescribed under the SEBI ICDR Regulation

Subject to applicable law, if the actual utilization towards the Objects is lower than the proposed deployment, such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with Regulation 230(2) of the SEBI ICDR Regulations.

In case of a shortfall in raising the requisite capital from the Net Proceeds or an increase in the total estimated cost of the Objects, business considerations may require us to explore a range of options including utilizing our internal accruals and seeking additional debt from existing and/or future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purpose set forth above, increased funding requirements for a particular purpose may be financed by surplus funds, if any, available in respect of other purposes for which funds are being raised in the Fresh Issue. Any variation in the utilization of the Net Proceeds as disclosed in this Draft Red Herring Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company. The Objects may be varied in the manner provided in “*Objects of the Issue – Variation in Objects*” on page 79

As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company’s historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company’s management. 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 25 of this Draft Red Herring Prospectus.

### Details of Utilization of Net Proceeds

The details of utilization of the Net Proceeds are set forth herein below:

#### 1. Funding of Capital Expenditure requirements of our company towards setup of captive Power Plant at Siltara – Raipur

Due to increasing power costs, our manufacturing operations for mild steel ingots, steel shots, grits, and other steel products have been temporarily shut down since 2020. Despite having a well-defined production process and all necessary machinery installed at our manufacturing unit, the economic environment has not supported sustained operations. Therefore, we are planning to install a captive power plant on our premises using proceeds from the issue.

We propose to utilize Rs. 2,300 lakhs from the net proceeds to fund capital expenditures for setting up the captive power plant. The total project cost is Rs. 4,709.38 lakhs; of this, Rs. 2,300 lakhs will be covered by the proceeds, while the remaining Rs. 2,409.38 lakhs will be financed through bank borrowings and internal accruals. This initiative will enable us to generate our own electricity, reducing reliance on external power sources, stabilizing energy costs, and improving cost predictability. The project aims to reduce power costs and ensure a continuous and reliable power supply. It will be established at our existing plant in Siltara, Raipur, Chhattisgarh. Our company has obtained a cost estimate from ARK Engineering & Power Consultants (P) Ltd. through their quotation dated August 10, 2024.

#### Requirement of Funds:- Project

1. Proposed Project and Type of Project	1 * 5 MW Captive Power plant
2. Plant Location	Plot No. 106, Phase –II Industrial Growth Centre, Raipur – 493111, Chhattisgarh
3. Technology	Conventional steam Turbine operating in RANKINE cycle with 1 x 100 TPD WHR & 1 x 18 TPH AFBC Boilers

#### Cost of the Project

Sr. No.	Particulars	Amount (Rs. in lakhs)
1.	Land & Site Development	Nil
2.	Building & Civil Work	350.00
3.	Plant & Machinery & Other Ancillaries	3606.00
4.	Technical Consultancy Charges	35.00
	Total Project Cost	3,991.00
	GST@18%	718.38
	<b>Total Project Cost include GST</b>	<b>4,709.38</b>

Note: The fund requirements for the capital expenditure for setting up captive power plant project at Siltara –Raipur are based on the TEV report dated August 10<sup>th</sup>, 2024 issued by ARK Engineering & Power Consultants (P) Ltd

#### Land & Site Development

Siltara Plant of the company is located at Plot No. 106, Phase – II, Industrial Growth centre, Raipur, Chhattisgarh with the existing capacity for Sponge Iron Plant of 30,000 Tonnes per Annum (TPA). The Current management is operating the Siltara plant since 2003 and requisite government approvals for operating the steel power plant have been obtained. The company proposes this setup of power plant in the existing land area of 13.45 acre in the plant premises which has been taken on leases. Hence, no additional cost is considered for the Land & Site Development under the Power plant project

### Building & Civil works

The estimated costs for building and civil works related to the Captive Power Plant are Rs. 350 lakhs. The details of these costs are provided below:

(Amount in lakhs)

Sr. No	Supplier description	Order Equipment's	Type	Value	Date	Valid up to
1.	Pooja Engineering	TG, ACC, Boiler, Excavation, Shuttering and RCC laying works etc.	Quotation	50.00	30.08.2024	14.10.2024
2.	Yashoda Nandan	TMT Steel	Estimate/Quotation	96.35*	30.08.2024	14.10.2024
3.	Pooja Engineering	Water Reservoir	Quotation	60.00	30.08.2024	14.10.2024
4.	Nuvoco Vista & Others	Ready mix concrete, M-20 grade	Quotation	89.10	29.08.2024	30.10.2024
5.	Pooja Engineering	Plastering & Civil miscellaneous works	Quotation	20.00	30.08.2024	14.10.2024
6.	Pooja Engineering	Flooring, tiles and finishing works	Quotation	24.55	30.08.2024	14.10.2024
7.	Pooja Engineering	Brick Work	Quotation	10.00	30.08.2024	14.10.2024
<b>Total</b>				<b>350.00</b>		

\*exclusive of taxes

### Plant & Machinery & other ancillaries

The estimated costs for Plant & Machinery & other ancillaries related to the Captive Power Plant are Rs. 3,606.00 lakhs. The details of these costs are provided below:-

(Amount in lakhs)

Sr. No	Supplier description	Order Equipment's	Type	Value	Date	Valid up to
1.	Arize power solutions	Electrical Systems (Power and Auxiliary transformer, DG set, HT, LT and control cables, HT vacuum circuit breaker panels etc.)	Quotation	396.00	29.08.2024	26.11.2024
2.	Siemens Energy	5 MW Steam turbine Generator set	Quotation	959.00	14.08.2024	12.11.2024
3.	Enxio Power Cooling Solution India Pvt. Ltd.	2 Cell Air Cooled Condenser for 1*5 MW Captive Power Plant	Quotation	663.00	20.08.2024	18.11.2024
4.	Ashwani Engineering	1*5 TPH WHRB Boiler	Quotation	600.00	31.08.2024	28.11.2024
5.	Ashwani Engineering	1*5 TPH AFBC	Quotation	700.00	31.08.2024	28.11.2024
6.	Peltech Cooling Towers & Equipment's Limited	Cooling tower PP – 2DFID-5(G.D)	Quotation	17.29	30.08.2024	27.11.2024
7.	Thermax Limited	Complete Water treatment Plant	Quotation	106.71	26.08.2024	23.11.2024
8..	Om Engineering & Consultancy	Ash handling system	Quotation	125.00	31.08.2024	28.11.2024

9.	Deepsikha Enterprises	Air Compressor, Air Dryer, Line Filter & Air Receiver Tank	Quotation	8.00	26.08.2024	23.11.2024
10.	S.S Enterprise	Liaising Charges for Drawing Approval, Inspection & Charging Permission of Power Plant and related electrical system from Electrical Inspectorate. Liaising Charges for Sanction, Grid Connectivity, Metering System & Synchronisation related Work of CSPDCL.	Quotation	33.00	30.08.2024	27.11.2024
<b>Total</b>				<b>3,606.00</b>		

*Notes:*

- a) *We have not placed the orders for any machinery. We have considered the above quotations for the budgetary estimate purpose and the actual cost of procurement and actual supplier/dealer may vary.*
- b) *All quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus*
- c) *The machinery/equipment models and quantity to be purchased are based on the present estimates of our management. The Management shall have the flexibility to revise such estimates (including but not limited to change of machinery or vendor or addition/deletion of any machinery) at the time of actual placement of the order. In such case, the Management can utilize the surplus of proceeds, if any, arising at the time of actual placement of the order, to meet the cost of such other machinery, equipment's or utilities, as required for manufacturing. Furthermore, if any surplus from the proceeds remains after meeting the total cost of machineries, equipment's and utilities for the aforesaid purpose, the same will be used for our general corporate purposes, subject to limit of 25% of the amount raised by our Company through this Issue.*
- d) *We are not acquiring any second-hand machinery.*
- e) *The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of machineries proposed to be acquired by us at the actual time of purchase, resulting in increase in the project cost. Further, cost can be escalated on account of freight expenses, installation charges, packaging & forwarding, custom duty etc. Such cost escalation would be met out of either of surplus portion of net issue proceeds (if any) or our internal accruals.*

**Means of Finance**

Our total funds requirements for the aforesaid project are estimated at Rs. 4,709.38 lakhs. As per the report mentioned above, the means of finance for the project is as under:-

<b>Means of Finance</b>	<b>Amount (Rs. in lakhs)</b>
Issue Proceeds	2,300.00
Term Loan secured towards Captive Power Plant	900.00
Internal Accruals	1,509.38
<b>Total Estimated cost</b>	<b>4,709.38</b>

*Notes:*

- a) *Our company has availed a term loan of Rs. 3,500 lakhs from HDFC Bank for the setup of a captive power plant, of which Rs. 900 lakhs has been utilized for the project at the Siltara plant."*
- b) *M/s. A.C Bhuteria & Co. Chartered Accountants, our Statutory auditors, by way of their certificate dated September 07, 2024 has certified that the internal accruals as on September 07, 2024 is Rs. 3692.60 lakhs.*
- c) *Out of Rs. 3692.60 lakhs, Rs. 1,509.38 lakhs has been utilized by management for the setup of a captive power plant at Siltara Plant.*

We have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged. All quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus. ***For further details, see "Risk Factors– We have not entered into any definitive arrangements to utilize certain portions of the Net Proceeds of the Issue. Our funding requirements and deployment of the Net Proceeds of the Issue are based on management estimates and quotations from vendors and have not been independently appraised proposed schedule of implementation of the Power Plant project***

The proposed schedule of activities as per TEV report dated August 14<sup>th</sup>, 2024 issued by ARK Engineering & Power Consultants (P) Ltd, in respect of the power plant project is as follows:

Sr. No.	Particulars	Timelines	
		Start Date	Completion Date
1.	Purchase of Land	Own Land	Own Land
2.	Application of Requisite approvals	Acquired	Acquired
3.	Construction of Building & Structure Completion	August – 2024	March – 2025
4.	Placing of Orders for plant & machinery & other assets	September -2024	October – 2024
5.	Delivery of Plan & Machinery & other assets	January – 2025	September – 2025
6.	Fabrication, Erection and Commissioning	May – 2025	October - 2025
7.	Trial Run	October – 2025	
8.	Commercial Production	November - 2025	

## 2. General Corporate Purpose

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Fresh Issue proceeds aggregating ₹ [●] Lakhs towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, meeting operating expenses, initial development costs for projects other than the identified projects, and the strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act, 2013.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further in case, our actual issue expenses turn to be lesser than the estimated issue expenses of ₹ [●] lakhs, such surplus amount shall be utilized for General Corporate Purpose in such a manner that the amount for general corporate purposes, as mentioned in the Draft Red Herring Prospectus/ Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

### Issue Expenses

The total estimated Issue Expenses are ₹ [●] Lakhs, which is [●] % of the total Issue Size. The details of the Issue Expenses are tabulated below:

Activity	(₹ in Lakh)	As a % of Estimates Issue Expenses	As a % of Issue Size
Book Running Lead Manger Fees	[●]	[●]	[●]
Underwriting Commission	[●]	[●]	[●]
Brokerage and selling commission	[●]	[●]	[●]
Fees Payable to Registrar to the Issue	[●]	[●]	[●]
Fees Payable for Advertising and Publishing Expenses	[●]	[●]	[●]
Fees Payable to Regulators including Stock Exchanges	[●]	[●]	[●]
Payment for Printing & Stationery, Postage, etc.	[●]	[●]	[●]
Fees Payable to Statutory Auditor, Legal Advisors and other Professionals	[●]	[●]	[●]
Others (Commission/processing fee for SCSBs, Sponsor Bank and Banker(s) to the Issue and brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs and Miscellaneous Expenses)	[●]	[●]	[●]
Total	[●]	[●]	[●]

- (i) Amounts will be finalised and incorporated in the Prospectus on determination of Issue Price. Issue expenses include applicable taxes, where applicable. Issue expenses are estimates and are subject to change.
- (ii) Selling commission payable to the SCSBs on the portion for Retail Individual Bidders. Non-Institutional Bidders, which are directly procured by the SCSBs, would be as follows

Portion for Retail Individual Bidders*	[●] % of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders*	[●] % of the Amount Allotted* (plus applicable taxes)

\*Amount allotted is the product of the number of Equity Shares Allotted and the Issue Price. The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of NSE.

- (iii) No uploading/ processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them. Processing fees payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by the members of the Syndicate/ sub-Syndicate/ Registered Broker/ CRTAs/ CDPs and submitted to SCSB for blocking, would be as follows:

Portion for Retail Individual Bidders	[●] per valid Bid cum Application Form (plus applicable taxes)
Portion for Non-Institutional Bidders	[●] per valid Bid cum Application Form (plus applicable taxes)

Notwithstanding anything contained above the total processing fee payable under this clause will not exceed ₹1 lakh (plus applicable taxes) and in case if the total processing fees exceeds ₹ 1 lakh (plus applicable taxes) then processing fees will be paid on pro-rata basis.

- (iv) The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism would be as follows:

Members of the Syndicate/ RTAs/ CDPs (uploading charges)	[●] per valid application (plus applicable taxes)
Sponsor Bank – [●]	[●] per valid Bid cum Application Form* (plus applicable taxes) The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, other agreements and other applicable laws.

\*For each valid application by respective Sponsor Bank

Notwithstanding anything contained above in this clause the total Uploading charges/ Processing fees payable to Members of the Syndicate/ RTAs/ CDPs for applications made by RIBs (up to ₹200,000), Non-Institutional Bidders (for an amount more than ₹200,000 and up to ₹500,000) using the UPI Mechanism and in case if the total uploading charges/ processing fees exceeds ₹ 1 lakh (plus applicable taxes) then uploading charges/ processing fees using UPI Mechanism will be paid on pro-rata basis.

- (v) Selling commission on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, CRTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the Registered Brokers which are Members of the Syndicate (including their Sub-Syndicate Members) would be as follows:

Portion for Retail Individual Bidders	[●] % of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders	[●] % of the Amount Allotted* (plus applicable taxes)

\*Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price

Uploading charges payable to Members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the applications made by RIBs using 3-in-1 accounts and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in- 1 accounts, would be as follows: ₹10 plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs.

Bidding charges payable to the Registered Brokers, CRTAs/ CDPs on the portion for RIBs and Non-Institutional Bidders which are directly procured by the Registered Brokers or CRTAs or CDPs and submitted to SCSB for processing, would be as follows:

Portion for Retail Individual Bidders*	[●] per valid application (plus applicable taxes)
Portion for Non-Institutional Bidders*	[●] per valid application (plus applicable taxes)

\* Based on valid applications

Notwithstanding anything contained above the total uploading/ bidding charges payable under this clause will not exceed ₹ 1 lakh (plus applicable taxes) and in case if the total uploading/ bidding charges exceeds ₹ 1 lakh (plus applicable taxes) then uploading charges will be paid on pro-rata basis.

The Selling Commission payable to the Syndicate/ Sub-Syndicate Members will be determined on the basis of the application form number/ series, provided that the application is also bid by the respective Syndicate/ Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number/ series of a Syndicate/ Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate/ Sub-Syndicate Member. Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the portion for RIBs and Non-Institutional Bidders which are procured by them and submitted to

SCSB for blocking, would be as follows: ₹ 10 plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs.

The selling commission and bidding charges payable to Registered Brokers the CRTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of NSE.

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Escrow and Sponsor Bank Agreement. Further, the processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

### Proposed Schedule of Implementation:

The proposed year wise break up of deployment of funds and Schedule of Implementation of Net Issue Proceeds is as under:

(₹ in Lakhs)		
S. No.	Particulars	Amount to be deployed and utilized in F.Y. 24-25 & F.Y. 25-26
1.	Funding of capital expenditure requirements of our company towards setup of Captive Power Plant at Siltara – Raipur	2,300.00
2.	General Corporate Purpose	[●]
	Total	[●]

### Appraisal

The fund requirements, deployment of funds and the intended use of the Net Proceeds as described in the DRHP, Red Herring Prospectus and the Prospectus are based on our current business plan, management estimates, prevailing market conditions and other commercial considerations. However, such fund requirements and deployment of funds have not been appraised by any external agency or any bank or financial institution or any other independent agency.

We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, our business and growth strategies, competitive landscape, general factors affecting our results of operations, financial condition and access to capital and other external factors such as changes in the business environment or regulatory climate and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail reviewing the proposed utilisation of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law.

### Shortfall of Funds

Any shortfall in meeting the fund requirements will be met by way of internal accruals and or unsecured Loans.

### Bridge Financing Facilities

As on the date of the Draft Red Herring Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds.

### Monitoring Utilization of Funds

As the size of the Issue will not exceed ₹ 10,000 Lakhs, the appointment of Monitoring Agency would not be required as per Regulation 262(1) of the SEBI ICDR Regulations. Our Board and the management will monitor the utilization of the Net Issue Proceeds through our audit committee. Pursuant to Regulation 32 of the SEBI Listing Regulations, our Company shall on half-yearly basis disclose to the Audit Committee the Application of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Red Herring Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full.

### Interim Use of Proceeds

Pending utilization of the Issue proceeds of the Issue for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act. In accordance with section 27 of the Companies Act, 2013 and other applicable laws, our Company confirms that it shall not use the Net Proceeds for buying,



trading or otherwise dealing in shares of any listed company or for any investment in the equity markets or investing in any real estate product or real estate linked products.

**Variation in Objects**

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a Special Resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoter or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

**Other confirmations**

There are no material existing or anticipated transactions with our Promoter, our Directors, our Company's key Managerial personnel, in relation to the utilization of the Net Proceeds, no part of the Net Proceeds will be paid by us as consideration to our Promoter, our directors or key managerial personnel except in the normal course of business and in compliance with the applicable laws.

## BASIS FOR ISSUE PRICE

Investors should read the following summary with the section titled “**Risk Factors**”, the details about our Company under the section titled “**Our Business**” and its financial statements under the section titled “**Financial Information of the Company**” beginning on page 25, 112 and 155 respectively of the Draft Red Herring Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.

The Issue Price will be determined by our Company in consultation with the BRLM on the basis of the quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10.00 each and the Issue Price is ₹ [●] times of the face value.

### QUALITATIVE FACTORS

We believe the following business strengths allow us to successfully compete in the industry:

- a) In-house manufacturing facility;
- b) Stringent quality control mechanism ensuring standardized product quality;
- c) Long standing relationship with our customers;
- d) Well qualified and Experienced Management Team

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled “**Our Business**” beginning on page 112 of this Draft Red Herring Prospectus.

### QUANTITATIVE FACTORS

The information presented below relating to our Company is based on the Restated Consolidated Financial Statements. For details, please refer section titled “**Financial Information of the Company**” on page 155 of this Draft Red Herring Prospectus.

Some of the quantitative factors which may form the basis for calculating the Issue Price are as follows:

#### 1. Basic & Diluted Earnings per share (EPS) (Face value of ₹ 10 each):

As per the Restated Financial Statements:

Sr. No	F.Y.	Basic & Diluted (₹)	Weights
1.	Financial Year ending March 31, 2024	7.21	3
2.	Financial Year ending March 31, 2023	7.45	2
3.	Financial Year ending March 31, 2022	6.33	1
	<b>Weighted Average</b>	<b>7.14</b>	<b>6</b>

#### Notes:

- i. The figures disclosed above are based on the Restated Financial Statements of the Company.
- ii. The face value of each Equity Share is ₹10.00.
- iii. Earnings per Share has been calculated in accordance with Accounting Standard 20 – “Earnings per Share” issued by the Institute of Chartered Accountants of India.
- iv. The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure IV.
- v. Basic Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders / Weighted average number of equity shares outstanding during the year/ period
- vi. Diluted Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders / Weighted average number of diluted potential equity shares outstanding during the year/ period.

#### 2. Price Earning (P/E) Ratio in relation to the Price Band of ₹ [●] to ₹ [●] per Equity Share of Face Value of ₹ 10/- each fully paid up:

Particulars	(P/E) Ratio at the Floor Price	(P/E) Ratio at the Cap Price
P/E ratio based on the Basic & Diluted EPS, as restated for period ending March 31, 2024	[●]	[●]
P/E ratio based on the Weighted Average EPS, as restated.	[●]	[●]

Industry P/E Ratio*	(P/E) Ratio
Highest	20.59
Lowest	9.36
<b>Industry Average</b>	<b>14.98</b>

\* We have mentioned those peers which falls in the machine manufacturing industry for broad comparison purpose, however there is a distinction in the product portfolio between our company and those of our peers.

**Note:**

i) The P/E ratio of peers has been computed by dividing Market price as on August 30, 2024 with EPS for the F.Y. 2023-24.

**3. Return on Net worth (RoNW)**

Sr. No	Period	RONW (%)	Weights
1	Period ending March 31, 2024	15.80%	3
2	Period ending March 31, 2023	19.41%	2
3	Period ending March 31, 2022	20.45%	1
	<b>Weighted Average</b>	<b>17.78%</b>	<b>6</b>

**Note:**

i. The figures disclosed above are based on the Restated Financial Statements of the Company.

ii. The RoNW has been computed by dividing restated net profit after tax (excluding exceptional items) with restated Net worth as at the end of the year

iii. Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.

**4. Net Asset Value (NAV) per Equity Share:**

Sr. No.	NAV per Equity Share	(Amount in ₹)
1.	As at March 31, 2022	30.94
2.	As at March 31, 2023	38.40
3.	As at March 31, 2024	45.60
4.	NAV per Equity Share after the Issue	[•]
5.	Issue Price	[•]

\*The above NAV has been calculated based on weighted number of shares outstanding at the end of the respective year.

**Notes:**

i. The figures disclosed above are based on the Restated Financial Statements of the Company.

ii. NAV per share = Restated Net worth at the end of the year divided by weighted average number of equity shares outstanding at the end of the year

iii. Net worth is computed as the sum of the aggregate of paid-up equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares and debit or credit balance of profit and loss account.

iv. Issue Price per Equity Share will be determined by our Company in consultation with the Book Running Lead Manager.

**5. Comparison of Accounting Ratios with Industry Peers**

(₹ In lakhs)

Name of Company	Current Market Price (₹)	Face Value	EPS	PE	RoNW (%)	Book Value (₹)	Total Income (₹ in lakhs)
			Basic/Diluted				
Shri Hare-Krishna Sponge Iron Limited	[•]	10.00	7.21	[•]	15.80%	45.60	8493.13
<b>Peer Group</b>							
Vraj Iron and Steel Limited	217.24	10.00	23.22	9.36	28.66%	60.74	42427.0
Chaman Metallics Limited	106.85	10.00	5.19	20.59	13.97%	17.33	19116.11

**Notes:**

(i) Source – All the financial information for listed industry peers mentioned above is sourced from the Financial Results of

the aforesaid companies for the year ended March 31, 2024 and stock exchange data dated August 30, 2024 to compute the corresponding financial ratios. Further, P/E Ratio is based on the current market price of the respective scrips.

(ii) The EPS, NAV, RoNW and total Income of our Company are taken as per Restated Financial Statement for the F.Y. 2023-24.

(iii) NAV per share is computed as the closing net worth divided by the weighted average number of paid-up equity shares as on March 31, 2024.

(iii) RoNW has been computed as net profit after tax divided by closing net worth.

(iv) Net worth has been computed in the manner as specifies in Regulation 2(1) (hh) of SEBI (ICDR) Regulations, 2018.

(v) The face value of Equity Shares of our Company is ₹ 10/- per Equity Share and the Issue price is [●] times the face value of equity share.

## 6. Key Performance Indicators

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help us in analyzing the growth of our company.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated August 30, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Draft Red Herring Prospectus. Further, the KPIs herein have been certified by A.C. Bhuteria & Co., Chartered Accountants, by their certificate dated September 05, 2024.

The KPIs of our Company have been disclosed in the sections titled “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators**” on pages 112 and 201, respectively. We have described and defined the KPIs as applicable in “**Definitions and Abbreviations**” on page 1.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilisation of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Issue, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulation. Key Performance Indicators of our Company

(₹ In Lakhs except percentages and ratios)

Key Financial Performance	FY 2023-24	FY 2022-23	FY 2021-22
Revenue from operations <sup>(1)</sup>	8,226.63	9,425.17	8,216.84
EBITDA <sup>(2)</sup>	1,210.61	1,396.52	1,216.36
EBITDA Margin <sup>(3)</sup>	14.72%	14.82%	14.80%
PAT <sup>(4)</sup>	1,017.44	1,052.53	893.57
PAT Margin <sup>(5)</sup>	12.37%	11.17%	10.87%
RoE <sup>(6)</sup>	17.16%	21.5%	22.78%
RoCE <sup>(7)</sup>	19.24%	26.11%	27.57%

### Notes:

<sup>(1)</sup> Revenue from operation means revenue from sales, service and other operating revenues

<sup>(2)</sup> EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

<sup>(3)</sup> EBITDA Margin is calculated as EBITDA divided by Revenue from Operations

<sup>(4)</sup> PAT is calculated as Profit before tax – Tax Expenses

<sup>(5)</sup> PAT Margin is calculated as PAT for the period/year divided by revenue from operations.

<sup>(6)</sup> Return on Equity is ratio of Profit after Tax and Average Shareholder Equity

<sup>(7)</sup> Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders’ equity plus Long term borrowings and Short term borrowings+ Deferred Tax liability(net).

### Explanation for KPI metrics:

KPI	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and turn helps to assess the overall financial performance of our Company and volume of our business
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our Business
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.
RoE(%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
RoCE (%)	RoCE provides how efficiently our Company generates earnings from the capital employed in the business.

**7. Set forth below are the details of comparison of key performance of indicators with our listed industry peer:**

(₹ In Lakhs except percentages and ratios)

Key Financial Performance	Shri Hare-Krishna Sponge Iron Limited			Vraj Iron and Steel Limited			Chaman Metallics Limited		
	FY 2023-24	FY 2022-23	FY 2021-22	FY 2023-24	FY 2022-23	FY 2021-22	FY 2023-24	FY 2022-23	FY 2021-22
Revenue from operations <sup>(1)</sup>	8,226.63	9,425.17	8,216.84	41985.7	51567.1	41404.3	18887.39	22761.86	18486.79
EBITDA <sup>(2)</sup>	1,210.61	1,396.52	1,216.36	7976.9	7956.4	4932.2	1798.56	2611.37	1556.67
EBITDA Margin (%) <sup>(3)</sup>	14.72%	14.82%	14.80%	19.00%	15.43%	11.91%	9.52%	11.47%	8.42%
PAT <sup>(4)</sup>	1,017.44	1,052.53	893.57	5740.8	5399.7	2870.4	1252.44	1709.63	934.65
PAT Margin (%) <sup>(5)</sup>	12.37%	11.17%	10.87%	13.67%	10.47%	6.93%	6.63%	7.51%	5.06%
RoE (%) <sup>(6)</sup>	17.16%	21.5%	22.78%	33.65%	47.52%	39.83%	15.04%	29.75%	27.98%
RoCE (%) <sup>(7)</sup>	19.24%	26.11%	27.57%	29.24%	50.97%	31.98%	7.07%	23.85%	20.82%

**Notes:**

<sup>(1)</sup> Revenue from operation means revenue from sales, service and other operating revenues

<sup>(2)</sup> EBITDA is calculated as Profit before tax + Depreciation + Interest/Finance Cost\* - Other Income

<sup>(3)</sup> EBITDA Margin is calculated as EBITDA divided by Revenue from Operations

<sup>(4)</sup> PAT is calculated as Profit before tax – Tax Expenses

<sup>(5)</sup> PAT Margin is calculated as PAT for the period/year divided by revenue from operations.

<sup>(6)</sup> Return on Equity is ratio of Profit after Tax and Average Shareholder Equity

<sup>(7)</sup> Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus Long term borrowings and Short term borrowings+ deferred tax liability (net).

\* For Peers Finance cost is taken while calculating EBITDA as individually Interest Cost data is not available for FY 2023-24.

**8. Weighted average cost of acquisition**

- a) The price per share of our Company based on the primary/ new issue of shares (equity/ convertible securities)

There has been no issuance of Equity Shares during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

- b) The price per share of our Company based on the secondary sale/ acquisition of shares (equity shares)

Except mentioned below there is no secondary sale/ acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts of shares), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

Date of transfer	Name of transferor	Name of transferee	No. of Equity shares	Price Per Equity Share (₹)	Nature of transaction	Total Consideration (Rs. in lakhs)
September 24, 2024	Newzone Merchants Private Limited	Indo Chains (Raipur) Private Limited	7,71,250	53.1	Acquisition by way of transfer of shares	410
September 24, 2024	Paras Credit Capital Private Limited	Indo Chains (Raipur) Private Limited	6,27,000	53.1	Acquisition by way of transfer of shares	332.94
September 24, 2024	Paras Credit Capital Private Limited	ARP Complex Private Limited	1,10,000	53.1	Acquisition by way of transfer of shares	58.41
September 24, 2024	Paras Credit Capital Private Limited	Buxom Trexim Private Limited	2,00,500	53.1	Acquisition by way of transfer of shares	106.47
September 24, 2024	Paras Credit Capital Private Limited	Anita Tradelinks Private Limited	2,00,000	53.1	Acquisition by way of transfer of shares	106.20

- c) Since there are no such transactions to report to under (a) and (b) therefore, information based on last 5 primary or secondary transactions (*secondary transactions where Promoter/ Promoter Group entities or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction*), not older than 3 years prior to the date of this certificate irrespective of the size of transactions, is as below:

**Primary Transactions:**

There have been no primary transactions in the last three years preceding the date of this Draft Red Herring Prospectus:

Date of Allotment	No. of equity Shares allotted	Issue price per equity share (₹)	Nature of allotment	Nature of consideration	Total Consideration (in ₹ lakhs)
NA					

**Secondary Transactions:**

Except as disclosed below, there have been no secondary transactions by the Promoters, members of the Promoter Group or shareholder(s) having the right to nominate director(s) in the Board of Directors of our Company are a party to the transaction, in the last three years preceding the date of this Draft Red Herring Prospectus

Date of transfer	Name of transferor	Name of transferee	No. of Equity shares	Price Per Equity Share (₹)	Nature of transaction	Total Consideration
NA						

Weighted average cost of acquisition & Issue price:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Floor Price* (i.e. ₹ [●])	Issue price* (i.e. ₹ [●])
Weighted average cost of acquisition of primary / new issue as per paragraph 8(a) above.	NA^	NA^	NA^
Weighted average cost of acquisition for secondary sale / Acquisition as per paragraph 8(b) above.	53.1	[●]	[●]
Weighted average cost of acquisition of primary issuances / secondary transactions as per paragraph 8(c) above	NA^	NA^	NA^

Note:

*^There were no primary/ new issue of shares (equity/ convertible securities) as mentioned in paragraph 8(a) above, in last 18 months from the date of this Draft Red Herring Prospectus.*

*^^There were no secondary sale/ acquisitions as mentioned in paragraph 8(b) above, in last 18 months from the date of this Draft Red Herring Prospectus.*

*\* To be updated at Prospectus stage.*

This is a Book Built Issue and the price band for the same shall be published 2 working days before opening of the Issue in all editions of the English national daily newspaper and all editions of [●], a Hindi national daily newspaper and Bengali edition of [●], a regional newspaper each with wide circulation where the registered office of the company is situated.

The Price Band/ Floor Price/ Issue Price shall be determined by our Company in consultation with the BRLM and will be justified by us in consultation with the BRLM on the basis of the above information. Investors should read the above-mentioned information along with **“Our Business”, “Risk Factors” and “Restated Financial Statements”** on pages 112, 25 and 155 respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in **“Risk Factors”** or any other factors that may arise in the future and you may lose all or part of your investments.

## STATEMENT OF SPECIAL TAX BENEFITS

To

**The Board of Directors**

**Shri Hare-Krishna Sponge Iron Limited**

Flat No 2D, 2nd Floor , Tower No. 1, Alcove Gloria,  
Municipal Premises No 403/1, Dakshindari Road,  
VIP Road, Kolkata, , Sreebhumi, North 24 Parganas,  
West Bengal 700048.

Dear Sirs,

Sub: Statement of Special Tax Benefit ('the Statement') available to SHRI HARE KRISHNA SPONGE IRON LIMITED and its shareholders prepared in accordance with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the 'Regulations')

We hereby confirm that the enclosed annexure, prepared by of **A. C. Bhuteria & Co.**, ('the Company') states the special 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, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the "GST Act") 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 fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits. Further, these benefits are neither exhaustive nor conclusive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that 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 issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

Our views are based on the existing provisions of the Act and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retroactive, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein.

We do not express any opinion or provide any assurance as to whether:

- the Company or its Shareholders will continue to obtain these benefits in future; or
- the conditions prescribed for availing the benefits, where applicable have been/would be met.

The contents of this annexure are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the provisions of the tax laws.



No assurance is given that the revenue authorities / courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We would not assume responsibility to update the view, consequence to such change.

This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of further submission to the Securities and Exchange Board of India and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

The enclosed Annexure is intended solely for your information and for inclusion in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus or any other issue related material in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent. Signed in terms of our separate report of even date.

**For A. C. Bhuteria & Co.**  
**Chartered Accountants**  
**Firm Registration No: 303105E**

**Mahak Bhuteria**  
**Partner**  
**Membership no. - 314270**

**UDIN:**  
**Date:**  
**Place: Kolkata**

## ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS

Outlined below are the Special tax benefits available to the Company and its shareholders under the Income Tax Act, 1961, presently forced in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have different interpretation on the benefits, which an investor can avail.

**YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION.**

### **1. Special Tax Benefits available to the Company under the Act:**

The Company is not entitled to any Special tax benefits under the Act, except that the company has opted for lower corporate tax rate of 25.16% as per section 115BAA of the Income Tax Act, 1961, w.e.f. 1st A.Y 2021-22.

### **2. Special Tax Benefits available to the shareholders of the Company**

The Shareholders of the company are not entitled to any Special tax benefits under the Act.

#### **Notes:**

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. 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.

## SECTION V- ABOUT THE COMPANY

### INDUSTRY OVERVIEW

*The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with the issue has independently verified the information provided in this section. Industry sources and publications, referred to in this section, generally state that the information contained therein has been obtained from sources generally believed to be reliable but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured, and, accordingly, investment decisions should not be based on such information.*

Investors 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, prospective investors should read this Draft Red Herring Prospectus, including the information in **“Our Business”** and **“Restated Financial Statements”** beginning on page 112 and 155 respectively of this Draft Red Herring Prospectus. 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, see **“Risk Factors”** beginning on page 25 of this Draft Red Herring Prospectus.

### **GLOBAL ECONOMIC OUTLOOK**

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.

Global risks remain tilted to the downside despite the possibility of some upside surprises. Escalating geopolitical tensions could lead to volatile commodity prices, while further trade fragmentation risks additional disruptions to trade networks. Already, trade policy uncertainty has reached exceptionally high levels compared to other years that have featured major elections around the world since 2000. The persistence of inflation could lead to delays in monetary easing. A higher-for-longer path for interest rates would dampen global activity. Some major economies could grow more slowly than currently anticipated due to a range of domestic challenges. Additional natural disasters related to climate change could also hinder activity. On the upside, global inflation could moderate more quickly than assumed in the baseline, enabling faster monetary policy easing. In addition, growth in the United States could be stronger than expected.

Against this backdrop, decisive global and national policy efforts are needed to meet pressing challenges. At the global level, priorities include safeguarding trade, supporting green and digital transitions, delivering debt relief, and improving food security. At the national level, persistent inflation risks underscore the need for EMDE monetary policies to remain focused on price stability. High debt and elevated debt-servicing costs will require policy makers to seek ways to sustainably boost investment while ensuring fiscal sustainability. To meet development goals and bolster long-term growth, structural policies are needed to raise productivity growth, improve the efficiency of public investment, build human capital, and close gender gaps in the labor market.

#### **Global outlook**

The global economy is stabilizing, following several years of negative shocks. Global growth is projected to hold steady at 2.6 percent this year, despite flaring geopolitical tensions and high interest rates, before edging up to 2.7 percent in 2025-26 alongside modest expansions of trade and investment. Global inflation is expected to moderate at a slower clip than previously assumed, averaging 3.5 percent this year. Central banks in both advanced economies and emerging market and developing economies (EMDEs) are likely to remain cautious in easing policy. As such, markedly higher interest rates than prior to the pandemic are set to sustain for an extended period. Despite some improvement, the outlook remains subdued.

Global growth over the forecast horizon is expected to be nearly half a percentage point below its 2010-19 average, with a slower pace of expansion in economies comprising over 80 percent of the global population. EMDE growth is projected to moderate from 4.2 percent in 2023 to 4 percent in 2024. Amid heightened conflict and violence, prospects remain especially lackluster in many vulnerable economies—over half of fragile and conflict-affected economies will still be poorer in 2024 than on the eve of the pandemic. Risks have become more balanced but remain tilted to the downside. Escalating geopolitical tensions could lead to volatile commodity prices. In a context of elevated trade policy uncertainty, further trade fragmentation risks additional disruptions to trade networks. More persistent inflation could lead to higher-for-longer interest rates. Other risks include weaker-than anticipated activity in key economies and disasters related to climate change. Against this backdrop, policy makers face daunting challenges. Global efforts are needed to safeguard trade, support green and digital transitions, deliver debt relief, and improve food security. Still-pronounced inflation risks underscore the need for EMDE monetary policies to remain focused on price stability. High debt and elevated debt-servicing costs will require EMDE policy makers to balance sizable investment needs with fiscal sustainability. To meet development goals, policies are needed to raise productivity growth, improve the efficiency of public investment, build human capital, and close gender gaps in the labor market.

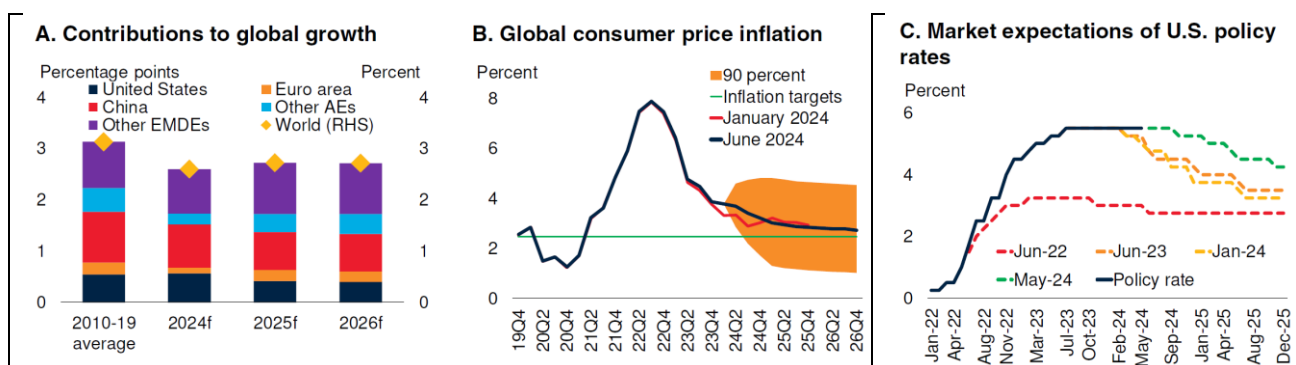
### Global prospects

The global economy is stabilizing but the outlook remains subdued—both advanced economies and EMDEs are projected to grow at a slower pace over 2024-26 than in the pre-pandemic decade. Recent upward pressures on global core inflation are anticipated to gradually ease, such that headline inflation converges to levels broadly consistent with central bank targets by 2026. Market expectations for the path of U.S. policy rates have been repeatedly revised higher. Amid elevated borrowing costs, about two-fifths of EMDEs are acutely vulnerable to debt stress. In 2024-25, growth is expected to underperform its 2010-19 average in countries comprising more than 80 percent of global output and population. The multiple shocks of recent years have impeded per capita income catch-up, with almost half of EMDEs losing ground relative to advanced economies over 2020-24.

The global economy is stabilizing, following several years of overlapping negative shocks. Despite elevated financing costs and heightened geopolitical tensions, global activity firmed in early 2024. Global growth is envisaged to reach a slightly faster pace this year than previously expected, due mainly to the continued solid expansion of the U.S. economy. However, the extent of expected declines in global interest rates has moderated amid lingering inflation pressures in key economies. By historical standards, the global outlook remains subdued: both advanced economies and emerging market and developing economies (EMDEs) are set to grow at a slower pace over 2024-26 than in the decade preceding the pandemic (figure A).

Inflation continues to wane globally, making progress toward central bank targets in advanced economies and EMDEs, but at a slower pace than previously expected. Core inflation has remained stubbornly high in many economies, supported by rapid growth of services prices. Over the remainder of 2024, continued tight monetary policy stances and slowing wage increases should help reduce inflation further. By the end of 2026, global inflation is expected to settle at an average rate of 2.8 percent, broadly consistent with central bank targets (figure B)

The anticipated extent of monetary easing in advanced economies this year has diminished substantially since late 2023—by more than a percentage point in the case of the United States. Expected policy rate paths diverge across major economies, as the European Central Bank proceeds with policy easing while the U.S. Federal Reserve keeps rates on hold for longer. Indeed, aside from short-term fluctuations, market expectations for the path of U.S. interest rates have repeatedly moved higher since 2022 (figure C). Despite this market reassessment, global financial conditions have eased this year, reflecting solid risk appetite following last year’s progress on disinflation and diminished concerns about the possibility of a sharp slowdown in global growth. In particular, global equity markets have made sizable gains

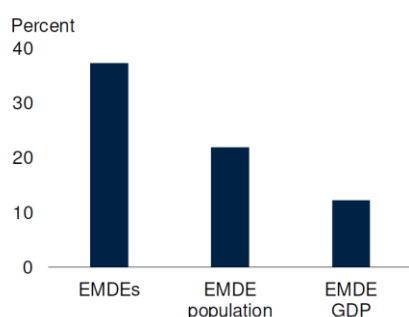


EMDE financial conditions similarly became more accommodative early this year, aided by declining domestic policy rates, improving global sentiment, and expected easing of advanced economy monetary conditions. EMDE conditions turned somewhat less accommodative in the second quarter, as a strengthening of the U.S. dollar—prompted by geopolitical tensions and firm inflation data in the United States—coincided with a bout of capital outflows. Although market perceptions of sovereign credit risk have generally eased this year, EMDE borrowing costs continue to be high, and marked divergences persist. Indeed, credit ratings and debt sustainability analyses indicate that about 40 percent of EMDEs remain acutely vulnerable to debt-related stress (figure D).

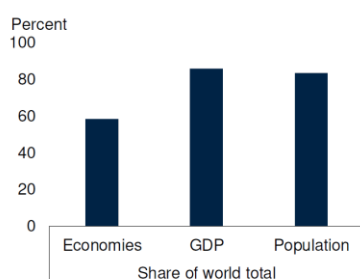
Across the forecast horizon, global growth remains lackluster by recent historical standards, at about 0.4 percentage point below the 2010-19 average. In 2024-25, growth is set to underperform its average pace in the 2010s in nearly 60 percent of economies, representing more than 80 percent of global output and population (figure 1.1.E). The subdued outlook—despite the anticipated moderation of various cyclical headwinds underscores a secular deceleration of potential growth in many large economies. Relative to pre-pandemic norms, growth has weakened notably in countries that experienced high rates of inflation, much of which emanated from shocks to supply chains and commodity prices. Yet this trend is set to continue in the coming years, suggesting potentially enduring supply-side weakness.

GDP per capita in EMDEs is forecast to grow at about 3 percent on average over 2024-26, well below the average in 2010-19. Excluding China, EMDE per capita GDP growth is forecast to be lower still, averaging 2.5 percent over 2024-26. Some large EMDEs, such as India, are expected to see continued solid per capita growth. Yet the trend of the 2020s so far is one of uneven and limited progress. Nearly half of EMDEs are set to lose ground relative to advanced economies when viewed over the 2020-24 period (figure F). Although this trend is expected to improve somewhat over 2025-26 in EMDEs as a whole, per capita growth is set to remain stagnant in many LICs and FCS.

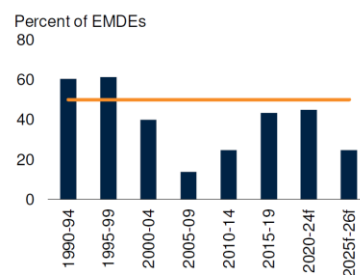
**D. Share of EMDEs vulnerable to debt-related stress**



**E. Lower average GDP growth in 2024-25 compared to 2010-19**



**F. Share of EMDEs with GDP per capita growth lower than in advanced economies**



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

## INDIAN ECONOMY OUTLOOK

In general, global economic shocks in the past were severe but spaced out in time. This changed in the third decade of this millennium. At least three shocks have hit the global economy since 2020. It all started with the pandemic-induced contraction of the global output, followed by the Russian-Ukraine conflict leading to a worldwide surge in inflation. Then, the central banks across economies led by the Federal Reserve responded with synchronized policy rate hikes to curb inflation. The rate hike by the US Fed drove capital into the US markets causing the US Dollar to appreciate against most currencies. This led to the widening of the Current Account Deficits (CAD) and increased inflationary pressures in net importing economies. The rate hike and persistent inflation also led to a lowering of the global growth forecasts for 2022 and 2023 by the IMF in its October 2022 update of the World Economic Outlook. The frailties of the Chinese economy further contributed to weakening the growth forecasts. Slowing global growth apart from monetary tightening may also lead to a financial contagion emanating from the advanced economies where the debt of the non-financial sector has risen the most since the global financial crisis. With inflation persisting in the advanced economies and the central banks hinting at further rate hikes, downside risks to the global economic outlook appear elevated.

The Indian economy, however, appears to have moved on after its encounter with the pandemic, staging a full recovery in FY22 ahead of many nations and positioning itself to ascend to the pre-pandemic growth path in FY23. Yet in the current year, India has also faced the challenge of reining in inflation that the European strife accentuated. Measures taken by the government and RBI, along with the easing of global commodity prices, have finally managed to bring retail inflation below the RBI upper tolerance target in November 2022. However, the challenge of the depreciating rupee, although better

performing than most other currencies, persists with the likelihood of further increases in policy rates by the US Fed. The widening of the CAD may also continue as global commodity prices remain elevated and the growth momentum of the Indian economy remains strong. The loss of export stimulus is further possible as the slowing world growth and trade shrinks the global market size in the second half of the current year.

Despite these, agencies worldwide continue to project India as the fastest-growing major economy at 6.5-7.0 per cent in FY23. These optimistic growth forecasts stem in part from the resilience of the Indian economy seen in the rebound of private consumption seamlessly replacing the export stimuli as the leading driver of growth. The uptick in private consumption has also given a boost to production activity resulting in an increase in capacity utilization across sectors. The rebound in consumption was engineered by the near-universal vaccination coverage overseen by the government that brought people back to the streets to spend on contact-based services, such as restaurants, hotels, shopping malls, and cinemas, among others. The world's second-largest vaccination drive involving more than 2 billion doses also served to lift consumer sentiments that may prolong the rebound in consumption. Vaccinations have facilitated the return of migrant workers to cities to work in construction sites as the rebound in consumption spilled over into the housing market. This is evident in the housing market witnessing a significant decline in inventory overhang to 33 months in Q3 of FY23 from 42 months last year.

The Capital Expenditure (Capex) of the central government, which increased by 63.4 per cent in the first eight months of FY23, was another growth driver of the Indian economy in the current year, crowding in the private Capex since the January-March quarter of 2022. On current trend, it appears that the full year's capital expenditure budget will be met. A sustained increase in private Capex is also imminent with the strengthening of the balance sheets of the Corporates and the consequent increase in credit financing it has been able to generate. A much-improved financial health of well-capitalized public sector banks has positioned them better to increase the credit supply. Consequently, the credit growth to the Micro, Small, and Medium Enterprises (MSME) sector has been remarkably high, over 30.6 per cent, on average during Jan-Nov 2022, supported by the extended Emergency Credit Linked Guarantee Scheme (ECLGS) of the Union government. The increase in the overall bank credit has also been influenced by the shift in borrower's funding choices from volatile bond markets, where yields have increased, and external commercial borrowings, where interest and hedging costs have increased, towards banks. If inflation declines in FY24 and if real cost of credit does not rise, then credit growth is likely to be brisk in FY24.

India's economic growth in FY23 has been principally led by private consumption and capital formation. It has helped generate employment as seen in the declining urban unemployment rate and in the faster net registration in Employee Provident Fund. Still, private capex soon needs to take up the leadership role to put job creation on a fast track. Recovery of MSMEs is proceeding apace, as is evident in the amounts of Goods and Services Tax (GST) they pay, while the Emergency Credit Linked Guarantee Scheme (ECLGS) is easing their debt servicing concerns. The Mahatma Gandhi National Rural Employment Guarantee Scheme (MGNREGS) has been directly providing jobs in rural areas and indirectly creating opportunities for rural households to diversify their sources of income generation. Schemes like PM-Kisan and PM Garib Kalyan Yojana have helped in ensuring food security in the country, and their impact was also endorsed by the United Nations Development Programme (UNDP). The results of the National Family Health Survey (NFHS) also show improvement in rural welfare indicators from FY16 to FY20, covering aspects like gender, fertility rate, household amenities, and women empowerment.

Global growth has been projected to decline in 2023 and is expected to remain generally subdued in the following years as well. The slowing demand will likely push down global commodity prices and improve India's CAD in FY24. However, a downside risk to the Current Account Balance stems from a swift recovery driven mainly by domestic demand and, to a lesser extent, by exports. The CAD needs to be closely monitored as the growth momentum of the current year spills over into the next. Growth is expected to be brisk in FY24 as a vigorous credit disbursal, and capital investment cycle is expected to unfold in India with the strengthening of the balance sheets of the corporate and banking sectors. Further support to economic growth will come from the expansion of public digital platforms and path-breaking measures such as PM GatiShakti, the National Logistics Policy, and the Production-Linked Incentive schemes to boost manufacturing output.

*Economic Survey 2022-23 (Source - <https://www.indiabudget.gov.in/economicsurvey/doc/eschapter/echap01.pdf>)*

Despite uncertainty from adverse geopolitical developments and expansionary fiscal measures taken during the COVID-19 pandemic, the Indian economy has demonstrated resilience and maintained healthy macroeconomic fundamentals. As per the First Advance Estimates of National Income of FY 2023-24, India's Real GDP is projected to grow at 7.3 per cent. This was stated in the Macro-Economic Framework Statement 2024-25.

Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in H1 of FY2023-24. On the supply side, industry and services sectors were the primary growth drivers in H1 of FY2023-24. India has registered the highest growth among major advanced and emerging market economies during this period. As per the IMF, India is likely to become the third-largest economy in 2027 in USD at market exchange rate. It also estimates that India's contribution to global growth will rise by 200 basis points in 5 years.

Calling the decade of 2014-23 as the golden era for FDI inflows, Smt. Sitharaman informed the House that the inflow during this period was twice the figure during 2005-14, amounting to USD 596 billion. "For encouraging sustained foreign investment, we are negotiating bilateral investment treaties with our foreign partners, in the spirit of 'First Develop India'", she added.

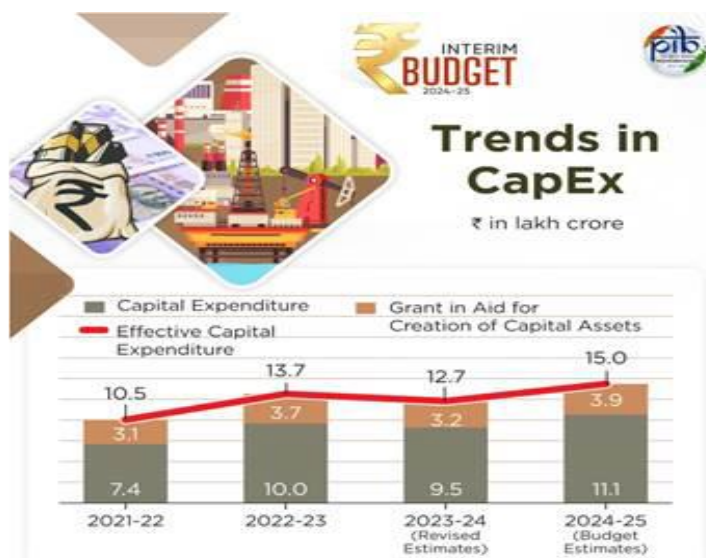
Macroeconomic stability and improvements in India's external position, particularly significant moderation in the current account deficit and revival of capital flows on the back of a comfortable foreign exchange reserves buffer, resulted in stability in the Indian rupee during FY 2023-24. Further, inflationary pressures in India moderated majorly driven by proactive supply side initiatives by the Government, noted the Macro-Economic Framework Statement 2024-25.

### Strategic priorities for FY 2024-25:

The Government's fiscal policy stance has been to make the domestic economy more resilient to exogenous shocks and to mitigate the risks of global economic downturn without compromising on the overall macroeconomic balances. The FY 2024-25 fiscal strategy of the government is based on the following broad intents:

- Directing towards more inclusive, sustainable and more resilient domestic economy to absorb the unanticipated shocks, if any;
- Channelizing and allocating increased resources towards capital spending to sustain infrastructure development momentum;
- Continuing the holistic approach of fiscal federalism towards enhancing the public infrastructure by supporting efforts of the States for capital spending;
- Focus on integrated and coordinated planning and implementation of infrastructure projects in the country, embracing the principles of PM Gati Shakti;
- Prioritization of expenditure towards the key developmental sectors viz., drinking water, housing, sanitation, green energy, health, education, agriculture, rural development etc. for long run sustainable and inclusive betterment of the citizens;
- Enhancing the effectiveness of cash management through just-in-time release of resources by using SNA/TSA system etc.

(Source - <https://pib.gov.in/PressReleaseDetailm.aspx?PRID=2001124>)



## INDUSTRY SCENARIO – INDIA'S IRON AND STEEL INDUSTRY

India's iron ore production is estimated to stand at 257.85 MT in FY23, while it stood at 253.97 MT in FY22 - a sharp increase of 23% compared with 205.04 MT in FY21. In 2022-23, exports of iron ore stood at US\$ 1.75 billion as compared to US\$ 3.18 billion in 2021-22.

In FY24 (until January 2024), the production of crude steel and finished steel stood at 118 MT and 114 MT respectively. In FY23, India produced about 193.16 MT of crude steel, while finished steel production stood at 89.55 MT. In April 2024, crude steel production in India stood at 11.9 MT. In April 2024, finished steel production stood at 11.2 MT. Steel Authority of India Limited (SAIL), achieved the best-ever annual production during the financial year 2022-23. The company recorded 18.289 million tonnes (MT) of crude steel production with a growth of 5.3% over the previous best. In FY24, SAIL's crude steel production stood at 19.23 MT and saleable steel production was 18.4 MT. Moreover, capacity increased to 142.2 million tonnes (MT) in FY20, and the figure is anticipated to rise to 300 MT by 2030-31.

In 2019, India ranked as the second-largest crude steel producer in the world. Between, April, 2021- March 2022, finished steel production stood at 120.007 MT. In April 2022, the production of crude steel in India stood at 10.144 MT. In January 2022, India's finished steel consumption stood at 9.65 MT. The National Steel Policy aims to increase per capita steel consumption to 160 kgs by 2030-31. It is expected that consumption per capita would increase, supported by rapid growth in the industrial sector and rising infra expenditure projects in railways, roads and highways, etc. The government has a fixed objective of increasing rural consumption of steel from the current 19.6 kg/per capita to 38 kg/per capita by 2030-31. Demand for steel from different sectors will drive this industry. Consumption of steel by India's infrastructure segment is expected to increase to 11% by FY26. Steel demand from the automotive sector is expected to increase due to rise in the demand for automobiles. The new Vehicle Scrappage policy will help in reducing steel prices as the policy enables recycling of materials used in old vehicles. On the healthcare front, key steel producers are now exceeding their capacities to produce oxygen cylinders for COVID patients. The Smart Cities' Affordable Housing and industrial corridors are a few government initiatives to boost the steel industry. About 158 lakh metric tonnes (MT) of steel are likely to be consumed in the construction of houses sanctioned under the Pradhan Mantri Awas Yojana (Urban).

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

### STEEL INDUSTRY: DOMESTIC SCENARIO

- The Indian steel industry has entered into a new development stage, post de-regulation, riding high on the resurgent economy and rising demand for steel.
- Rapid rise in production has resulted in India becoming the 2nd largest producer of crude steel during last four years (2018 - 2021), from its 3rd largest status in 2017. The country was also the largest producer of Sponge Iron or DRI in the world and the 2nd largest finished steel consumer in the world after China in 2021 (provisional), based on rankings released by the World Steel Association.
- In a de-regulated, liberalized economic/market scenario like India the Government's role is that of a facilitator which lays down the policy guidelines and establishes the institutional mechanism/structure for creating conducive environment for improving efficiency and performance of the steel sector.
- In this role, the Government has released the National Steel Policy 2017, which has laid down the broad roadmap for encouraging long term growth for the Indian steel industry, both on demand and supply sides, by 2030-31. The Government has also announced a policy for providing preference to domestically manufactured Iron & Steel products in Government procurement.

### Iron Ore and Steel Production

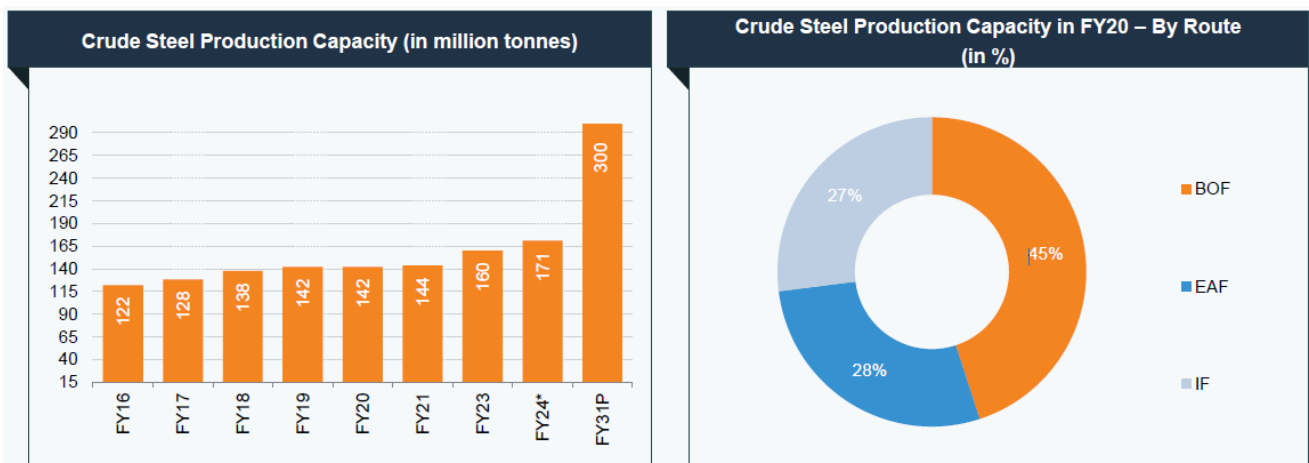
- Iron ore is a key input for production of steel and primary iron.
- India's iron ore production stood at 257.85 MT in FY23P, an increase of 1.52% compared with 253.97 MT in FY22P.
- Majority (over 85%) of iron ore reserves are of medium- to high-grade and are directly used in blast furnace and direct reduced iron (DRI) plants in the form of sized lumps or sinters or pellets.
- In 2022-23, exports of iron ore stood at US\$ 1.75 billion as compared to US\$ 3.18 billion in 2021-22.
- The index of mineral production of the mining and quarrying sector for the month of December 2023 at 139.4, was 5.1% higher compared to the level in the month of December 2022.



- Government has taken various steps to increase production and availability of iron ore, which inter-alia include Mining and Mineral Policy reforms to ensure enhanced production, early auction & operationalization of expired mines, ease of doing business, seamless transfer of all valid rights & approvals, incentivizing for starting of mining operation & dispatch, transfer of mining leases, allowing captive mines to sell upto 50% of the minerals produced, enhancing exploration activities, etc.
- Steel industry was de-licensed and de-controlled in 1991 & 1992 respectively.
- India was the 2nd largest producer of crude steel in the world in 2021.
- In 2021-22 (provisional), production of total finished steel (alloy/stainless + non alloy) was 113.60 mt, a growth of 18.1% over last year.
- Production of Pig Iron in 2021-22 (provisional) was 5.76 mt, a growth of 18.1% over last year.
- India was the largest producer of Sponge Iron in the world in 2021. The coal-based route accounted for 77% of total Sponge Iron production (39.03 mt) in the country in 2021-22 (provisional).

**Steel Production Capacity Has Expanded Rapidly**

- For the first time ever, India surpassed China as the top developer of coal-based steel capacity in July 2023, according to the latest report from Global Energy Monitor (GEM).
- India’s steel production capacity has expanded rapidly over the past few years, growing at a CAGR of 4.84% from 97 MT in FY13 to 171 MT in FY24\*. The National Steel Policy 2017 has envisaged achieving up to 300 MT of production capacity by 2030-31.
- BF-BOF route is expected to contribute 65% of the capacity, while the remaining 35% is expected to come from EAF & IF routes.
- Expansion of production capacity to 300 MT will translate into additional investment of Rs. 10 lakh crore (US\$ 156.08 billion) by 2030-31.
- Steel companies are looking to restart expansion projects on the back of surging steel process with a capacity addition of 29 MT.



**Steel Production in India Has Been Growing at a Fast Pace**

- In FY24, the production of crude steel and finished steel stood at 143.6 MT and 138.5 MT, respectively.
- In FY23, the production of crude steel and finished steel stood at 125.32 MT and 121.29 MT respectively.
- In FY22, production of finished steel stood at 133.596 MT.

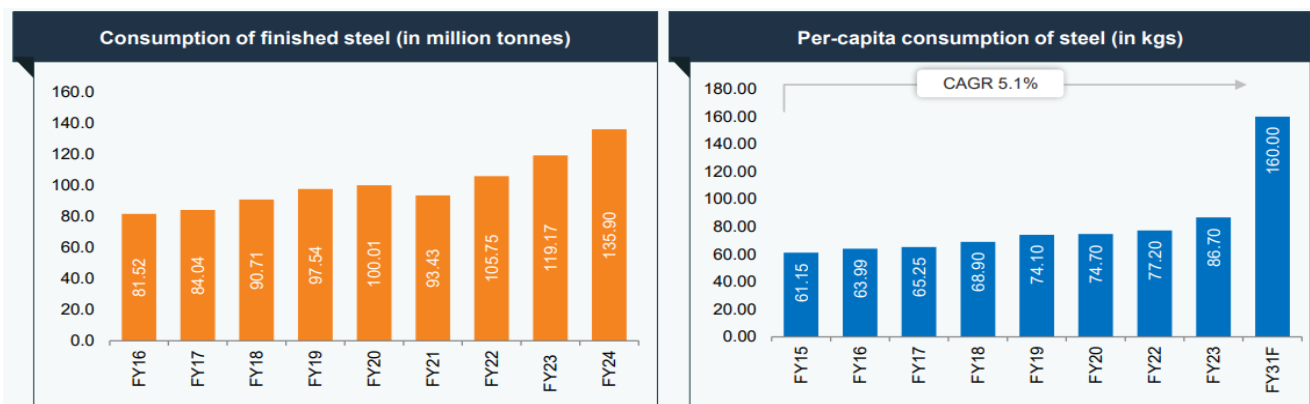
- In FY22, production of crude steel and finished steel stood at 133.596 MT and 120.01 MT, respectively.
- To support MSMEs, the government has reduced customs duty on stainless steel to 7.5%.
- The Union Budget 2023-24, an investment of Rs. 75,000 crore (US\$ 9.15 billion) (including Rs. 15,000 crore (US\$ 1.83 billion) from private sources) has been allocated for 100 critical transport infrastructure projects for last and first mile connectivity for various sectors such as ports, coal, and steel.



(Source: - <http://www.ibef.org>)

### Demand Has Outpaced Supply over the Last Five Years

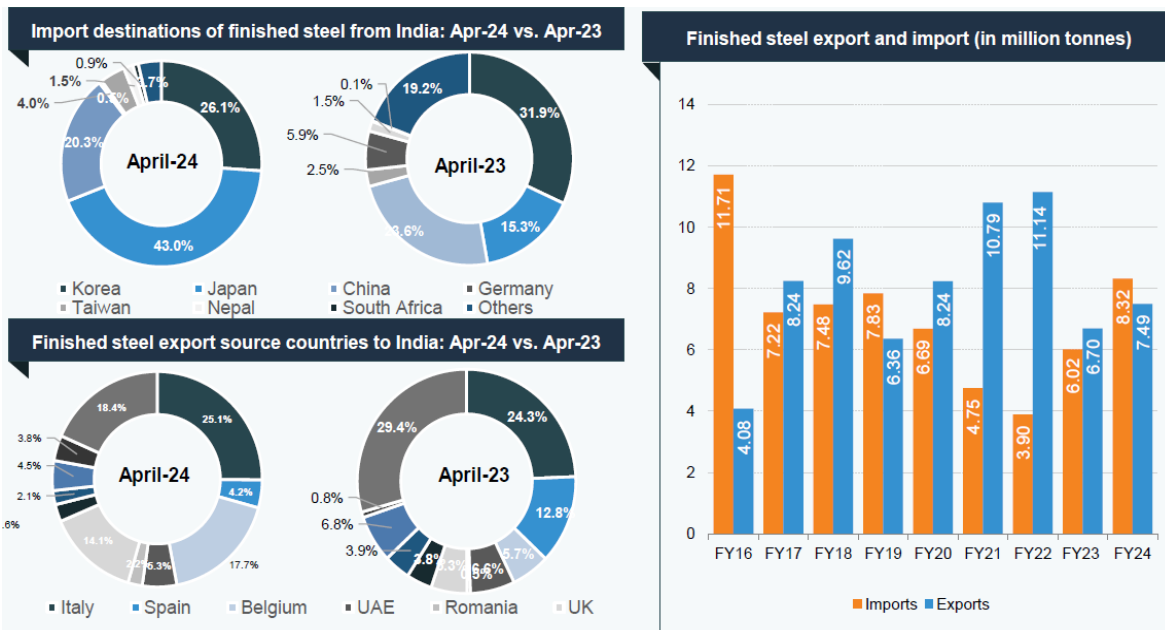
- In FY24, the consumption of finished steel stood at 135.90 MT.
- The per-capita consumption of steel stood at 86.7 kgs in FY23.
- In FY23, the consumption of finished steel stood at 119.17 MT.
- In April 2023, India’s finished steel consumption stood at 9.92 MT.
- The National Steel Policy aims to increase per capita steel consumption to 160 kgs by 2030-31.
- It is expected that consumption per capita would increase, supported by rapid growth in the industrial sector and rising infra expenditure projects in railways, roads and highways, etc.
- The government has a fixed objective of increasing rural consumption of steel from the current 19.6 kg/per capita to 38 kg/per capita by 2030-31.



### Trends in import and export of steel

- In FY24, the exports and imports of finished steel stood at 7.49 MT and 8.32 MT, respectively.
- In FY23, exports and imports of finished steel stood at 6.7 MT and 6.02 MT, respectively.

- In FY22, India exported 11.14 MT of finished steel.
- In April 2024 exports of finished steel stood at 5.1 lakh metric tonnes (LMT), while imports stood at 5.9 LMT.



### Investments

Some of the major investments in the India steel industry are as follows:

- In February 2024, The JSW Group is set to build a steel plant in Jagatsinghpur, Odisha, with an investment of US\$ 7.8 billion (Rs. 65,000 crore). The plant will have a production capacity of 13.2 million tons of steel per year and is expected to create 30,000 jobs.
- In February 2024, JSW Steel plans to establish a joint venture with Japan's JFE Steel Corporation in a 50:50 partnership to invest US\$ 661.9 million (Rs. 5,500 crore) in setting up a plant in Karnataka.
- In January 2024, According to Mr.Lakshmi Mittal, Gujarat will host the world's largest steel manufacturing site by 2029 at the Vibrant Gujarat Summit
- In July 2023, Union Minister Mr. Jyotiraditya Scindia announced that Japan is eager to invest ¥ 5 trillion (US\$ 36 billion), in various sectors in India, including steel.
- As announced in May 2023, INOX Air Products will invest Rs. 1,300 crore (US\$ 157.5 million) to set up two air separation units having a capacity of 1,800 tonnes a day each at Tata Steel's plant in Dhenkanal, Odisha.
- AMNS India is planning to spend US\$ 7.4 billion on expanding capacity and increasing its value-added capabilities, which includes investments in both its upstream and downstream capacities and enhancing its iron ore capabilities.
- 67 applications from 30 companies have been selected under the Production Linked Incentive (PLI) Scheme for Specialty Steel. This will attract committed investment of Rs. 42,500 crore (US\$ 5.19 billion) with a downstream capacity addition of 26 million tonnes and employment generation potential of 70,000.
- In September 2022, Steel Authority of India Limited (SAIL), a Maharatna PSU, supplied 30,000 tonnes of the entire DMR grade specialty steel for the nation's first indigenously built Aircraft Carrier INS Vikrant.
- In October 2021, ArcelorMittal and Nippon Steel Corp.'s joint venture steel firm in India, announced a plan to expand its operations in the country by investing ~Rs. 1 trillion (US\$ 13.34 billion), over 10 years.
- In August 2021, Tata Steel announced to invest Rs. 8,000 crore (US\$ 1.08 billion) in capital expenditure to develop operations in India in FY22.

- In August 2021, ArcelorMittal announced to invest Rs. 1 lakh crore (US\$ 13.48 billion) in Gujarat for capacity expansion.
- In August 2021, Tata Steel announced to invest Rs. 3,000 crore (US\$ 404.46 million) in Jharkhand to expand capacities over the next three years.

### **Strategic Alliances**

- In December 2023, Jindal Steel Power Ltd announced that its collaboration with Rashtriya Ispat Nigam Ltd will guarantee the provision of liquid steel to its new hot strip mill in Angul, Odisha. JSPL stated that they have signed a memorandum of understanding (MoU) with RINL for the operationalization of the latter's blast furnace.
- In October 2023, Government e-Marketplace, the national public procurement platform, signed a memorandum of understanding (MOU) with the Indian Steel Association (ISA). This partnership intends to bring all ISA members onto the GeM platform as sellers, promoting a diverse business environment regardless of their size.
- In May 2023, the industry body Indian Steel Association (ISA) announced signing an agreement with the ASEAN Iron and Steel Council (AISC) to unlock new avenues of growth and sustainability in the steel sector.
- Mr. Jyotiraditya M. Scindia, the Union Minister of Steel, and Mr. Nishimura Yasutoshi, the Minister of Economy, Trade, and Industry of Japan, held a bilateral meeting on July 20, 2023, in New Delhi to discuss collaboration in the steel sector and issues relating to decarbonization.
- In May 2023, JSW Steel and JFE Steel, signed an agreement to set up a JV company to manufacture the entire range of cold rolled grain oriented electrical steel (CRGO) products at Vijaynagar in Karnataka.
- In April 2023, AMNS India, a joint venture between ArcelorMittal and Nippon Steel, received approval from India's regulatory body (NCLT) to acquire Indian Steel Corporation.
- Tata Steel in April 2023, informed that it has signed an agreement with A&B Global Mining to harness new business development opportunities and deliver my technical services. The steel major will closely work with ABGM India which will interface with their South.
- African entity to explore business opportunities in India and abroad besides utilising each other's technical and strategic strengths to deliver projects across the mining and metals, including the steel value chain.
- Steel giants ArcelorMittal, and Sajjan Jindal's JSW Steel are in the race to acquire the steel plant of mining major National Mineral Development Corporation (NMDC) in Chhattisgarh. The steel manufacturing facility located in Nagarnar, Chhattisgarh has been planned for privatisation in the current financial year (FY23).
- In October 2022, JSW Steel signed an MoU with Smartex to explore the potential to promote innovation and turnkey approaches from financing to technology availability and market access aimed at decarbonisation of the steel sector in India.
- In September 2022, JSW Steel signed an MoU with SMS group to explore multiple cutting-edge solutions and research and development projects to reduce carbon emissions in its iron and steel making operations in India.
- Tata Group approved the amalgamation of all its metal companies into Tata Steel. The companies to be merged into Tata Steel are Tata Steel Long Products (TSLP), Tinplate Company of India Limited (TCIL), Tata Metaliks Limited (TML), TRF Limited (TRF), Indian Steel and Wire Products Limited (ISWP), Tata Steel Mining Limited (TSML) and S&T Mining Company Limited.
- In August 2022, Tata Steel signed an MoU with Punjab Government to set up a steel scrap based electric arc furnace steel plant.

### **Entry of International Companies**

- Attracted by the growth potential of the Indian steel industry, several global steel players have been planning to enter the market.
- In February 2020, GFG Alliance acquired Adhunik Metaliks and its arm, Zion Steel, for Rs. 425 crore (US\$ 60.81 million), marking its entry into the Indian steel market.

- CarVal Investors, the investment arm of US-based agri group, Cargill, has offered around Rs. 2,000 crore (US\$ 277.20 million) along with Asset Reconstruction Company (India) Ltd. for the purchase of Uttam Value Steels and Uttam Galva Metallics.

#### **Increased emphasis on technological innovations**

- Tata Steel has commenced the trial injection of hydrogen gas using 40% of the injection systems in 'E' Blast Furnace at its Jamshedpur Works.
- This is the first time in the world that such a large quantity of hydrogen gas is being continuously injected in a blast furnace.
- In the wake of COVID-19 pandemic, Tata Steel has geo-fenced its plant premises to track the movement of employees to track and manage any COVID-19 cases amongst its employees.
- In February 2023, Tata Steel sets up an Innovation Centre for Mining and Mineral Research at IIT (ISM) Dhanbad.
- Companies are attempting coal gasification and gas-based direct-reduced iron (DRI) production. Other alternative technologies such as Hismelt,
- Finex and ITmk3 being adopted to produce hot metal.
- Provisional Worldsteel report indicates that the global DRI output stood at 15.31 MT from January to February 2021, up 0.9% over same period last year, driven by India (6.4 MT, 42% share) at the number one spot.
- The Ministry of Steel has issued necessary direction to the steel companies to frame a strategy for taking up more R&D projects by spending at least 1% of their sales turnover to facilitate technological innovations in the steel sector.
- The Ministry has established a task force to identify the need for technology development and R&D.
- The Ministry has adopted energy efficiency improvement projects for mills operating with obsolete technologies.
- In January 2021, the Ministry of Steel, signed a Memorandum of Cooperation with the Ministry of Economy, Trade and Industry, Government of Japan, to boost the steel sector through joint activities under the framework of India-Japan Steel Dialogue.
- In February 2021, Tata Steel BSL collaborated with FarEye, a software logistics firm, to improve its digital transformation process.

#### **Vehicle Scrappage Policy to reduce steel prices**

- India is spreading its wings further to foray into another highly potential, yet untapped metal industry.
- The recently announced 'Vehicle Scrappage Policy' intends to de-clutter the country of its huge automobile and white goods waste through recycling.
- This proposed policy seeks to phase out unfit vehicles to reduce vehicular pollution, meet the climate commitments, improve road safety and fuel efficiency, formalise the vehicle scrapping industry and recover low-cost materials for the automotive, steel and electronics industries.
- Primarily, this new policy aims to boost new vehicles sales, which will stimulate the economy. Automobile manufacturers and the allied industry will benefit from this policy.
- With the scrapping of old vehicles, raw materials such as plastic, copper, aluminium, steel and rubber will be recycled. This will bring down the cost component and help the industry become more cost competitive.

#### **Steel plants as heroes tackling India's oxygen scarcity**

- Steel plants across the country ramped up supply of essential liquid medical oxygen from 538 metric tonnes per day in April 2021, to >4,000 metric tonnes, with supplies touching 4,435 metric tonnes, as of May 17, 2021.

- In April 2021, India faced a severe shortage of oxygen cylinders for COVID patients.
  - It was only a year ago that the central government, for the first time ever, permitted manufacturers of industrial oxygen to produce and sell gas for medical use. The decision proved to be a life saver during the pandemic.
  - Currently, 28 oxygen units located in major public and private sector steel plants are supplying ~1,500 metric tonnes of medical oxygen per day (MTPD) across the country, as per data by the Ministry of Steel.
  - Some steel plants are also filling oxygen cylinders and supplying to the states and hospitals.
- Steel plants as heroes tackling India's oxygen scarcity**

- Steel plants across the country ramped up supply of essential liquid medical oxygen from 538 metric tonnes per day in April 2021, to >4,000 metric tonnes, with supplies touching 4,435 metric tonnes, as of May 17, 2021.
- In April 2021, India faced a severe shortage of oxygen cylinders for COVID patients.
- It was only a year ago that the central government, for the first time ever, permitted manufacturers of industrial oxygen to produce and sell gas for medical use. The decision proved to be a life saver during the pandemic.
- Currently, 28 oxygen units located in major public and private sector steel plants are supplying ~1,500 metric tonnes of medical oxygen per day (MTPD) across the country, as per data by the Ministry of Steel.
- Some steel plants are also filling oxygen cylinders and supplying to the states and hospitals.

#### **Strategies**

#### **Capacity Expansion**

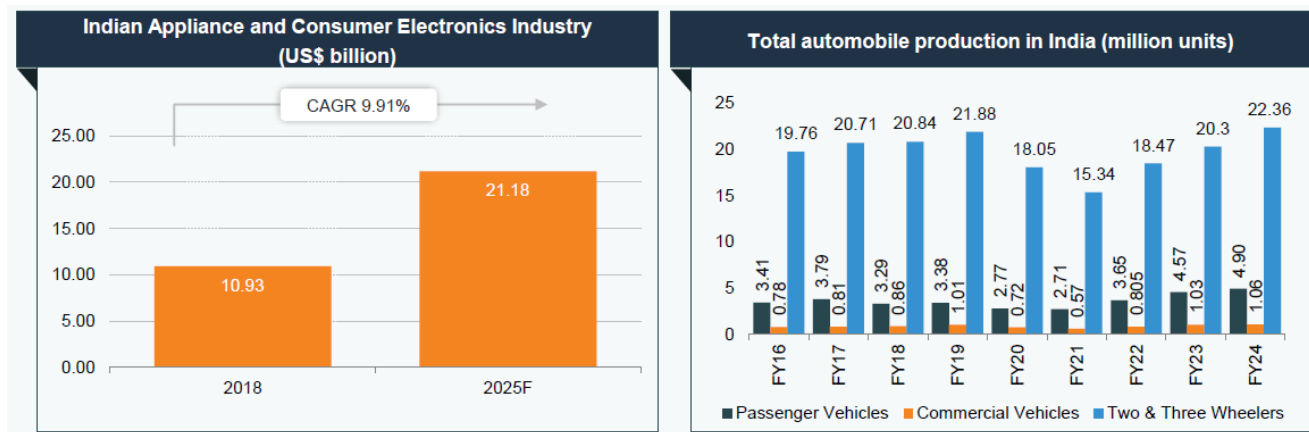
- In February 2024, JSW Steel plans to increase the existing rail production capacity to 600,000 tonnes per year at Piombino.
- In November 2023, Steel Secretary Mr. Nagendra Nath Sinha said that India's steel capacity has crossed 161 million tonnes (MT) and the industry is poised for continuous growth.
- India will commission new steelmaking facilities with a capacity of about 40 MT per year by FY25-FY26.
- Tata Steel is planning to double its steel production capacity in India to 40 million tonnes per year by 2030.
- Steel Authority of India Ltd. to nearly double its capacity to 34-35 MT by 2030-31. At present, its operating crude steel capacity is around 19.5 MT.
- Tata Steel is planning to set up more scrap-based facilities that will have a capacity of at least a billion tonnes by 2025.
- Tata Steel is planning to expand its annual capacity in India from 34 MTPA to 55 MTPA by 2030.
- In September 2021, ArcelorMittal Nippon Steel India commissioned its second 6-million-tonne pellet plant, which took the total capacity at Paradeep pelletisation complex in Odisha to 12 million tonnes, making it
- India's largest single-location pelletisation complex.
- A long-term perspective is to achieve capacity of 300 MTPA by 2030 as per National Steel Policy 2017. **Expansion Through Brownfield Investment**
- The steel sector is going through a phase of consolidation and companies operating in the sector are expected to undertake brownfield investments for expansion.
- In August 2021, Shyam Steel Industries approved an investment worth US\$ 95 million for brownfield expansion.
- In June 2021, Shyam Metalics and Energy Ltd. (SMEL) announced that the company is planning to double its production capacity at an estimated investment of ~Rs. 2,894 crore (US\$ 389.72 million) through brownfield expansion at two of its units in the next 3-4 years.

## Growth Drivers

### Capital goods, consumer durables, and automotive further driving steel growth

- Between 2018-25F, the appliance and consumer electronics (ACE) sector will expand at a CAGR of 9.91%, contributing to the growth of the steel industry.
- Growth in automobile production is also expected to augment growth in steel production. Automobile production in India stood at 25.9 million units in FY23.
- In March 2021, India Ratings and Research (Ind-Ra) revised the outlook for the auto sector to 'improving for FY22' from negative, backed by likely revival across segments, positive consumer sentiments amid macroeconomic tailwinds after recovering from the COVID-19 pandemic.
- The rating agency expects auto volumes to increase by 16-20% YoY in FY22 after recording a decline of ~14% YoY in FY21.

Construction GVA is expected to grow by 9-11% in FY23, driven by government emphasis on infrastructure, robust order book, and low base effect. Since construction industry is a major consumer of steel, expansion across construction industry will translate into growth of steel sector.



### Policy supports aiding growth in the steel sector

- In September 2020, the Ministry of Steel prepared a draft framework policy for development of steel clusters in the country.
- The draft framework policy is aimed at facilitating and establishing greenfield steel clusters, along with development and expansion of the existing steel clusters.
- New National Steel Policy was formulated by the Ministry of Steel in 2016 to retain the objectives included in National Steel Policy (NSP) 2005. It aimed at covering broader aspects of steel sector across the country including environment and facilitation of new steel projects, growth of steel demand in India and raw materials
- Under the policy, the central Government stated that all the Government tenders will give preference to domestically manufactured steel and iron products. Moreover, Indian steel makers importing intermediate products or raw materials can claim benefits of domestic procurement provision by adding minimum of 15% value to the product.
- The National steel policy, 2017 aspired to achieve 300MT of steelmaking capacity by 2030-31. This would translate into additional investments of Rs. 10 lakh crore (US\$ 156.08 billion).
- Further, it aimed to increase per capita steel consumption to 160 kgs by 2030-31.
- The scheme for the promotion of R&D in iron and steel sector has been continued under the 14th Finance Commission (FY20). Under the scheme, 26 projects have been approved with financial assistance of Rs. 161 crore (US\$ 24.98 million) from the Ministry of Steel.

- Ministry of Steel is setting up industry driven institutional mechanism - Steel Research & Technology Mission of India (SRTMI) - with an initial corpus of US\$ 30.89 million. The institute will facilitate joint collaborative research projects in the sector.
- In September 2022, JSW Steel signed an MoU with SMS group to explore multiple cutting-edge solutions and R&D projects to reduce carbon emissions in its iron and steel making operations in India.
- In October 2021, India and Russia signed an MoU to carry out R&D in the steel sector and produce coking coal (used in steel making).
- In September 2021, National Mineral Development Corporation Ltd. (NMDC) R&D Centre signed a MoU with CSIR-IMMT for joint research and development projects.
- 100% FDI through the automatic route is allowed in the Indian steel sector.
- The Government hiked the export duty on iron ore to 50% ad valorem on all varieties of iron ore (except pellets).
- In October 2020, Directorate General of Foreign Trade announced that steel manufacturers in the country can avail duty drawback benefits on steel supplied through their service centres, distributors, dealers and stock yards
- Going forward, the Make in India initiative and policy decisions taken under it are expected to augment the country's steel production capacity and resolve issues related to the mining industry.
- The Government has reduced the basic custom duty on the plants and equipment required for initial set up or expansion of iron ore pellets plants and iron ore beneficiation plants from 7.5/5% to 2.5%.
- Customs duty on imported flat-rolled stainless-steel products has been increased to 15% from 7.5%.
- Basic customs duty on steel grade dolomite and steel grade limestone is being reduced from 5% to 2.5%. Basic customs duty is being reduced from 10% to 5% on forged steel rings used in the manufacture of bearings of wind-operated electricity generators.
- The Centre is looking to include refractories in the upcoming Production Linked Incentive Scheme 2.0 for steel as it aims at doubling the country's production capacity for the metal to 300 million tonnes by 2030.
- In November 2020, Union Cabinet approved the production-linked incentive (PLI) scheme in 10 key sectors (including electronics and white goods) to boost India's manufacturing capabilities and exports and promote the 'Atmanirbhar Bharat' initiative.
- 67 applications from 30 companies have been selected under the Production Linked Incentive (PLI) Scheme for Specialty Steel. This will attract committed investment of Rs. 42,500 crore (US\$ 5.19 billion) with a downstream capacity addition of 26 million tonnes and employment generation potential of 70,000.
- India is a net exporter of finished steel and has the potential to become a frontrunner in certain grades of steel. PLI scheme has been approved for specialty steel with a financial outlay of Rs. 6,322 crore (US\$ 858.50 million) over a five-year period.
- July 2021, the Union Cabinet approved the production-linked incentive (PLI) scheme for specialty steel. The scheme is expected to attract investment worth ~Rs. 400 billion (US\$ 5.37 billion) and expand specialty steel capacity by 25 million tonnes (MT), to 42 MT in FY27, from 18 MT in FY21.
- In June 2021, Minister of Steel & Petroleum and Natural Gas, Mr. Dharmendra Pradhan addressed the webinar on 'Making Eastern India a manufacturing hub with respect to metallurgical industries', organised by the Indian Institute of Metals.
- In 2020, 'Mission Purvodaya' was launched to accelerate development of the eastern states of India (Odisha, Jharkhand, Chhattisgarh, West Bengal and the northern part of Andhra Pradesh) through the establishment of an integrated steel hub in Kolkata, West Bengal. Eastern India has the potential to add >75% of the country's incremental steel capacity. It is expected that of the 300 MT capacity by 2030-31, >200 MT can come from this region alone, driven by Industry 4.0.
- The Ministry of Steel plans to invest US\$ 70 billion in the eastern region of the country.



### **Opportunities Automotive**

- The automotive industry is forecast to reach US\$ 260-300 billion by 2026.
- India's passenger vehicle segment has ample growth potential with the third lowest car penetration ratio among the top 13 markets, at 24 per 1,000 people, compared to the world average of 314 per 1,000.
- The industry accounts for around 10% of the demand for steel in India.
- With increasing capacity addition in the automotive industry, demand for steel from the sector is expected to be robust.

### **Capital goods**

- The capital goods sector accounts for 11% of the total steel consumption and is expected to increase 14-15% by 2025-26. It has the potential to increase in tonnage and market share.
- Corporate India's capex is expected to grow and generate greater demand for steel.

### **Infrastructure**

- The infrastructure sector accounts for 9% of steel consumption and is expected to increase to 11% by 2025-26.
- Due to rising investment in infrastructure the demand for steel products would increase in the years ahead.
- 70% of the country's infrastructure, estimated at Rs. 6 lakh crore (US\$ 89.50 billion), is yet to come up. Thus, a significant growth potential for steel sector is present.\*
- National Highways grew from 91,287 km in 2013-14 to 1,46,145 km in 2023-24, with construction speed rising from 12.1 km/day in 2014-15 to 42.03 km/day in FY23.

### **Airports**

- More and more modern and private airports are expected to be set up.
- Estimated steel consumption in constructing airports is likely to grow more than 20% over the next few years.
- The Government of India is poised to unveil 15 airport projects, featuring new terminals in Delhi, Lucknow, and Pune. With a robust investment strategy of US\$ 12.06 billion (Rs 1 lakh crore), the aim is to elevate the count of airports from 220 within five years, bolstering infrastructure development.

### **Railways**

- As on January 2023, 41 indigenously designed, semi-high speed Vande Bharat Express trains are in operation. In 2024-2025, the goal is to upgrade 40,000 conventional rail bogies to meet the 'Vande Bharat' standards.
- Introduction of high-speed bullet trains and metro trains will increase steel usage.
- Gauge conversion, setting up of new lines and electrification would drive demand for steel.
- The Indian Railways is planning to procure over 11 lakh tons of steel from the Steel Authority of India Limited (SAIL) for track renewal and laying new lines across the country.

### **Oil and gas**

- India's primary energy consumption of oil and gas is expected to increase to 10 mbpd and 14 bcfd, respectively, by 2040.
- This would lead to an increase in demand of steel tubes and pipes, providing a lucrative opportunity for the steel industry.

- According to OPEC, India's oil demand in 2024 is projected to be at 5.59 million barrels per day (b/d), up from 5.37 million b/d in 2023, resulting in a growth of 4.1%.

### **Power**

- India aims to boost non-fossil fuel electricity generation to over 500,000 MW by 2030, with a transmission plan for integrating 500,000 MW of renewable energy capacity by the same year.
- This will lead to enhancement in both transmission and distribution capabilities, thereby raising steel demand from the sector.

### **Rural India**

- Policies like Pradhan Mantri Awa Yojana and Pradhan Mantri Gram Sadak Yojana are driving growing demand for steel in rural India.
- In FY21, per capita consumption of steel in rural India was estimated to be between 21.5 kgs.

The Government of India has allocated Rs. 111 lakh crore (US\$1.4 trillion) under the National Infrastructure Pipeline (NIP) for FY19-FY25. Sectors such as energy (24%), roads (18%), urban (17%) and railways (12%) account for ~71% of the projected infrastructure investments in India.

## OUR BUSINESS

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 read the section “Forward-Looking Statements” for a discussion of the risks and uncertainties related to those statements and also the section “Risk Factors” 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. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the Twelve-month period ended March 31 of that year. In this section, a reference to the “Company” or “we”, “us” or “our” means Shri Hare-Krishna Sponge Iron Limited.

All financial information included herein is based on our “**Financial information of the Company**” included on page 155 of this Draft Red Herring Prospectus.

### **Business Overview**

Established in 2003, we are primarily engaged in the business of manufacturing and selling of Sponge Iron. Sponge iron is mainly used as a raw material for steel production in electric arc furnaces and induction furnaces. Through our sponge iron business, we cater to the metallic requirements of steel producers in selected geographies.

Our manufacturing facility is located in Siltara - Raipur, Chhattisgarh and is spread across an area of around 13.45 acres of land with an annual production capacity of 30,000 metric tonnes. The strategic location of our sponge iron manufacturing facility provides us with access to high-quality iron ore, iron ore pellets, coal and dolomite which are essential raw materials for producing sponge iron. During production of sponge iron, a solid waste is produced as a by-product called dolochar. For the Fiscal 2024, our revenue from operations stood at Rs. 8,226.63 lakhs of which revenue from sponge iron, dolochar and other items (iron ore fines, dust and waste scrap) contributed 96.53%, 1.10% and 2.37% respectively.

Due to increasing power costs, our manufacturing operations for mild steel ingots, steel shots, grits, and other steel products have been temporarily shut down since 2020. Despite having a well-defined production process and all necessary machinery installed at our manufacturing unit, the economic environment has not supported sustained operations. Therefore, we are planning to install a captive power plant on our premises using proceeds from the issue. The installation of the captive power plant will enable us to resume and sustain our operations effectively.

We have been granted ISO 9001:2015 for quality management systems, ISO 14001:2015 for environmental management systems and ISO 45001:2018 for occupational health and safety management systems. Our manufacturing facility is equipped with requisite technology and infrastructure including machineries, testing laboratory other handling equipments to facilitate smooth manufacturing process. The key raw materials to produce sponge iron are iron ore/iron ore pellets, coal and dolomite. Sponge iron manufacturing is highly sensitive to raw material characteristics that would help obtain the rated capacity and the desired product quality. To ascertain the suitability of our raw materials in a rotary kiln, we have in-house testing laboratory that is responsible for conducting tests on raw materials i.e. coal, iron ore and dolomite to check their chemical and physical properties, so as to ensure that the product conform with the pre-determined standards. Currently, we sell our products primarily in the state of Maharashtra, Madhya Pradesh and Chhattisgarh.

Our Company is managed by Mr. Manoj Parasrampur, Chairman and Managing Director who looks after the affairs of the Company and has considerable experience in steel Industry. We believe our success is the result of sustained efforts over the years in key aspects of our business, such as products, process improvements and increased scale of operations. The details of our financial performance as per the restated financial statements for the Fiscal years ended March 31, 2024, 2023 and 2022, are set forth below:

### **Key Performance Indicators of our company**

(₹ In Lakhs except percentages and ratios)

Key Financial Performance	FY 2023-24	FY 2022-23	FY 2021-22
Revenue from operations <sup>(1)</sup>	8,226.63	9,425.17	8,216.84
EBITDA <sup>(2)</sup>	1,210.61	1,396.52	1,216.36
EBITDA Margin <sup>(3)</sup>	14.72%	14.82%	14.80%
PAT <sup>(4)</sup>	1,017.44	1,052.53	893.57
PAT Margin <sup>(5)</sup>	12.37%	11.17%	10.87%
ROE (%) <sup>(6)</sup>	17.16%	21.5%	22.78%
ROCE (%) <sup>(7)</sup>	19.24%	26.11%	27.57%

**Notes:**

<sup>(1)</sup>Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements

<sup>(2)</sup>EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

<sup>(3)</sup>‘EBITDA Margin’ is calculated as EBITDA divided by Revenue from Operations

<sup>(4)</sup>‘PAT Margin’ is calculated as PAT for the period/year divided by revenue from operations.

<sup>(5)</sup> Net worth means the aggregate value of the paid-up share capital and reserves and surplus of the company.

<sup>(6)</sup>Return on Equity is ratio of Profit after Tax and Average Shareholder Equity

<sup>(7)</sup>Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders’ equity plus total borrowings {current & non-current} + deferred tax liability (net).

**Our Competitive Strengths**

We believe that the following are our primary competitive strengths:

***In-house manufacturing facility***

We presently carry all our manufacturing operations through manufacturing facility located at Siltara - Raipur, Chhattisgarh, which is situated on a vast area of over 13.45 acre land with an annual production capacity of 30,000 metric tonnes. It is strategically located and is well connected with road for transportation of raw materials & finished goods. The iron ore/iron ore pellets, coal and dolomite are some of the key raw materials required for our manufacturing operations, and their continued and sustained availability at competitive prices is essential to the growth of our business. These raw materials i.e. coal, iron ore and dolomite are available in abundant in the local mines of Raipur which are located at nearby distance from our manufacturing facility. The close proximity with raw materials brings cost efficiencies in procurement of raw material and also reduce logistic cost which helps us to achieve economies of scale.

***Stringent quality control mechanism ensuring standardized product quality***

The quality of raw materials and their relative proportions determine the quality of the final product and the efficiency of our rotary kilns. Thus, the quality of raw materials is of paramount importance to us in our sponge iron production process. To verify the same, we have established in-house testing laboratory at our sponge iron manufacturing facility, which is equipped with precision equipments, that is responsible for conducting tests and checks in respect of the quality of our key raw materials. We employ an extensive and stringent quality control mechanism at each stage of the manufacturing including check of raw materials, which are required to ensure that our finished product conforms with the exact requirement of our customers and successfully passes all validations and quality checks.

We strive to produce sponge iron that would constitute high metallic iron content along with consistent chemical and physical characteristics, as per the requirements of our customers. We move our final products through trucks so as to preserve quality and reduce and/or prevent re-oxidation. Further, as a certification of the quality assurance, our Company has received ISO 9001:2015 for quality management systems, ISO 14001:2015 for environmental management systems and ISO 45001:2018 for occupational health and safety management systems. We believe that our focus on quality of products has enabled us to sustain and grow our business model to benefit our customers

***Long standing relationship with our customers***

Our sponge iron product generally caters to customers who primarily are manufacturers of steel in state of Maharashtra, Chhattisgarh and Madhya Pradesh. We generally do not enter into long term agreements with our customers, however, we have developed longstanding relationships with these customers. Maintaining strong relationships with our key customers is essential to our business strategy and to the growth of our business. Owing to our strong customer relationships and service, we have been able to retain a number of our customers for a long period of time ensuring uninterrupted supplies of our products to them. We believe that our existing relationship with our customers represents a competitive advantage in gaining new customers and increasing our business.

***Well Qualified and Experienced Management Team***

We have an experienced and qualified management team led by our Promoter Mr. Manoj Parasrampuriah who has considerable work experience in the steel industry. We believe that our Management team’s experience and their understanding of the steel industry enable us to take advantage of both current and future opportunities. It is also expected to help us on addressing and mitigating various risks inherent in our business, including significant competition. We are also supported with adequate technical and commercial team having relevant experience of the industry that along with the experience of our promoter help us to achieve the organizational goals. Thus, we are well placed to capitalize the knowledge

and experience of our management team which has been instrumental in growth of our Company. Our management team enables us to capture market opportunities, formulate and execute business strategies, manage client expectations as well as proactively respond to changes in the market conditions.

## **Our Business Strategies**

We intend to pursue the following principal strategies to leverage our competitive strengths and grow our business:

### ***Continue to invest in our technological capabilities***

Our company's strategy focuses on establishing a 5MW captive power plant at our existing manufacturing facility in Siltara, Raipur, Chhattisgarh, to reduce energy costs and ensure a reliable power supply, which is crucial for resuming operations of steel ingots, steel shots, grits, and other steel products. We plan to allocate Rs. 2,300 lakhs from Net Proceeds for this project, with a total cost of Rs. 4,709.38 lakhs and remaining will be financed through a combination of borrowings and internal accruals. This initiative will enhance operational efficiency and strengthen our production capacity. For further details, please refer to chapter titled "***Objects of the Issue***" beginning on page 79 of this DRHP.

Additionally, we aim to expand our cast iron division to 2.5 MVA\*2 units by leveraging byproducts from our Sponge Iron plant, further bolstering our manufacturing capabilities. Thus, going forward, we intend to continue making investments in capacity expansions and modernization of our equipment and facilities.

### ***Enhancing Brand image and meeting quality standards***

Our Company intends to focus on adhering to the quality standards of the service as we understand that curtailing cost without compromise on quality is an important factor to be considered for operation of business. This is necessary so as to make sure that we get repeat orders from our customers. This will also aid us in enhancing our brand value. We intend to continue to build our brand image by providing quality services to the satisfaction of our clients. We believe that this can be achieved through detailed analysis of our processes and continuous process improvement along with keeping pace with technology development.

### ***Continue to strive for cost efficiency***

We will continue to focus on further increasing our operations and improving operational effectiveness at our production facility. Higher operational effectiveness results in greater production volumes and higher sales which allows us to reduce our fixed cost and thereby, increasing our profit margins. We wish to constantly pass such benefit to our customers and increase our efficiency further. We also wish to target economies of scale to gain increased negotiating power on procurement.

### ***Focus on consistently meeting quality standards***

Our Company intends to focus on adhering to the quality standards of the products. Quality of the product is very important for the company from both customer point of view and regulatory point of view. Continuous quality review of products and timely corrective measures in case of quality diversion are keys for maintaining quality standards of the products. Providing the desired and good quality products help us in enhancing customer trust and maintaining long term relationships with customers.

### ***Maintaining cordial relationships with our Suppliers, Customers and Employees***

We believe in maintaining good relationship with our suppliers, customers and employees which are the most important factor to keep our Company growing. Our dedicated and focused approach and efficient and timely delivery of products has helped us build strong relationships with our existing customers over a number of years. Further, we believe that establishing strong, mutually beneficial long-term relationships with strategic suppliers is a critical step in improving performance across the supply chain, generating greater cost efficiency and enabling the business to grow and develop

## **Location presence**


<b>Registered Office</b>	Flat No 2D, 2nd Floor , Tower No. 1, Alcove Gloria, Municipal Premises No 403/1, Dakshindari Road, VIP Road, Kolkata, Sreebhumi, North 24 Parganas, West Bengal 700048
--------------------------	--

<b>Manufacturing Unit</b>	Phase – II, Plot No. 106, Industrial Growth Centre, Siltara, Raipur, Chhattisgarh, India - 493111
---------------------------	---

**Our Manufacturing facility:**



**Our Products**

Name of the Product	Image	Description	Industrial
Sponge Iron		Sponge Iron is the key raw material required to manufacture steel in both induction as well as electric arc furnace. Shri Hare Krishna has an installed capacity of producing over 30,000 metric tonnes of Sponge Iron annually.	End use

**Dolochar** - During the Production of Sponge iron, a solid waste is produced as a by – product called dolochar, which is used in manufacturing of steel billets, ingots and re-rolled products.

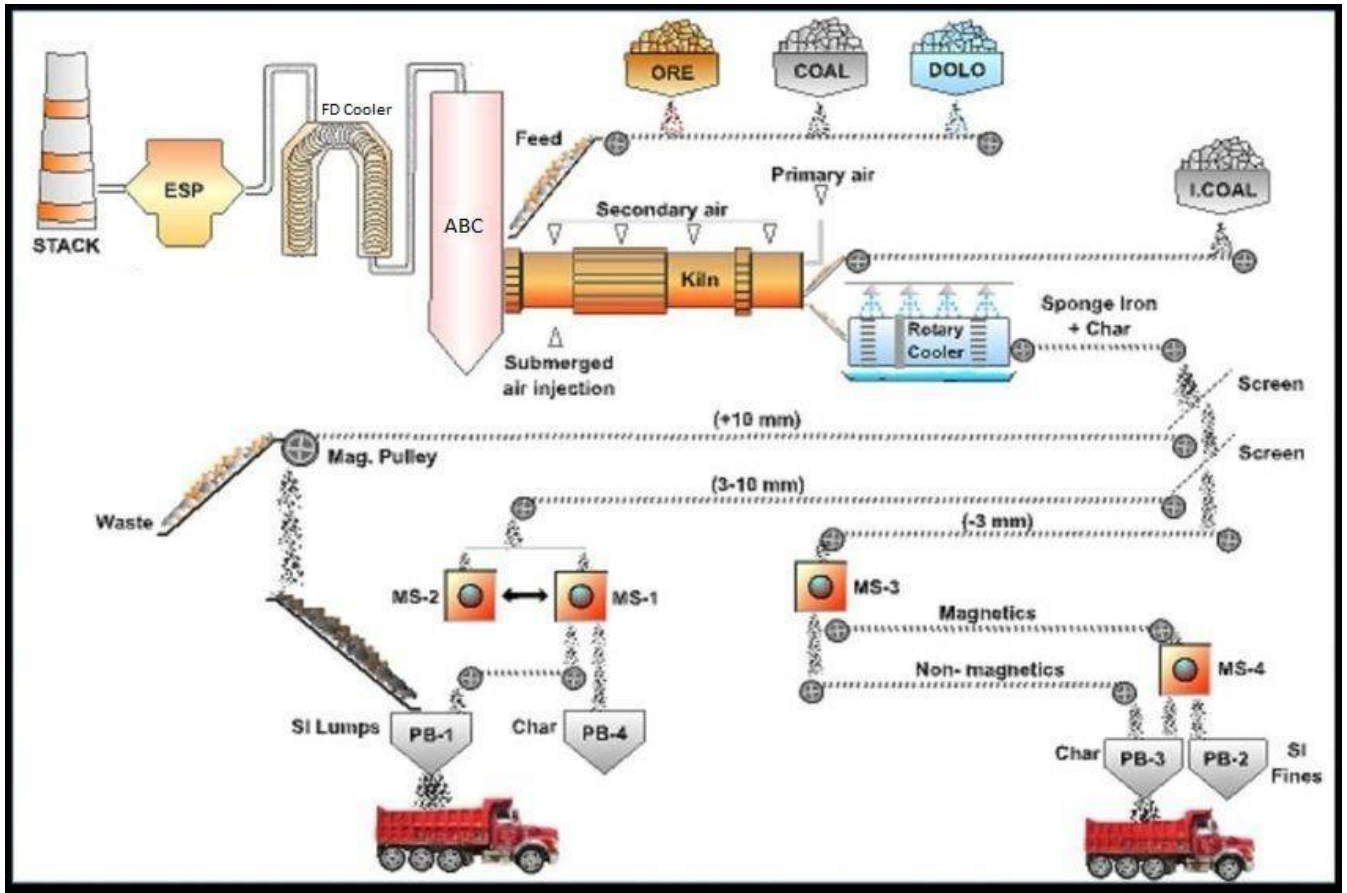
The following table sets out the bifurcation of our revenue from operations for the fiscals as indicated:-

(Rs. in lakhs)

Particulars	2023-24	% of Revenue	2022-23	% of Revenue	2021-22	% of Revenue
<b>Primary Product</b>						
Sponge Iron	7,941.45	96.53%	9,095.83	96.51%	7,887.15	95.99%
<b>By-Products</b>						
Dolochar	90.36	1.10%	120.59	1.28%	109.95	1.34%
Iron Ore Fines	188.46	2.29%	200.8	2.13%	213.16	2.59%
<b>Others</b>						
Others products	6.65	0.08%	7.95	0.08%	6.58	0.08%
<b>Revenue from Operations</b>	<b>8,226.63</b>	<b>100.00%</b>	<b>9,425.17</b>	<b>100.00%</b>	<b>8,216.84</b>	<b>100.00%</b>

## Our Manufacturing Process of Sponge Iron:

Set forth below is a brief description of the process carried out in our facility to produce Sponge Iron:



Iron ore, iron ore pellets, coal, and dolomite are the primary raw materials used in sponge iron production. These materials are fed into a rotary kiln in specific proportions, with dolomite also added. Coal functions both as a fuel and as a reductant, providing the necessary heat to maintain a temperature of range from 800°C to 1050°C inside the rotary kiln. The reduction process occurs in a solid state within the kiln, where controlled coal combustion converts coal into carbon monoxide, which then removes oxygen from the iron ore. This direct reduction process takes about 10 to 12 hours. Afterward, the hot reduced sponge iron, along with semi-burnt coal (Dolochar), is discharged into a rotary cooler for indirect cooling, bringing the temperature down to between 100°C and 150°C. Since sponge iron is magnetic, the discharge from the cooler, which contains sponge iron, Dolochar, and other contaminants, is processed through electromagnetic separators to remove impurities (non-magnetics). The resulting product is then screened into size fractions: lumps (greater than 3 mm) and fines (less than 3 mm). These fractions are stored in separate bins to maintain quality, minimize re-oxidation, and facilitate quicker loading onto trucks. Automatic bagging machines positioned below the bunkers handle the packaging of sponge iron, which is subsequently transported to customers by truck.

### Plant & Machinery

The details of major plant & machinery installed at our Siltara unit are given below:

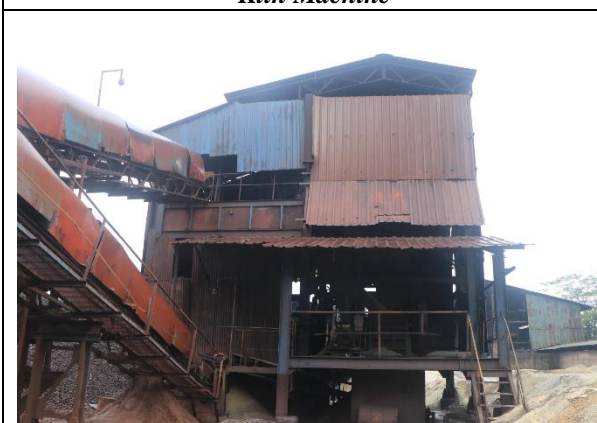
Kiln & Cooler Main Drive, Gear Box, Payloader and Tipper machine, Crusher with Vibratory sieve machine, Raw Material Handling system, FD Cooler, Conveyor system & Screening system, Weigh bridge machine, Electrical & Machinery Equipment, Laboratory Equipment and all other accessories.



*Kiln Machine*



*Conveyor Belt*



*Crusher*



*Kiln Tyre*



*Cooler*



*PSB*

#### **Infrastructure and Utilities:**

- **Raw Materials:** The key raw materials to produce sponge iron are iron ore/iron ore pellets, coal and dolomite. Sponge iron manufacturing is highly sensitive to raw material characteristics that would help obtain the rated capacity and the desired product quality.
- **Iron Ore/Iron Ore Pellets:** During sponge iron manufacturing, iron ore/iron ore pellets is reduced in solid state. To optimize yield during sponge iron making, it is essential for us to select an ore with high iron content and a low gangue content. We primarily source our iron ore from the mines of Siltara, Raipur- Chhattisgarh, as well as from other nearby mines, as and when required. Major Supplier includes NMDC from Chhattisgarh.



- **Coal:** To enhance productivity at an optimal cost, improve our product quality and kiln campaign life, we procure coal of specified quality from mines located near to our manufacturing facility or from other parts of India and also use coal imported from other countries.
- **Dolomite:** Dolomite is an important ingredient and acts as a de-sulphuriser removing sulphur from the feed mix during the reduction process. Control of sulphur content is an essential pre-requisite for the manufacture of good quality steel. We procure dolomite from mines located near to our manufacturing facility or from other parts of India.
- **Water:** The existing water requirement for our manufacturing unit is met from Chhattisgarh Ispat Bhoomi Limited.
- **Power:** The requirement of power for our operations, like power for running and operating the machinery / equipment is met through supply from Chhattisgarh State Power Distribution Company Limited.

### Collaborations/Tie Ups/ Joint Ventures

We have not entered into any technical or financial or any other collaboration agreement as on the date of filing Draft Red Herring Prospectus.

### Certifications

Our Company has been certified as confirming to ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018

### Export Obligation:

Our Company does not have any export obligations, as on date of this Draft Red Herring Prospectus.

### Capacity and Capacity Utilization

The following table sets forth the installed capacity, actual production, and utilization of our manufacturing facilities for the periods indicated (in hrs.)

Particulars	2023-24	2022-23	2021-22	Existing Installed Capacity (p.a.)
Installed Capacity (in MT)	30,0000.00	30,0000.00	30,000.00	30,000.00
Actual Production (in MT)	25,145.21	25,405.18	23,709.79	
Capacity Utilization (in %)	84%	85%	79%	

*\*The information related to the installed capacity is based on the certificate received from Sandeep Sharma, Chartered Engineer vide their certificate dated August 16<sup>th</sup>, 2024*

### Sales & Marketing

Our Sales and Marketing team keeps a track of new leads and stay in touch with our existing customers when new developments are foreseen at their end. There is continuous interaction with the product development team at customer end so as to understand the potential business possibilities in near future and the opportunities where we can be sharing responsibilities for new product component support. Our marketing team along with our management through their experience and good rapport with customers owing to timely and quality delivery of service plays an instrumental role in creating and expanding the sales network of our Company. In order to maintain good relation with our customers, our promoters and our marketing team regularly interacts with them and focuses on gaining an insight into the additional needs of our customers. Our prime consideration for customer selection is timely payments and consistency in purchases.

### Human Resources

We believe that our employees are key contributors to our business success, and therefore, we focus on attracting and retaining the best talent. Our goal is to recruit the necessary talent, facilitate the integration of employees into the company, and encourage skill development to support our performance and operational growth. As of June 30, 2024, our company employs 79 full-time employees and 24 contract workers at various levels within the organization. Additionally, we also engage manpower on a contractual basis.

## Corporate Social responsibility

Our Company has adopted a CSR policy in compliance with the requirements of the Companies Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014. During Fiscal 2024, our Company contributed Rs. 23.99 lakhs towards promoting education, healthcare, and providing safe drinking water. In Fiscal 2023, we contributed Rs. 11.85 lakhs to these same causes, and in Fiscal 2022, we contributed Rs. 6.93 lakhs for promoting education and providing safe drinking water, as well as an additional amount towards COVID-19 control.

## Competition

Our Company operates in highly competitive industry. Our manufacturing plant are set up in State of Chhattisgarh which is known as hub for iron and steel industry in India. In this highly competitive industry, we compete with other sponge iron manufacturers and suppliers in the world and in India. Some of our competitors have better penetration in some of the geographical locations that we operate in. Some of our significant competitors in the organized segment include Vraj Iron and Steel Limited, Bihar Sponge Iron Ltd and Chaman Metallics.

## Insurance

We have obtained insurance coverage in respect of certain risks related to physical loss or damage to or destruction of Insured Property against Fire, Earthquake, terrorism etc., for our factory building, plant & machinery and stock through a Business Guard Bharat Laghu Package Policy. Also, we have obtained insurance policies in respect of Marine Cargo and vehicle insurance. Our operations are subject to risks inherent in manufacturing facilities such as risk of equipment failure, work accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions including hazards that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environmental damage. Our insurance policies may not be sufficient to cover our economic loss. For further details, kindly refer the section on “**Risk Factors**” beginning on page 25 of this Draft Red Herring Prospectus. Our insurance coverage may not adequately protect us against all material hazards, which may affect our business, results of operations and financial condition.

## Property

### Intellectual Property

#### Trademarks

As of the date of this Draft Red Hearing Prospectus, we have filed an application with the Registrar of Trademarks to

register our corporate logo



for further information, see “*Government and other approvals – Intellectual property related approvals*” on page 245. Also, see “*Risk factors - We do not have trademark registration for our new corporate logo. If we are unable to register our corporate logo, we may not be able to protect or enforce our rights to own or use our corporate logo which could have an adverse effect on our business and competitive position.*”

### Immovable Properties

The following are the details of the material properties owned/leased/rented by the company.

Sr. No.	Usage	Address	Owned/Leased/Rented
1.	Registered Office	Flat No 2D, 2nd Floor , Tower No. 1, Alcove Gloria, Municipal Premises No 403/1, Dakshindari Road, VIP Road, Kolkata, Sreebhumi, North 24 Parganas, West Bengal 700048	Rent agreement dated July 26, 2024 between Anita Trade links Private Limited through its Director Manish Parasrampurua as "First Party" and Shri Hare-Krishna Sponge Iron Limited through its Chairman & Managing Director Manoj Parasrampurua as "Second Party"  Period- 11 month from July 26, 2024 (can be extended further by both the parties with their mutual consent)  Rent- Rs. 25,000/- (Rupees Twenty-Five thousand only) per month

2.	Manufacturing Unit	Phase – II, Plot No. 106, Industrial Growth Centre, Siltara, Raipur, Chhattisgarh, India, 493111.	Lease agreement dated June 30, 2003 between the Governor of Chhattisgarh through Addl. Managing Director as "Lessor" and Shri Hare Krishna Sponge Iron (P) Limited through its Director Manoj Parasrampurua as "Lessee" for a period of 99 Years starting from June 30, 2003 to June 29, 2102. Both the parties agreed for consideration of Rs. 59,380/- (Annual Rent), annual development fund for maintenance charges of Rs. 59,380/- and annual street light charges of Rs. 15,835/-. The rent consideration for the said premises will increase after interval of 30 years.  Area- 9.78 acre
3.	Commerical Land	Unit – 3, P.H.No. – 20, Kh. No. – 83/1, 83/2, Village – Siltara, Teh – Dhariwa, Dist. – Raipur.	Rent agreement dated July 30, 2024 between ARP Complex Private Limited through its Director Manish Parasrampurua as "Landlord" and Shri Hare Krishna Sponge Iron Limited through its Director Manoj Parasrampurua as "Tenant"  Period- 11 months from March 01, 2024 to January 31, 2025  Rent- Rs. 1,50,000/- (One Lakh Fifty thousand only) per month  Area- 3.67 acre
4.	Manufacturing Unit (currently not in use)	Unit-3, P.H. No- 90, Kh. No.-84/1, 84/2, 85/1, 85/3, 85/4, Village- Siltara, The- Dhariwa, Dist- Raipur	Owned

## **KEY INDUSTRY REGULATIONS AND POLICIES**

*The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the section titled “Government and other Approvals” on page 214 of this Draft Red Herring Prospectus.*

**This chapter has been classified as under:**

- A. Core Business Laws
- B. Corporate and Commercial laws
- C. Labour and Employment Laws
- D. Environmental laws
- E. Tax Laws
- F. Foreign Regulations
- G. Intellectual Property Laws

### **A. CORE BUSINESS LAWS**

#### **Industrial (Development and Regulation) Act, 1951**

This Act has been liberalized under the New Industrial Policy dated July 24<sup>th</sup>, 1991, and all industrial undertakings have been made exempt from licensing except for certain industries such as distillation and brewing of alcoholic drinks, cigars and cigarettes of tobacco and manufactured tobacco substitutes, all types of electronic aerospace and defence equipment, industrial explosives including detonating fuses, safety fuses, gun powder, nitrocellulose and matches and hazardous chemicals and those reserved for the small scale sector. An industrial undertaking, which is exempt from licensing, is required to file an Industrial Entrepreneurs Memorandum ("IEM") with the Secretariat for Industrial Assistance, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and no further approvals are required.

#### **National Steel Policy, 2017**

The NSP 2017 seeks to enhance domestic steel production with focus on creating a technologically advanced and globally competitive steel industry in India that promotes economic growth. The NSP 2017 aims to create an environment for attaining self-sufficiency in steel production by providing policy support and guidance to private manufacturers. The intent is to strengthen the research and development of national importance in the iron and steel sector by utilizing tripartite synergy among industry, national research and development laboratories and academic institutions. The NSP 2017 covers, inter alia, steel demand, steel capacity, raw materials, including iron ore, iron ore pellets, manganese ore, chromite ore, Ferro-alloys, land, water, power, infrastructure and logistics, and environmental management.

#### **Mines and Minerals (Development and Regulation) Act, 1957 (“MMDR Act”)**

The MMDR Act was enacted for the development and regulation of mines and minerals under the control of the union of India. The MMDR Act stipulates that no person is permitted to undertake any reconnaissance, prospecting or mining operations in any area unless such activity is undertaken in accordance with the terms and conditions of the reconnaissance permit or a prospecting licence or an exploration license or a mining lease granted under the MMDR Act. The MMDR Act also grants State Governments the power to inter-alia make rules regulating: (i) the grant of leases in relation to quarries, mining or other mineral concessions in respect of minor minerals (i.e., minerals identified or notified as minor minerals in the MMDR Act); and (ii) the prevention of illegal mining, transportation and storage of minerals and any purposes connected therewith.

#### **Minerals conservation and development rules, 1988**

The Minerals Conservation and Development Rules, 1988, is an Indian regulatory framework established to promote the sustainable management of mineral resources. This set of rules governs the exploration, extraction, and processing of minerals to ensure their efficient use and conservation. It mandates that mining operations adhere to environmental and

safety standards, including proper waste management, land reclamation, and adherence to prescribed methods of mining to minimize ecological impact. The goal is to balance mineral development with environmental protection and resource conservation.

#### **The Orissa Mineral (Prevention of Theft, Smuggling and Illegal Mining, Possession, Storage, Trading and Transportation) Rules, 2007**

covered under section 23 (C) of the Mines and Minerals (Development and Regulation) Act, 1957 which grant power to state government to make rules for preventing illegal mining, possession, trading, transportation and storage of minerals. This Rules aim to regulate and prevent unauthorized activities related to mineral resources in the state of Orissa, India. The Rule includes provisions for obtaining licenses, permits, and documentation to ensure compliance with legal standards and prevent theft, smuggling, and illegal mining. The rules also outline penalties and enforcement measures to deter and punish violations, aiming to safeguard mineral resources and promote responsible mining practices in the region.

#### **Contract Labour (Regulation and Abolition) Act, 1970**

The Contract Labour (Regulation and Abolition) Act, 1970 is a crucial Indian legislation designed to regulate the employment of contract labourers across various industries. Its primary objective is to prevent exploitation of contract workers by ensuring they receive fair wages, decent working conditions, and essential amenities such as canteens, restrooms, and first aid facilities. The Act also mandates that employers obtain licenses or register establishments engaging contract labour, thereby ensuring compliance with its provisions. Additionally, it provides for the abolition of contract labour in certain types of work deemed to be of a perennial nature, aiming to secure the rights and welfare of contract labourers in India.

#### **The Bureau of Indian Standards Act, 2016**

The BIS (Bureau of Indian Standards) certification is mandatory for certain products to prove the compliance of safety standards through standardization, certification, and testing. It ensures the product quality and reliability by verifying safety requirements and minimizing health hazards to consumers. Most recently on July 22, 2019, the Indian Ministry of Steel announced extensions of the certification scheme for steel products, most becoming effective immediately. It is also possible that the BIS certification will be required for certain components of products (for example, batteries). In such a case, the component certification needs to be completed before the process of actual product certification can be stated. **IS 4606 of 1983** is required for specification for steel shots for use in foundries.

#### **Steel and Steel Products (Quality Control) Order, 2020 (Applicable as per Section 16 of BIS Act, 2016)**

The Steel and Steel Products (Quality Control) Order, 2020 (“QC Order”) was notified by the Ministry of Steel, Government of India, to vide Gazette Notification No. S.O 4637(E) dated December 22, 2020 to bring certain steel products under mandatory BIS certification. All manufacturers of steel and steel products are required to apply for certification and ensure compliance with the QC Order. The QC Order further provides that every steel and steel product stated therein shall bear the standard mark under a license from BIS, as provided in Bureau of Indian Standards (Conformity Assessment) Regulations.

#### **The Legal Metrology Act, 2009 (the “Legal Metrology Act”) and the Legal Metrology (Packaged Commodities) Rules, 2011 (the “Legal Metrology Rules”)**

The Legal Metrology Act, along with the Legal Metrology Rules, establishes and enforces standards of weights and measures, regulates trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or numbers. Any transaction relating to goods or a class of goods shall be as per the weight, measurements or numbers prescribed by the Legal Metrology Act. The Legal Metrology Act prohibits the manufacture, packing, selling, importing, distributing, delivering, offer for sale of any pre-packaged commodity if such does not adhere to the standard regulations set out. The Legal Metrology Rules are ancillary to the Legal Metrology Act and set out to define various manufacturing and packing terminology. It lays out specific prohibitions where manufacturing, packing, selling, importing, distributing, delivering, offering for sale would be illegal and requires that any form of advertisement where the retail sale price is given must contain a net quantity declaration. Circumstances which are punishable are also laid out in the Legal Metrology Rules.

## **The Factories Act, 1948**

A factory is a building or group of buildings where people work with machinery to make goods. The primary goal of the Factories Act is to safeguard employees in a factory from industrial and occupational risks. This Act gives the owner or occupier of a factory a particular responsibility to secure and protect employees from employment in conditions harmful to their health and safety in order to safeguard workers. It is stated in the Act that the purpose of the Factories Act is to amend and consolidate the legal framework governing factory labour.

The Act is applicable to any factory whereon ten or more workers are working, or were working on any day of the preceding twelve months, and in any part of which a manufacturing process is being carried on with the aid of power, or is ordinarily so carried on, or whereon twenty or more workers are working, or were working on any day of the preceding twelve months, and in any part of which a manufacturing process is being carried on without the aid of power, or is ordinarily so carried on; but this does not include a mine, or a mobile unit belonging to the armed forces of the union, a railway running shed or a hotel, restaurant or eating place.

The Factories Act, 1948 is a beneficial legislation. The aim and object of the Act is essentially to safeguard the interests of workers, stop their exploitation and take care of their safety, hygiene and welfare at their places of work. It casts various obligations, duties and responsibilities on the occupier of a factory and also on the factory manager. Amendments to the Act and court decisions have further extended the nature and scope of the concept of occupier, especially vis-a-vis hazardous processes in factories.

## **Electricity Act, 2003**

The Electricity Act, 2003 (“Electricity Act”) was enacted to regulate the generation, transmission, distribution, trading and use of electricity by authorising a person to carry on the above acts either by availing a license or by seeking an exemption under the Electricity Act. Additionally, the Electricity Act states no person other than Central Transmission Utility or State Transmission Utility, or a licensee shall transmit or use electricity at a rate exceeding 250 watts and 100 volts in any street or place which is a factory within the meaning of the Factories Act, 1948 or a mine within the meaning of the Mines Act, 1952 or any place in which 100 or more persons are ordinarily likely to be assembled. An exception to the said rule is given by stating that the applicant shall apply by giving not less than 7 days’ notice in writing of his intention to the Electrical Inspector and to the District Magistrate or the Commissioner of Police, as the case may be, containing the particulars of electrical installation and plant, if any, the nature and purpose of supply of such electricity. The Electricity Act also lays down the requirement of mandatory use of meters to regulate the use of electricity and authorises the Commission so formed under the Electricity Act, to determine the tariff for such usage. The Electricity Act also authorises the State Government to grant subsidy to the consumers or class of consumers it deems fit from paying the standard tariff required to be paid.

## **B. CORPORATE AND COMMERCIAL LAWS**

### **Companies Act, 2013**

Companies Act primarily regulates the formation, financing, functioning and restructuring of separate legal entity as companies. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law lays down transparency, corporate governance and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

### **Indian Contract Act, 1872**

Indian Contract Act codifies the way we enter into a contract, execute a contract, implementation of provisions of a contract and effects of breach of a contract. The Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced as amended from time to time. It determines the circumstances in which promise made by the parties to a contract shall be legally binding on them.

### **Negotiable Instruments Act, 1881**

In India, any negotiable instruments such as cheques are governed by this Act, Section 138 of the Act, makes dishonour of cheques a criminal offence if the cheque is dis honoured on the ground of insufficiency of funds in the account maintained by a person who draws the cheque which is punishable with imprisonment as well as fine.

### **The Registration Act, 1908 (“Registration Act”)**

The Registration Act was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

### **Indian Stamp Act, 1899 (the “Stamp Act”)**

Under the Indian Stamp Act, 1899 (the “Stamp Act”) stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. Instruments chargeable to duty under the Stamp Act, which are not duly stamped, are incapable of being admitted in court as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all.

### **The Arbitration and Conciliation Act, 1996**

This act was enacted by Parliament in the Forty-seventh Year of the Republic of India to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation.

### **The Insolvency and Bankruptcy Code, 2016**

The Insolvency and Bankruptcy Code, 2016 (the “code”) cover Insolvency of individuals, unlimited liability partnerships, Limited Liability partnerships (LLPs) and companies. The Insolvency Regulator (The Insolvency and Bankruptcy Board of India) has been established to exercise regulatory oversight over (a) Insolvency Professionals, (b) Insolvency Professional Agencies and (c) Information Utilities.

### **Micro, Small and Medium Enterprises Development (MSMED) Act, 2006**

The Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 is an Indian legislation aimed at promoting and enhancing the competitiveness of micro, small, and medium enterprises (MSMEs). It defines MSMEs based on their investment in plant and machinery for manufacturing units or equipment for service enterprises. The Act provides for various measures to support MSMEs, including easier access to credit, technology upgrades, marketing assistance, and support for entrepreneurship development. It also mandates timely payments to MSMEs from buyers to improve their cash flow. Overall, the MSMED Act seeks to foster the growth of MSMEs, which are crucial for employment generation, industrialization, and economic development in India.

### **The West Bengal Factories Rules 1958 / The Chhattisgarh Factories Act, 1962**

According to the Factories Rules, No building in a factory shall be constructed reconstructed or extended nor shall any manufacturing process be carried or in any building constructed or extended or taken into use as a factory or part of a factory after the date of the enforcement of this rule, unless previous permission in writing is obtained from the State Government or the Chief Inspector. According to the Factories Act, any person who wants to construct, extend or take into use any building a factory in any state has to get prior permission from the respective authority in advance before the commencement of the manufacturing business. The Act is applicable to all factories, including State and Central Government, in the premises wherein:

- 10 or more workers are employed with the use of power.
- 20 or more workers are employed without the use of power.
- Less than 10 workers, if activity is notified by the State Government.
- Engaged in manufacturing activities.

## **C. LABOUR AND EMPLOYMENT LAWS**

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

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 provides for the protection of women at work place and prevention of sexual harassment at work place. The Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behaviour namely, physical contact and advances or a demand or request for sexual favours or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to Rs. 50,000/- (Rupees Fifty Thousand Only).

### **The Employees Compensation Act, 1923**

The Employees Compensation Act, 1923 ("EC Act"), provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the EC Act, the amount of compensation to be paid depends on the nature and severity of the injury. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees' Compensation a report regarding any fatal or serious bodily injury suffered by an employee within seven days of receiving a notice.

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

The Payment of Bonus Act, 1965 as amended (the "Payment of Bonus Act") was enacted to provide for the payment of bonus to persons employed in establishments where 20 or more persons are employed on any day during an accounting year. The Payment of Bonus Act ensures that a minimum annual bonus is payable to every employee 138 regardless of whether the employer any allocable surplus in the accounting year in which the bonus is payable. Under the Payment of Bonus Act, every employer is bound to pay to every employee, in respect of the accounting year, a minimum bonus which is 8.33% of the salary or wage earned by the employee during the accounting year or `100, whichever is higher. Contravention of the provisions of the Payment of Bonus Act by a company is punishable with imprisonment for a term of up to six months or a fine of up to `1,000 or both, against persons in charge of, and responsible to the company for the conduct of the business of the company at the time of contravention, as well as the company.

### **The Payment of Gratuity act, 1972**

The Payment of Gratuity Act, 1972 as amended (the "Payment of Gratuity Act") provides for payment of gratuity to an employee at the time of termination of services. Payment of Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in establishments in which ten or more persons are employed or were employed on any day of the preceding 12 months; and as the Central Government may, by notification, specify. Gratuity under the Payment of Gratuity Act, is payable to an employee after he has rendered his services for a period not less than five years: (a) on his / her superannuation; (b) on his / her retirement or resignation; or (c) on his / her death or disablement due to accident or disease (in this case the minimum requirement of five years does not apply). Under the Payment of Gratuity Act, the maximum gratuity payable may not exceed `1,000,000.

### **The Employees Provident Fund and Miscellaneous Provisions Act, 1952 ("EPF Act") and the schemes formulated there under ("schemes")**

The Employees Provident Funds and Miscellaneous Provisions Act, 1952 ("EPF Act") was introduced with the object to institute compulsory provident fund for the benefit of employees in factories and other establishments. The EPF Act provides for the institution of provident funds and pension funds for employees in establishments where more than 20 (twenty) persons are employed and factories specified in Schedule I of the EPF Act. Under the EPF Act, the Central Government has framed the "Employees Provident Fund Scheme", "Employees Deposit-linked Insurance Scheme" and the "Employees Family Pension Scheme". Liability is imposed on the employer and the employee to contribute to the funds mentioned above, in the manner specified in the statute. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

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



All the establishments to which the Employees State Insurance (ESI) Act applies are required to be registered under the Act with the Employees State Insurance Corporation. The Act applies to those establishments where 20 or more

persons are employed. The Act requires all the employees of the factories and establishments to which the Act applies to be insured in the manner provided under the Act. Further, employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the ESI department. The Employees' State Insurance Rules, 1950 ensure implementation of the provisions of the Employees' State Insurance Act, 1948.

- The other labour laws applicable to the Company are:
- Minimum Wages Act, 1948
- Payment Of Wages Act, 1936
- Employees' Compensation Act, 1923
- Payment Of Gratuity Act, 1972
- Payment Of Bonus Act, 1965
- Industrial Disputes Act, 1947
- The Maternity Benefit Act, 1961
- The Equal Remuneration Act, 1976 And Equal Remuneration Rules, 1976
- The Child and Adolescent Labour (Prohibition And Regulation) Act, 1986
- Apprentices Act, 1961

**The Government of India has consolidated 29 central Labour laws into four Codes namely Code of Wages 2019, The Code on Social Security, 2020, The Industrial Relations Code, 2020 and Occupational Safety, Health and Working Conditions Code, 2020. All these codes have received the assent of President of India but none of them has been made effective till date. Brief descriptions of each of the codes are given below:**

#### **Code of Wages, 2019**

The Code aims to consolidate the laws relating to wages and bonus and matters connected therewith or incidental thereto. It received the assent of President of India on August 08, 2019. The Code contains procedure for fixing minimum wage, limit for fines and deductions in wages, minimum and maximum bonus, calculation of allocable and available surplus, as well as gender neutral consideration in fixing wages. The Code has given the power to Central Government to fix a “floor wage” and the State governments cannot fix any minimum wage less than the “floor wage”. It amalgamates and subsumes four imperative labour laws - the Payment of Wages Act, 1936; the Minimum Wages Act, 1948; the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. The date of implementation of the Code is yet to be notified.

#### **The Code on Social Security, 2020**

This Code received the assent of President of India on September 28, 2020 though the implementation of the same is yet to be notified. The Code aims to provide better social security benefits such as provident fund, insurance and gratuity to workers. It extends the reach of the Employees' State Insurance Corporation and the Employees' Provident Fund Organization (which regulate benefits such as provident fund, insurance, pension, etc.) to the workers in the unorganized sector and the platform and gig workers. The Code further stipulates gratuity benefit for fixed term employees without any condition for minimum service period as envisaged under the current regime. The Code subsumes nine (9) labour laws relating to social security, namely, the Employees' Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Cine-Workers Welfare Fund Act, 1981, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers Social Security Act, 2008.

#### **The Industrial Relations Code, 2020**

This Code received the assent of President of India on September 28, 2020 though the implementation of the same is yet to be notified. The Code aims to streamline the laws regulating industrial disputes and trade unions in India. For the benefit of the employers, the Code has introduced various aspects such as increasing the threshold of workers to three hundred (300) for obtaining the consent of the concerned government in case of lay off, retrenchment or closure of the establishment, notice of change not required to be given subject to the conditions stipulated in the Code, increasing the wage threshold to INR 18,000 (Indian Rupees Eighteen Thousand) for exclusion from the definition of worker, etc. The Industrial Relations Code also introduces the concept of deemed certification of standing orders. The Code subsumes three labour laws relating to industrial relations, namely, the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947.

## **Occupational Safety, Health and Working Conditions Code, 2020**

The Occupational Safety, Health and Working Conditions Code, 2020 (OSH Code) is one of three new labor codes that will consolidate the bulk of labor legislation in India and streamline labor compliance besides expanding the social security net for workers. This Code received the assent of President of India on September 28, 2020 though the implementation of the same is yet to be notified. Rules to implement the Code are expected to be finalized in the next few weeks.

New establishments covered by the OSH Code must register themselves (within 60 days of commencement of the Code) with registering officers appointed by the appropriate government. Establishments already registered under any other federal law will not be required to register again.

Every employer is directed to undertake the following obligations by the OSH Code:

- Ensure that the workplace is free from hazards can cause injury or occupational disease to the employees and comply with the OSH Code and the government's directions on the same;
- Provide free annual health examination or testing, free of cost, to certain classes of employees;
- Provide and maintain, as reasonably practical, a working environment that is safe and without risk to the health of the employees;
- Issue letters of appointments to employees; and
- Ensure that no charge is levied on any employee for maintenance of safety and health at workplace, including the conduct of medical examination and investigation for the purpose of detecting occupational diseases.

Further, the Code directs employers with respect to factories, mines, dock work, building and other construction work, or plantations to ensure: (i) safety arrangements in the workplace and absence of risk to health in connection with the use, storage, and transport of articles and substances; (ii) provision of such information, instruction, training, and supervision as are necessary to ensure the health and safety of all employees at work, etc. This Code shall subsume more than 10 labour laws including Factories Act 1948, Contract Labour Act 1970 and Mines Act 1952.

## **D. ENVIRONMENTAL LAWS**

### **Environment Protection Act, 1986**

The Environmental Protection Act, 1986 is an “umbrella” legislation designed to provide a framework for co-ordination of the activities of various central and state authorities established under various laws. The potential scope of the Act is broad, with “environment” defined to include water, air and land and the interrelationships which exist among water, air and land, and human beings and other living creatures, plants, micro-organisms and property.

### **The Air (Prevention and Control of Pollution) Act, 1981**

The Air (Prevention and Control of Pollution) Act, 1981 requires that any individual or institution responsible for emitting smoke or gases by way of use as fuel or chemical reactions must apply in a prescribed form and obtain consent from the state pollution control board prior to commencing any activity. National Ambient Air Quality Standards (NAAQS) for major pollutants were notified by the Central Pollution Control Board in April 1994.

### **The Water (Prevention and Control of Pollution) Act, 1974 (the “Water Act”) and Water (Prevention and Control of Pollution) Cess Act, 1977 (the “Water Cess Act”)**

The Water Act was enacted to provide for the prevention and control of water pollution and the maintaining or restoring of wholesomeness of water. Further, the Water Act also provides for the establishment of central pollution control board and state pollution control board with a view to carry out the aforesaid purpose. Any person establishing or taking steps to establish any industry, operation or process, or any treatment and disposal system or extension or addition thereto, which is likely to discharge sewage or trade effluent into a stream, well, sewer or on land is required to obtain the previous consent of the concerned state pollution control board. In addition, the Water Cess Act was enacted to provide for the levy and collection of a cess on water consumed by persons carrying on certain businesses and by local authorities, with a view to augment the resources of the central board and state boards for the prevention and control of water pollution constituted under the Water Act.

### **The Hazardous and Other Wastes (Management and Trans boundary Movement) Rules, 2016 (the “Hazardous Waste Rules”)**

The objective of the Hazardous Waste Rules is to control the collection, reception, treatment and storage of hazardous waste. The Hazardous Waste Rules prescribes for every person who is engaged in generation, treatment, processing, package, storage, transportation, use, collection, destruction, conversion, recycling, offering for sale, import, export, transfer or the like of the hazardous and other wastes to obtain an authorization from the relevant state pollution control board.

#### **Noise Pollution (Regulation and Control) Rules 2000 (“Noise Regulation Rules”)**

Noise Regulation Rules regulate noise levels in industrial, commercial and residential zones. The Noise Regulation Rules also establish zones of silence of not less than 100 meters near schools, courts, hospitals, etc. The rules also assign regulatory authority for these standards to the local district courts. Penalty for noncompliance with the Noise Regulation Rules shall be under the Provisions of the Environment (Protection) Act, 1986.

### **E. TAX LAWS**

#### **Income Tax Act, 1961**

The Income Tax Act, 1961 deals with the taxation of individuals, corporate, partnership firms and others. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act. Filing of returns of Income is compulsory for all assesses. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act.

#### **The Central Goods and Services Tax Act, 2017**

The Central Goods and Services Tax Act, 2017 received assent of the President on 12th April 2017 and came into force from 1st July 2017. Goods and Service Tax (GST) is an indirect tax levied on the supply of goods and services. This law has replaced many indirect tax laws that previously existed in India such as Service tax, Central Excise Act, Entry Tax, Octroi, Additional customs duty and other draconian indirect taxes. There are 3 taxes applicable under this system- CGST, SGST, IGST.

**CGST:** is collected by the Central Government on an intra-state sale;

**SGST:** Collected by the State Government on an intra-state sale;

**IGST:** Collected by the Central Government for inter-state sale.

**Following laws which have been subsumed in GST Acts were applicable to the Company till 30th June 2017 and shall remain applicable here after as stated in the GST ACTS.**

#### **Central Excise Act, 1944 and Excise Regulations**

The Central Excise Act, 1944 sought to impose an excise duty on excisable goods which are produced or manufactured in India. Excise duty was levied on production of goods but the Liability of excise duty arose only on removal of goods from the place of storage, i.e., factory or warehouse.

#### **Central Sales Tax Act, 1956**

Central Sales Tax (“CST”) was levied in accordance with the Central Sales Tax Act, 1956 on movable goods sold in the course of inter-state trade or commerce. CST was payable by a dealer (i.e. a person who carries on the business of buying, selling, supplying or distributing goods) on his sales turnover at the rate prescribed in the VAT statute of the State from where the movement of the goods originate.

#### **State laws governing Entry Tax**

Entry Tax provides for the levy and collection of tax on the entry of goods into the local areas of the state for consumption, use or sale therein and matters incidental thereto and connected therewith. It was levied at such rate as may be specified by the State Government and different rates may be specified for different goods.

#### **Service Tax, (The ‘Finance Act, 1994’)**

Service tax was charged on taxable services as defined in Chapter V of Finance Act, 1994, which required a service provider of taxable services to collect service tax from a service recipient and pay such tax to the Government.

There are other indirect taxes which are now subsumed under GST and these are Additional Duties of Excise, Cess, Purchase Tax, Taxes on advertisements.

### **The West Bengal State Tax on Professions, Trades Callings and Employments Act 1979; The Chhattisgarh State Tax on Professions, Trades Callings and Employments Act 1995.**

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner.

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

Chattisgarh Goods and Services Tax Act, 2017 contains provisions for the levy and collection of tax on intra-state supply of goods or services or both. It lays down eligibility and conditions for taking input tax credit, provisions relating to audit, inspection, search, seizure, arrest, demands and recovery and also prescribes penalties for offences under the Act.

## **F. FOREIGN REGULATIONS**

### **The Foreign Trade (Development & Regulation) Act, 1992**

The Foreign Trade (Development & Regulation) Act, 1992 [herein after FTA], provides for the development and regulation of foreign trade by facilitating imports into and augmenting exports from India and for matters connected therewith or incidental thereto. As per the provisions of the FTA, the Government: (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorised to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorised to appoint a 'Director General of Foreign Trade' for the purpose of the Act, including formulation and implementation of the Export-Import Policy. FTA read with the Indian Foreign Trade Policy inter-alia provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

### **Foreign Exchange Management Act, 1999 (“the FEMA”) and Rules and Regulations thereunder**

Export of goods and services outside India is governed by the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”), read with the applicable regulations. The Foreign Exchange Management (Export of goods and services) Regulations, 2000 have been superseded by the Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 (“Export of Goods and Services Regulations 2015”) issued by the RBI on January 12, 2016 [last amended on June 23, 2017]. The RBI has also issued a Master Circular on Export of Goods and Services. The export is governed by these Regulations which make provisions such as declaration of exports, procedure of exports as well as exemptions.

## **G. INTELLECTUAL PROPERTY LAWS**

### **The Trademarks Act, 1999 (“Trademarks Act”)**

Under the Trademarks Act, a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trade mark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewal fee.

## HISTORY AND CORPORATE STRUCTURE

### Brief history of our Company

Our Company was originally incorporated as a private limited Company under the name of “Shri Hare-Krishna Sponge Iron Private Limited” on May 02, 2003 under the provisions of the Companies Act, 1956 with the Registrar of Companies, West Bengal bearing registration number as 096152. Thereafter, our Company was converted from private limited to public limited, pursuant to a special resolution passed by the shareholders of our Company on May 25, 2007 and the name of the Company was changed from “Shri Hare-Krishna Sponge Iron Private Limited” to “Shri Hare-Krishna Sponge Iron Limited” vide fresh certificate of incorporation dated June 20, 2007, issued by the Registrar of Companies, West Bengal. The Corporate identification number of our Company is U27109WB2003PLC096152.

Shyam Sunder Parasrampurua, Manoj Parasrampurua, Manish Parasrampurua were the initial subscribers to the Memorandum of Association of our Company. For information on our Company’s profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major Vendors and suppliers, please refer the sections titled “*Our Business*”, “*Industry Overview*”, “*Our Management*”, “*Financial information of the Company*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 112, 96, 133, 155 and 201 respectively of this Draft Red Herring Prospectus.

### Our Locations:

<b>Registered Office</b>	Flat No 2D, 2nd Floor , Tower No. 1, Alcove Gloria, Municipal Premises No 403/1, Dakshindari Road, VIP Road, Kolkata, Sreebhumi, North 24 Parganas, West Bengal 700048
<b>Manufacturing Unit</b>	Phase-II, Plot No.106, Phase II Industrial Growth Centre, Siltara, Raipur, Chhattisgarh, India, 493 111.

### Changes in Registered Office of the Company

Except as mentioned below, there has not been any change in our Registered Office since inception till the date of the Draft Red Herring Prospectus

Effective date	From	To	Reason for change
February 21, 2006	134/1 Mahatma Gandhi Road, Kolkata, West Bengal 700 007	126, Mahatma Gandhi Road, Ground Floor, Kolkata, West Bengal 700007.	Administrative Convenience
August 26, 2024	126, Mahatma Gandhi Road, Ground Floor, Kolkata, West Bengal 700007	Flat No 2D, 2nd Floor , Tower No. 1, Alcove Gloria, Municipal Premises No 403/1, Dakshindari Road, VIP Road, Kolkata, , Sreebhumi, North 24 Parganas, West Bengal 700048	Administrative Convenience

### Main Objects of Memorandum of Association

The main objects of our Company as contained in our Clause III(A) of Memorandum of Association of our Company are as follows:

To carry on the business of manufacturing, processing, fabricating, buying, selling, supplying, exporting, importing, distributing and or dealing in any manner all kinds of sponge iron and its products, iron ore, iron, steel and its alloys, metals, ferrous and nonferrous iron and steel, wrought iron, pig iron, cast iron, castings, mild steel, special steel, stainless steel, rolled products, sheets, wires, flats, angles, rounds, squares, joints, channels, strips, plain/twisted bars, shaftings, power transmission/communication towers, pipes, frames, grills, structures, drills, tools, accessories, equipments, instruments, implements, machineries, moulds, iron/steel based semi-finished and finished products, blooms, billets, ingots, railroad rails and wheels, plates, wires, wire rods, seamless pipes, nails, tinplate, food containers, cast products, scraps, power project items, consumer, household, industrial, intermediate and utility products, towers, structural items, Kilns, chains etc, and to set up and establish Sponge Iron Plant with back ward and forward integration including mining and quarrying and also to carry on the business of running units, workshops,

mills, foundries and furnaces for production and process by way of and using the method and process of corrosion resistance, heating, cooling, quench hardening, melting, remelting, refining, painting, chemical application and

combination, galvanisation, tinning, oxidizing, continuous casting, crushing, screening, grounding, concentrating, sintering, pelletizing, hammering, smelting, combustion, hot-strip / cold-strip, annealing, rolling, drilling, casing bessemer process, open-hearth process, basic oxygen process, at its own or as per design and drawings provided by the customers and or in any manner and to do all kinds of fabrication and engineering jobs and also to execute jobs, contracts and works contracts.

### Amendments to the Memorandum of Association

Except as stated below, there has been no change in the Memorandum of Association of our Company since its incorporation:

Date of Meeting	Type of Meeting	Amendments
May 16, 2003	EGM	Increase in the authorized share capital of the Company from ₹1.00 Crore divided into 1,00,000 Equity Shares of ₹ 100/- each to ₹2.5 Crore divided into 2,50,000 Equity Shares of ₹100/- each
March 27, 2004	EGM	Increase in the authorized share capital of the Company from ₹2.5 Crore divided into 2,50,000 Equity Shares of ₹ 100/- each to ₹5 Crore divided into 5,00,000 Equity Shares of ₹100/- each
September 07, 2004	EGM	Increase in the authorized share capital of the Company from ₹5 Crore divided into 5,00,000 Equity Shares of ₹ 100/- each to ₹7 Crore divided into 7,00,000 Equity Shares of ₹100/- each
April 28, 2005	EGM	Increase in the authorized share capital of the Company from ₹7 Crore divided into 7,00,000 Equity Shares of ₹ 100/- each to ₹11 Crore divided into 11,00,000 Equity Shares of ₹100/- each
June 28, 2005	EGM	Increase in the authorized share capital of the Company from ₹11 Crore divided into 11,00,000 Equity Shares of ₹ 100/- each to ₹12 Crore divided into 12,00,000 Equity Shares of ₹100/- each
September 30, 2005	AGM	Increase in the authorized share capital of the Company from ₹12 Crore divided into 12,00,000 Equity Shares of ₹ 100/- each to ₹13 Crore divided into 13,00,000 Equity Shares of ₹100/- each
May 25, 2007	EGM	Change in the Memorandum and Article of Association of the Company due to the conversion of the Company from private limited to limited.
December 30, 2008	EGM	Increase in the authorized share capital of the Company from ₹13 Crore divided into 13,00,000 Equity Shares of ₹ 100/- each to ₹15 Crore divided into 15,00,000 Equity Shares of ₹100/- each.
June 12, 2024	EGM	To amend the Memorandum of Association (MoA) and Article of Association of the Company by way of adopting new set of Memorandum of Association and Article of Association in line with the provisions of the Companies Act, 2013.
June 20, 2024	EGM	Increase in the authorized share capital of the Company from ₹15 Crore divided into 15,00,000 Equity Shares of ₹ 100/- each to ₹20 Crore divided into 20,00,000 Equity Shares of ₹100/- each and Addition of new sub clauses in the ancillary object of the Memorandum of Association
July 04, 2024	EGM	Sub-division of 20,00,000 Equity Shares of Rs. 100/- each into the 2,00,00,000 Equity Shares of Rs. 10/- each.

### Major events and milestones of our Company

The table below sets forth some of the major events in the history of our company:

Year/ F.Y.	Key Events/ Milestone/ Achievements
2005	We added induction furnace in our factory to increase production efficiency.
2007	We established a semi-automated structure Rolling mill to enhanced our production technology and Capabilities.
2012	We started the production of steel shots (an import-substituted product)
2020	Crossed Total Revenue of Rs. 7,500 lakhs

### Our holding Company.

As on the date of this Draft Prospectus, our Company does not have a holding company.

#### **Subsidiaries, Associates, and Joint Ventures**

As on the date of this Draft Prospectus, Special Mines & Minerals Private Limited (CIN: U13100WB2011PTC160038) is our associate company.

#### **Strategic or Financial Partnerships**

As on the date of this Draft Prospectus, Our Company does not have any strategic or financial partnerships.

#### **Time and Cost Overruns in Setting up Projects**

There has been no time/ cost overrun in setting up projects by our Company.

#### **Other details about our Company**

For details of our Company's activities, products, growth, awards & recognitions, capacity, location of plants, technology, marketing strategy, competition and our customers, please refer section titled "*Our Business*", "*Management's Discussion and Analysis of Financial Conditions and Results of Operations*" and "*Basis for Issue Price*" on pages 112, 201 and 87 respectively of this Draft Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled "*Our Management*" and "*Capital Structure*" beginning on page 133 and 57 of the Draft Prospectus respectively.

#### **Defaults or Rescheduling of Borrowings with Financial Institutions/ Banks**

There have been no defaults or rescheduling of borrowings with any financial institutions/banks as on the date of the Draft Prospectus.

#### **Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc.**

Our Company has not made any material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years preceding the date of this Draft Prospectus.

#### **Revaluation of assets in the last 10 years**

Our Company has not revalued its assets in the 10 years preceding the date of this Draft Prospectus

#### **Shareholders Agreements**

There are no subsisting shareholder's agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same as on the date of the Draft Prospectus.

#### **Agreement with key managerial personnel or Directors or Promoter or any other employee of the Company**

There are no agreements entered into by key managerial personnel or Directors or Promoter or any other employee, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

#### **Other Material Agreements**

Our Company has not entered into any subsisting material agreements including with strategic partners, joint venture partners and/or financial partners, entered into, other than in the ordinary course of business of the Company.

## OUR MANAGEMENT

### Board of Directors:

The following table sets forth the details regarding the Board of Directors of our Company as on the date of filing of this Draft Red Herring Prospectus:

Name, designation, age, date of birth, address, experience, occupation, qualification, current term, date of appointment and DIN	Other directorships
<p><b>Manoj Parasrampur</b></p> <p><b>Designation:</b> Chairman &amp; Managing Director</p> <p><b>Age:</b> 56 years</p> <p><b>Date of Birth:</b> July 28, 1968.</p> <p><b>Address:</b> Manhari Niwas, 31/267, 1st Floor, Civil Lines, N/o Old Guest House, Raipur, Chhattisgarh- 492 001.</p> <p><b>Experience:</b> 36 years</p> <p><b>Occupation:</b> Business</p> <p><b>Qualification:</b> Bachelor of Commerce</p> <p><b>Current Term:</b> For a period of three years with effect from July 26, 2024 not liable to retire by rotation</p> <p><b>Period of Directorship:</b> Since incorporation</p> <p><b>DIN:</b> 0469018</p>	<p><b>Companies:</b></p> <ul style="list-style-type: none"> <li>• Special Mines &amp; Minerals Private Limited</li> <li>• Indo Chains (Raipur) Private Limited</li> <li>• Buxom Trexim Private Limited</li> <li>• ARP Complex Private Limited</li> </ul> <p><b>Partnership firms</b></p> <ul style="list-style-type: none"> <li>• C.G Sponge Iron Manufacturers Consortium coal fields LLP</li> </ul>
<p><b>Anubhav Parasrampur</b></p> <p><b>Designation:</b> Whole Time Director</p> <p><b>Age:</b> 25 years</p> <p><b>Date of Birth:</b> November 30, 1998</p> <p><b>Address:</b> 31/267, IInd Floor, Near Old Guest House, Civil Line, Raipur, Chhattisgarh-492 001</p> <p><b>Experience:</b> 7 years</p> <p><b>Occupation:</b> Business</p> <p><b>Qualification:</b> Bachelor of Business Administration</p> <p><b>Current Term:</b> For a period of three years with effect from September 21, 2024; liable to retire by rotation.</p> <p><b>Period of Directorship:</b> From September 19, 2024.</p> <p><b>DIN:</b> 10781450</p>	<p><b>Companies:</b> Nil</p>
<p><b>Manish Parasrampur</b></p> <p><b>Designation:</b> Non-Executive Director</p>	



Name, designation, age, date of birth, address, experience, occupation, qualification, current term, date of appointment and DIN	Other directorships
<p><b>Age:</b> 52 years</p> <p><b>Date of Birth:</b> January 19, 1972.</p> <p><b>Address:</b> Manhari Niwas, 31/267, 2nd Floor, Civil Lines, N/o Old Guest House, Raipur, Chhattisgarh- 492001</p> <p><b>Experience:</b> 32 years</p> <p><b>Occupation:</b> Business</p> <p><b>Qualifications:</b> Bachelor of Commerce (B. Com)</p> <p><b>Current Term:</b> Change in designation from Executive Director to Non-Executive Director w.e.f. July 26, 2024, liable to retire by rotation</p> <p><b>Period of Directorship:</b> Since Incorporation,</p> <p><b>DIN:</b> 00469033</p>	<p><b>Companies:</b></p> <ul style="list-style-type: none"> <li>• Special Mines &amp; Minerals Private Limited</li> <li>• Indo Chains (Raipur) Private Limited</li> <li>• ARP Complex Private Limited</li> <li>• Anita Tradelinks Private Limited</li> </ul>
<p><b>Shyam Sunder Parasrampur</b></p> <p><b>Designation:</b> Non-Executive Director</p> <p><b>Age:</b> 82 years</p> <p><b>Date of Birth:</b> January 10, 1942</p> <p><b>Address:</b> 4, Jal Vihar Colony, Rotary Club ward 42, Bindrawangarh, Raipur, Chhattisgarh- 492 001</p> <p><b>Experience:</b> 46 years</p> <p><b>Occupation:</b> Business</p> <p><b>Qualification:</b> Graduate</p> <p><b>Current Term:</b> Non-Executive Director, liable to retire by rotation</p> <p><b>Period of Directorship:</b> Since Incorporation</p> <p><b>DIN:</b> 00469058</p>	<p><b>Companies:</b></p> <ul style="list-style-type: none"> <li>• Indo Chains (Raipur) Private Limited</li> <li>• Buxom Trexim Private Limited</li> </ul>
<p><b>Gaurav Mehta</b></p> <p><b>Designation:</b> Independent Director</p> <p><b>Age:</b> 37 years</p> <p><b>Date of Birth:</b> October 13, 1986.</p> <p><b>Address:</b> A-47, Amrapali Society, Pachpedi Naka, Raipur, Chhattisgarh- 492 001</p> <p><b>Experience:</b> 10 years</p> <p><b>Occupation:</b> Business</p> <p><b>Qualification:</b> Post Graduate Diploma in Management</p>	<p><b>Companies:</b></p> <ul style="list-style-type: none"> <li>• Block Chain Innovation Private Limited</li> <li>• Plutus Brokerage Private Limited</li> <li>• Trintab Innovation Private Limited</li> <li>• Relive Technology Private Limited</li> </ul>

Name, designation, age, date of birth, address, experience, occupation, qualification, current term, date of appointment and DIN	Other directorships
<p><b>Current Term:</b> For a period of 5 years with effect from May 01, 2023; not liable to retire by rotation</p> <p><b>Period of Directorship:</b> From May 01, 2018.</p> <p><b>DIN:</b> 06803209</p>	
<p><b>Jonu Agarwal</b></p> <p><b>Designation:</b> Independent Director</p> <p><b>Age:</b> 38 years</p> <p><b>Date of Birth:</b> March 07, 1986.</p> <p><b>Address:</b> Office No. 305, Arihant Complex, Station Road, Beside Gurudwara, Raipur, Chhattisgarh- 492 001.</p> <p><b>Experience:</b> 12 years</p> <p><b>Occupation:</b> Professional</p> <p><b>Qualification:</b> Chartered Accountant</p> <p><b>Current Term:</b> Appointed as Additional Independent Director with effect from August 16, 2024 and regularized as director with effect from August 19, 2024, not liable to retire by rotation</p> <p><b>Period of Directorship:</b> From August 16, 2024.</p> <p><b>DIN:</b> 10738552</p>	<p><b>Companies:</b> Nil</p>

**Brief Profile of Directors:**

- Manoj Parasrampur** is the Chairman & Managing Director of our Company. He has been on the Board since incorporation. He is a visionary entrepreneur and has played a pivotal role in expanding business operations of our Company. He has total work experience of over 36 years in the steel and metal industry. He has completed his Bachelors of Commerce from Ravishankar University, Raipur in the year 1989. He currently looks after the overall management of the Company. Under his guidance, our Company has witnessed continuous growth.
- Anubhav Parasrampur** is the Whole-time Director of our Company. He has been on the Board since 2024. He has completed his Bachelor of Business Administration from NMIMS University in 2020. He has an experience of around 7 years in steel industry. He is currently looking after the HR & Administration activities of our Company.
- Manish Parasrampur** is the Non-Executive Director of our Company. He has an experience of around 32 years in steel industry. He has completed his Bachelor of Commerce from Pt. Ravishankar Shukla University, Raipur in year 1994.
- Shyam Sunder Parasrampur** is the Non-Executive Director of our Company. He has a work experience of around 46 years in manufacturing industry. He is a Graduate.
- Gaurav Mehta** is the Independent Director of our Company. He has been Board of Directors of our company since 2018. He has a work experience of around 10 years in IT and Emerging Technology sectors. He has completed Post graduate diploma in management for Innovation, Entrepreneurship and venture development from Kumaraguru College of technology in 2021.
- Jonu Agrawal** is the Independent Director of our Company. He has been Board of Directors of our company since 2024. He is member of the Institute of Chartered Accountants of India since 2012. He has a work experience of around 12 years in the field of Finance & Account.

**Confirmations:**

As on the date of this Draft Red Herring Prospectus:

- a) None of our Directors is or was a director of any listed company during the last five years preceding the date of this Draft Red Herring Prospectus, whose shares has been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.
- b) None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the tenure of their directorship in such company.
- c) None of the Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of SEBI (ICDR) Regulations.
- d) None of our Directors is declared as fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018.

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

We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which any of our directors were selected as directors or members of the senior management.

**Service Contracts:**

The Directors of our Company have not entered into any service contracts with our company which provides for benefits upon termination of their employment.

**Details of Borrowing Powers of Directors:**

Pursuant to a special resolution passed at an Extra-ordinary General Meeting of our Company held on July 26, 2024 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company have authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 100.00 Crore.

**Compensation of our Managing Director & Whole-time Director:**

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

**The following compensation has been approved for Managing Director & Whole time Director:****1. Manoj Parasrampururia, Chairman & Managing Director**

Pursuant to the resolutions passed by our Board and our Shareholders on July 15, 2024 and July 26, 2024 respectively, Manoj Parasrampururia was appointed as Chairman and re-appointed as Managing Director for a period of three years with effect from July 26, 2024 without any remuneration. However, Manoj Parasrampururia shall be eligible to receive perquisites and allowances upto the limit exempted under the Income Tax Act, 1961

**2. Anubhav Parasrampururia: Whole-time Director**

Pursuant to the resolutions passed by our Board and our Shareholders on September 19, 2024 and September 21, 2024 respectively, Anubhav Parasrampururia was appointed as whole-time Director for a period of three years with effect from September 21, 2024 at a remuneration, which is to be given by way of salary, dearness allowance, perquisites and other allowances or any other combination thereof which shall not exceed ₹ 36,00,000 p.a. and perquisites and allowances upto Rs. 12,00,000/- p.a.

#### Payments or benefits to Directors:

The remuneration paid to our Directors in Fiscal 2024 is as follows:

Name of Director	Remuneration paid in F.Y. 2023-24 (₹ in lakhs)
Manoj Parasrampururia	Nil
Manish Parasrampururia	Nil
Shams Naved	11.96

#### Bonus or Profit-Sharing Plan for our Directors:

We have no bonus or profit-sharing plan for our Directors.

#### Sitting Fees:

Our Board of Directors have resolved in their meeting dated August 26, 2024 for payment of sitting fees to Directors (including independent directors) of the Company, such sum as may be decided by the Board of Directors which shall not exceed ₹ 1,00,000/- (Rupees One Lakh Only) per meeting of the Board or Committee thereof, attended by such director.

#### Shareholding of our Directors as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Directors	No. of Shares Held	Holding in % (pre-issue)
1.	Manoj Parasrampururia	8,49,850	6.02%
2.	Manish Parasrampururia	6,25,100	4.43%
3.	Shyam Sunder Parasrampururia	3,51,850	2.49%
	<b>Total</b>	<b>18,26,800</b>	<b>12.94%</b>

None of the Independent Directors of the Company holds any Equity Shares of Company as on the date of this Draft Red Herring Prospectus.

We do not have any Subsidiary Company as defined under Section 2(6) of the Companies Act, 2013.

Our Articles of Association do not require our directors to hold any qualification Equity Shares in the Company.

#### INTEREST OF DIRECTORS

All the Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them under the Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company. For further details, please refer to Chapter titled **“Our Management”** beginning on page 133 of this Draft Red Herring Prospectus.

Our directors may also be regarded as interested to the extent of their shareholding and dividend payable thereon, if any, and to the extent of Equity Shares, if any held by them in our Company or held by their relatives. Further our directors are also interested to the extent of unsecured loans, if any, given by them to our Company or by their relatives or by the companies/ firms in which they are interested as directors/ Members/ Partners. Further our directors are also interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/ Members/ Partners and for the details of Personal Guarantee given by Directors towards Financial facilities of our Company please refer to **“Statement of Financial Indebtedness”** on page 198 of this Draft Red Herring Prospectus.

Except as stated otherwise in this Draft Red Herring Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of the Draft Red Herring Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them.

### Interest of Directors in the property of Our Company:

Except as disclosed below, our directors do not have any interest in any property acquired by our Company in a period of two years before filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on date of filing the Draft Red Herring Prospectus with RoC:-

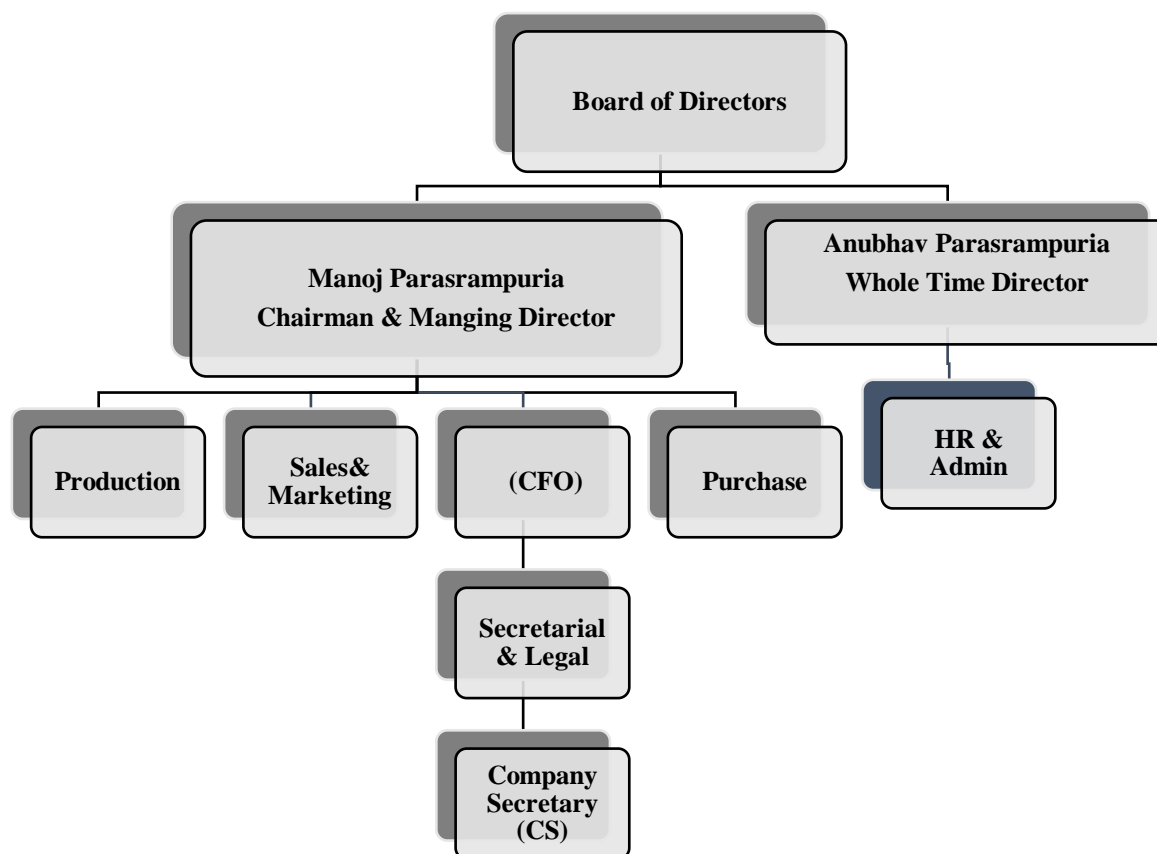
Sr. No.	Usage	Address	Nature of Interest
1.	Registered office	Flat No 2D, 2nd Floor , Tower No. 1, Alcove Gloria, Municipal Premises No 403/1, Dakshindari Road, VIP Road, Kolkata,Sreebhumi,North24 Parganas, West Bengal 700048	M/s Anita Tradelinks Private Limited is owner of this property and company has acquired this propriety on rent through agreement dated July 26, 2024.
2.	Commerical Land	Unit – 3, P.H.No. – 20, Kh. No. – 83/1, 83/2, Village – Siltara, Teh – Dhariwa, Dist. – Raipur	M/s ARP Complex Private Limited is owner of this property and Manish Parasrampurua and Manoj Parasrampurua are common Director in this company.

Except as stated in this section **“Our Management”** or the section titled **“Financial information of the Company – Annexure 30 - Related Party Disclosure”** beginning on page 133 and 185 respectively of this Draft Red Herring Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in our business.

### Changes in Board of Directors in Last 3 Years:

Name	Designation (at the time of appointment/ Change in designation / Cessation)	Date of Appointment/ Change designation/ Cessation	Reason
Gaurav Mehta	Re-appointed as Independent Director	May 01, 2023	To ensure better Corporate Governance and compliance with Companies Act, 2013.
Manoj Parasrampurua	Appointed as Chairman and reappointed as Managing Director of the Company.	July 26, 2024	
Shams Naved	Change in the designation from Executive Director to Whole Time Director.	July 26, 2024	
Manish Parasrampurua	Change in the designation from Executive Director to Non-Executive Director	July 26, 2024	
Ram Chandra Saras	Resignation from the post of Independent Director	August 16, 2024	
Jonu Agrawal	Appointed as Additional Independent Director	August 16 <sup>th</sup> , 2024.	
Jonu Agrawal	Regularized as Independent Director	August 19, 2024.	
Shams Naved	Resignation from the post of Whole Time Director	August 23, 2024	
Anubhav Parasrampurua	Appointed as Additional Director	September 19, 2024	
Anubhav Parasrampurua	Regularized as Director and designated as Whole Time Director	September 21, 2024	

**MANAGEMENT ORGANISATION STRUCTURE**



**COMPLIANCE WITH CORPORATE GOVERNANCE**

In addition to the applicable provisions of the Companies Act, 2013, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (ICDR) Regulations, 2018 will be applicable to our Company immediately upon the listing of our Company’s Equity Shares on the SME platform of NSE (NSE Emerge). The requirements pertaining to the composition of the Board of Directors and the constitution of the committees such as the Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee as applicable on us, have been complied with.

Our Board has been constituted in compliance with the Companies Act, 2013 and in accordance with the best practices in corporate governance. Our Board functions either as a full board or through various committees constituted to oversee specific operational areas. The executive management provides our Board detailed reports on its performance periodically.

Our Board of Directors consist of Six (6) directors of which two (2) are Independent Directors included one woman independent director on the Board. The constitution of our Board is in compliance with Section 149 of the Companies Act, 2013. Our Company has constituted the following committees:

**1. Audit Committee**

Our Company has formed an Audit Committee, vide Board Resolution dated August 26, 2024 as per the applicable provisions of the Section 177 of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) Rules, 2014 and Regulation 18 of SEBI Listing Regulations. The Audit Committee comprises following members:

<b>Name of the Director</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Jonu Agrawal	Chairman	Independent Director
Gaurav Mehta	Member	Independent Director
Manoj Parasrampurua	Member	Managing Director

The Company Secretary of our Company shall act as a Secretary to the Audit Committee. The scope and function of the Audit Committee and its terms of reference shall include the following.

**A. Tenure of the committee:**

The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

**B. Meetings of the Committee:**

The committee shall meet at least four times in a year and not more than four months shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two Independent members at each meeting. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to answer shareholder queries.

**C. Power of the Committee:**

The Audit Committee shall have powers, including the following:

- a) to investigate any activity within its terms of reference;
- b) to seek information from any employee;
- c) to obtain outside legal or other professional advice;
- d) to secure attendance of outsiders with relevant expertise, if it considers necessary as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing Regulations; and
- e) To have full access to information contained in records of Company.

**D. Role of the Committee:**

The Role of Audit Committee together with its powers as per Part C of Schedule II of SEBI Listing Regulation and Companies Act, 2013 shall be as under:

- 2) Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
- 3) Recommending to the Board for the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditors of the Company;
- 4) Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- 5) Approving payments to the statutory auditors for any other services rendered by the statutory auditors;
- 6) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. 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;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions; and
  - g. Qualifications and modified opinions in the draft audit report.
- 7) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- 8) 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 utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;
- 9) Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
- 10) Scrutiny of inter-corporate loans and investments;
- 11) Valuation of undertakings or assets of the Company, wherever it is necessary;
- 12) Evaluation of internal financial controls and risk management systems;
- 13) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;

- 14) Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
- 15) 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;
- 16) Discussing with internal auditors on any significant findings and follow up thereon;
- 17) 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;
- 18) Discussing 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;
- 19) Looking 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;
- 20) Reviewing the functioning of the whistle blower mechanism;
- 21) Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
- 22) Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding ₹1,000 million or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
- 23) Considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- 24) Such roles as may be delegated by the Board and/or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.

Further, the Audit Committee shall mandatorily review the following:

- 1) Management discussion and analysis of financial condition and results of operations;
- 2) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- 3) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- 4) Internal audit reports relating to internal control weaknesses;
- 5) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
- 6) Statement of deviations:
  - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations;
  - b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

## 2. Stakeholders Relationship Committee

Our Company has formed an Stakeholders Relationship Committee vide Board Resolution dated August 26, 2024 as per the applicable provisions of the Section 178(5) of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 20 of SEBI Listing Regulations. The Stakeholders Relationship Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Manish Parasrampur	Chairman	Non-Executive Director
Jonu Agrawal	Member	Independent Director
Manoj Parasrampur	Member	Managing Director

The scope and function of the Committee and its terms of reference shall include the following:

### A. Tenure of the committee:

The Stakeholders Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholders Relationship Committee as approved by the Board.

### B. Meetings of the committee:

The Stakeholders Relationship Committee shall meet at least once a year and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The Chairman of the Stakeholders Relationship Committee shall be present at the Annual General Meeting to answer queries of the securities holders. The Quorum shall be two members present.



**C. Terms of Reference:**

The role of the Stakeholders Relationship Committee as per Part D of Schedule II of the SEBI Listing Regulations and Companies Act, 2013 shall be as under:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. 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;
4. 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;
5. Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the space at back for recording transfers have been fully utilized;
6. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
7. To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
8. Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/ dividend warrants, non-receipt of annual report and any other grievance/ complaints with Company or any officer of the Company arising out in discharge of his duties;
9. Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them;
10. Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time;
11. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting; and
12. Such roles as may be delegated by the Board and/ or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.

**3. Nomination and Remuneration Committee**

Our Company has formed a Nomination and Remuneration Committee vide Board Resolution dated August 26, 2024 as per the applicable provisions of the Schedule V and other applicable provisions of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 19 of SEBI Listing Regulations. The Nomination and Remuneration Committee comprises following members:

<b>Name of the Director</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Jonu Agrawal	Chairman	Independent Director
Gaurav Mehta	Member	Independent Director
Manish Parasrampuria	Member	Non-Executive Director

The scope and function of the Committee and its terms of reference shall include the following:

**A. Tenure of the committee:**

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

**B. Meetings of the committee:**

The committee shall meet as and when the need arises, subject to at least once in a year. The quorum for a meeting of the Nomination and Remuneration Committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance. The Chairman of the Nomination and Remuneration Committee is entitled to attend the general Meeting of the company to furnish clarifications to the shareholders on any matter relating to remuneration.

**C. Role of Terms of Reference:**

The role of the Nomination and Remuneration Committee as per Part D of Schedule II of the SEBI Listing Regulations

and Companies Act, 2013 shall be as under:

1. formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
2. For the appointment of an independent director, the 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 of directors of the Company for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a. use the services of external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. Consider the time commitments of the candidates.
3. formulation of criteria for evaluation of the performance of independent directors and the Board;
4. devising a policy on diversity of our Board;
5. identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance;
6. determining 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;
7. recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of our Company;
8. recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
9. recommending to the Board, all remuneration, in whatever form, payable to senior management;
10. performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;
11. engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
12. analyzing, monitoring and reviewing various human resource and compensation matters;
13. reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
14. framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
  - a. The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; or
  - b. The SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and
15. Performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, Companies Act, each as amended or other applicable law.

#### 4. Corporate Social Responsibility Committee

Our Company has reconstituted Corporate Social Responsibility Committee vide Board Resolution passed in the meeting dated August 26, 2024 in compliance with the provisions of the Section 135 & Schedule VII of the Companies Act, 2013 read with rules framed thereunder. The Corporate Social Responsibility Committee comprises following members:

<b>Name of the Director</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Manoj Parasrampurua	Chairperson	Managing Director
Manish Parasrampurua	Member	Non-Executive Director
Jonu Agrawal	Member	Independent Director

The Committee shall act in accordance with the provisions of Companies Act, 2013 and the tenure, meeting and terms of reference specified hereunder:

1. To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
2. To review and recommend the amount of expenditure to be incurred on activities referred to in Section 135(a) of the Companies Act, 2013;
3. To institute a transparent monitoring mechanism for the implementation of the CSR projects, programs and activities undertaken the Company from time to time;
4. To Monitor the Corporate Social Responsibility policy of the Company from time to time; and

5. Any other matter of CSR Committee may deem appropriate after approval of the Board of Directors or as may be delegated by the Board and/ or prescribed under the Companies Act, 2013 or other applicable law.

**Policy on Disclosures & Internal procedure for prevention of Insider Trading:**

The provisions of Regulation 8 and 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the Stock Exchange. We shall comply with the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 on listing of our Equity Shares on stock exchange. Further, Board of Directors have approved and adopted the policy on insider trading in view of the proposed public issue. Our Board is responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct for Prevention of Insider Trading conduct under the overall supervision of the Board.

**KEY MANAGERIAL PERSONNEL**

Our Company is supported by a team of professionals having exposure to various operational aspects of our business. A brief detail about the Key Managerial Personnel of our Company is provided below:

Name, Designation & Educational Qualification	Age (Years)	Year of Joining	Remuneration paid for F.Y. ended 2023-24 (in ₹ Lakhs)	Overall experience (in years)	Previous employment
<b>Manoj Parasrampur</b> <b>Designation:</b> Chairman & Managing Director <b>Educational Qualification:</b> B. Com <b>Term of office:</b> For a period of three years with effect from July 26, 2024; not liable to retire by rotation	56	2003	Nil	36	Nil
<b>Anubhav Parasrampur</b> <b>Designation:</b> Whole-time Director <b>Educational Qualification:</b> BBA from NIMIS University <b>Term of office:</b> For a period of three years with effect from September 21, 2024; liable to retire by rotation	25	2024	-	7	Indo Chains
<b>Abhishek Parasrampur</b> <b>Designation:</b> Chief Financial Officer <b>Educational Qualification:</b> BBM from MATS University	30	2024	-	9	Indo Chains (Raipur) Private Limited
<b>Rashmeet Kaur</b> <b>Designation:</b> Company Secretary and Compliance Officer <b>Educational Qualification:</b> Company Secretary	26	2022	4.57	3	B.R Agarwal & Associates

**BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL**

**Manoj Parasrampur** - Please refer to section “**Brief Profile of our Directors**” beginning on page 133 of this Draft Red Herring Prospectus for details.

**Anubhav Parasrampur** - Please refer to section “**Brief Profile of our Directors**” beginning on page 133 of this Draft Red Herring Prospectus for details.

**Abhishek Parasrampur** is the Chief Financial Officer of our Company. He has completed his Bachelor of Business Management from MATS University in 2015 and having the overall experience of 9 years in field of Finance & Accounts and Marketing. He has been appointed as Chief Financial Officer of our Company with effect from August 26, 2024. He is currently responsible for handling the accounts, finance, taxation related matters of the Company.

**Rashmeet Kaur** is the Company Secretary and Compliance officer of our Company. She is the member of Institute of Company Secretaries of India since 2021. She has an experience of over 3 years in the secretarial matters. She looks after the overall corporate governance and secretarial matters of our Company. She has been appointed as Company Secretary and Compliance Officer of our Company with effect from September 01, 2022.

**We confirm that:**

- a. All the persons named as our Key Managerial Personnel above are the permanent employees of our Company.
- b. There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned Key Managerial Personnel have been recruited.
- c. None of our KMPs except Manoj Parasrampurua and Anubhav Parasrampurua are also part of the Board of Directors.
- d. In respect of all above mentioned Key Managerial Personnel, there has been no contingent or deferred compensation accrued for the period ended March 31, 2024
- e. Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
- f. Our Company does not have any bonus/ profit sharing plan for any of the Key Managerial Personnel.
- g. None of the Key Managerial Personnel in our Company hold any shares of our Company as on the date of filing of this Draft Red Herring Prospectus except:

Sr. No.	Name of the KMP's	No. of Shares held
1	Manoj Parasrampurua	8,49,850
	<b>Total</b>	<b>8,49,850</b>

- h. Presently, we do not have ESOP/ ESPS scheme for our employees.
- i. The turnover of KMPs is not high, compared to the industry to which our company belongs.

**Nature of any family relationship between our Directors and Key Managerial Personnel (KMP)**

The Directors and KMPs of the Company are related to each other within the meaning of section 2 (77) of the Companies Act, 2013. Details of which are as follows:

Sr. No.	Name of the Director/ KMP	Relationship with other Directors/ KMP's
1.	Shyam Sunder Parasrampurua	Father of Manoj Parasrampurua and Manish Parasrampurua
2.	Manoj Parasrampurua	Son of Shyam Sunder Parasrampurua, Brother of Manish Parasrampurua and Father of Abhishek Parasrampurua
3.	Manish Parasrampurua	Son of Shyam Sunder Parasrampurua, Brother of Manoj Parasrampurua and Father of Anubhav Parasrampurua
4.	Anubhav Parasrampurua	Son of Manish Parasrampurua
5.	Abhishek Parasrampurua	Son of Manoj Parasrampurua

**Payment of benefits to officers of Our Company (non-salary related)**

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

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

**Changes in the Key Managerial Personnel in last three years:**

There have been no changes in the Key Managerial Personnel of our Company during the last 3 (three) year except as stated below:

Name	Designation (at the time of appointment/ Change in designation/ Cessation)	Date of Appointment/ Change in	Reason
------	--	--------------------------------	--------

		designation/ Cessation	
Manoj Parasrampur	Appointed as Chairman and Re-appointed as Managing Director.	July 26, 2024	To ensure better Corporate Governance and compliance with Companies Act, 2013
Shams Naved	Change in Designation from Executive Director to Whole Time Director	July 26, 2024	
Shams Naved	Appointed as Chief Financial Officer	August 01, 2024	
Ankit Agrawal	Cessation from the post of Chief Financial Officer	August 01, 2024	
Rashmeet Kaur	Appointed as Company Secretary & Compliance Officer	September 01, 2022	
Yamini Nirmal	Cessation from the post of Company Secretary & Compliance Officer	May 31, 2022	
Shams Naved	Cessation from the post of Whole Time Director & Chief Financial Officer	August 23, 2024	
Abhishek Parasrampur	Appointed as Chief Financial Officer	August 26, 2024	
Anubhav Parasrampur	Appointed as Additional Director	September 19, 2024	
Anubhav Parasrampur	Regularized as Director and designated as Whole Time Director	September 21, 2024	

### Interest of Our Key Managerial Persons

Apart from the shares held in the Company and to extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company and to the extent of loans and advances made to or borrowed from the Company, none of our key managerial personal are interested in our Company. For details, please refer section titled “*Financial information of the Company – Note 24- Related Party Disclosures*” beginning on page 155 of this Draft Red Herring Prospectus.

### Interest of Directors and KMP’s in the property of Our Company:

Except as disclosed below, our directors and KMP’s do not have any interest in any property acquired by our Company in a period of two years before filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on date of filing the Draft Red Herring Prospectus with RoC:-

Sr. No.	Usage	Address	Nature of Interest
1.	Registered Office	Flat No 2D, 2nd Floor , Tower No. 1, Alcove Gloria, Municipal Premises No 403/1, Dakshindari Road, VIP Road, Kolkata, , Sreebhumi, North 24 Parganas, West Bengal 700048	M/s Anita Tradelinks Private Limited is owner of this property and company has acquired this propriety on rent through agreement dated July 26, 2024
2.	Commerical Land	Unit – 3, P.H.No. – 20, Kh. No. – 83/1, 83/2, Village – Siltara, Teh – Dhariwa, Dist. – Raipur	M/s ARP Complex Private Limited is owner of this property and Manish Parasrampur and Manoj Parasrampur are common Director in this company.

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

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

### Loans given/ availed by Directors/ Key Managerial Personnel of Our Company

For details of unsecured loan taken from or given to our Directors/ KMPs and for details of transaction entered by them in the past please refer to “*Annexure 30 – Related Party Disclosures*” page 185 of this Draft Red Herring Prospectus.

### ESOP/ ESPS SCHEME TO EMPLOYEES

Presently, we do not have any ESOP/ ESPS Scheme for our employees.

## OUR PROMOTERS & PROMOTER GROUP


### OUR PROMOTERS:



The Promoters of our Company are Shyam Sunder Parasrampur, Manoj Parasrampur, Manish Parasrampur, Anita Tradelinks Private Limited and Buxom Trexim Private Limited.

As on date of this Draft Red Herring Prospectus, our Promoters, in aggregate, hold 9,147,300 Equity shares of our Company, representing 64.78% of the pre-issue paid-up Equity Share capital of our Company. For details of the build-up of the Promoters shareholding in our Company, see “*Capital Structure – History of the Equity Share Capital held by our Promoters*” on pages 57 of this Draft Red Herring Prospectus.

### **Details of our Promoters:**

#### **A. Individual Promoter:**

	<b>Manoj Parasrampur – Chairman &amp; Managing Director</b>
	<p><b>Manoj Parasrampur</b>, aged 56 years, is one of the Promoters and is also the Chairman &amp; Managing Director of the Company. For Complete profile of Manoj Parasrampur, i.e., his date of birth, residential address, educational qualifications, experience in business or employment, business and financial activities, special achievements, positions/posts held in the past and other directorships, see “<b>Our Management</b>” beginning on page 133 of this Draft Red Herring Prospectus.</p> <p><b>Other ventures of our Promoters</b> – Except as disclosed below and set out in the chapter titled ‘<b>Our Management</b>’, our Promoters are not involved with any other venture, as a shareholder/ stakeholder, proprietor, partner, promoters or director.</p> <p><b>HUF:</b> Manoj Parasrampur HUF (Karta) Shyam Sunder Parasrampur HUF</p> <p><b>Firm:</b> Indo Chains C.G. Sponge Manufacturers Consortium Coal Fields LLP</p> <p><b>Permanent Account Number:</b> AFXPP4471J.</p> <p>Manoj Parasrampur holds 8,49,850 Equity Shares, equivalent to 6.02% of the pre offer share capital of our company.</p>

	<p><b>Manish Parasrampururia – Non-Executive Director</b></p> <p><b>Manish Parasrampururia</b>, aged 52 years, is Non-Executive Director of the Company. For Complete profile of Manish Parasrampururia, i.e., his date of birth, residential address, educational qualifications, experience in business or employment, business and financial activities, special achievements, positions/posts held in the past and other directorships, see <b>“Our Management”</b> beginning on page 133 of this Draft Red Herring Prospectus.</p> <p><b>Other ventures of our Promoters</b> – Except as disclosed below and set out in the chapter titled ‘<b>Our Management</b>’, our Promoters are not involved with any other venture, as a shareholder/ stakeholder, proprietor, partner, promoters or director.</p> <p><b>HUF:</b> Manish Parasrampururia HUF (Karta) Shyam Sunder Parasrampururia HUF</p> <p><b>Firm:</b> Indo chains</p> <p><b>Permanent Account Number:</b> AFXPP4472M.</p> <p>Manish Parasrampururia holds 6,25,100 Equity Shares, equivalent to 4.43% of the pre offer share capital of our company.</p>
	<p><b>Shyam Sunder Parasrampururia – Non-Executive Director</b></p> <p>Shyam Sunder Parasrampururia, aged 82 years, is Non-Executive Director of the Company. For Complete profile of Shyam Sunder Parasrampururia, i.e., his date of birth, residential address, educational qualifications, experience in business or employment, business and financial activities, special achievements, positions/posts held in the past and other directorships, see <b>“Our Management”</b> beginning on page 133 of this Draft Red Herring Prospectus.</p> <p><b>Other ventures of our Promoters</b> – Except as disclosed below and set out in the chapter titled ‘<b>Our Management</b>’, our Promoters are not involved with any other venture, as a shareholder/ stakeholder, proprietor, partner, promoters or director.</p> <p><b>HUF:</b> Shyam Sunder Parasrampururia HUF (Karta)</p> <p><b>Firm:</b> Indo Chains</p> <p><b>Permanent Account Number:</b> AFIPP9381G.</p> <p>Shyam Sunder Parasrampururia holds 3,51,850 Equity Shares, equivalent to 2.49% of the pre offer share capital of our company</p>

**B. Corporate Promoters:**

**1. Anita Tradelinks Private Limited (“ATPL”):**

*Corporate Information*

Our Promoter was incorporated as Anita Tradelinks Private Limited on November 24, 1995 bearing registration number 075560 under the Companies Act, 1956 and a Certificate of Incorporation was issued by Registrar of Companies Calcutta, West Bengal. Corporate Identity Number of ATPL is U51109WB1995PTC075560.

<b>Brief Description of Business</b>	The Company is engaged in the business of hire and rent of plant & machinery
<b>PAN</b>	AAECA1947P
<b>Registered Office</b>	126, Mahatma Gandhi Road, Ground Floor, Kolkata, West Bengal-700 007

Our Promoter has not changed its principal activities from the date of its incorporation.

#### **Board of Directors**

As on date of this Draft Red Herring Prospectus, the board of directors of ATPL comprises of:

<b>Sr. No.</b>	<b>Name of Director</b>	<b>Designation</b>	<b>DIN</b>
1	Anita Parasrampurua	Director	00468990
2	Manish Parasrampurua	Director	00469033

#### **Change in control**

There has been no change in the control of ATPL in the last three (3) years immediately preceding the filling of this Draft Red Herring Prospectus.

#### **Shareholding Pattern of our Promoters.**

As on the date of this Draft Red Herring Prospectus the paid up, subscribed and issued equity share capital of our Promoter is 91,96,500 divided into 9,19,650 equity shares of the face value of ₹ 10 each . The shareholding pattern of our Promoter as on the date of this Draft Red Herring Prospectus is as provided below:

<b>Sr. No.</b>	<b>Name of Shareholder</b>	<b>Number of Equity Shares of face value of ₹ 10 each held</b>	<b>Percentage of issued and paid up equity share capital (%)</b>
1.	ARP Complex Private Limited	1,65,400	17.99%
2.	Buxom Trexim Private Limited	3,31,500	36.05%
3	Shyam Sunder Parasrampurua	1,08,000	11.74%
4	Manish Parasrampurua	1,03,470	11.25%
5	Shri Hare-Krishna Sponge Iron Limited	82,900	9.01%
6	Manoj Parasrampurua	74,100	8.06%
7	Anita Parasrampurua	54,280	5.90%
	<b>Total</b>	<b>9,19,650</b>	<b>100.00%</b>

## **2. Buxom Trexim Private Limited (“BTPL”):**

#### **Corporate Information**

Our Promoter was incorporated as Buxom Trexim Private Limited on July 07, 1994 bearing registration number 063843 under the Companies Act, 1956 and a Certificate of Incorporation was issued by Registrar of Companies Calcutta-West Bengal. Corporate Identity Number of BTPL is U51109WB1994PTC063843.

<b>Brief Description of Business</b>	The Company is engaged in the business of Hywa rental Services
<b>PAN</b>	AABCB1364L
<b>Registered Office</b>	126, Mahatma Gandhi Road, Kolkata, West Bengal-700007

Our Promoter has not changed its principal activities from the date of its incorporation.

#### **Board of Directors**

As on date of this Draft Red Herring Prospectus, the Board of Directors of BTPL comprises of:



Sr. No.	Name of Director	Designation	DIN
1.	Manoj Parasrampurua	Director	00469018
2.	Shyam Sunder Parasrampurua	Director	00469058

#### ***Change in control***

There has been no change in the control of BTPL in the last three (3) years immediately preceding the filing of this Draft Red Herring Prospectus.

#### ***Shareholding Pattern of Promoter.***

As on the date of this Draft Red Herring Prospectus, the paid up, subscribed and issued equity share capital of our Promoter is 24,53,000 divided into 2,45,300 equity shares of the face value of ₹ 10 each . The shareholding pattern of our Promoter as on the date of this Draft Red Herring Prospectus is as provided below:

Sr. No.	Name of Shareholder	Number of Equity Shares of face value of ₹ 10 each held	Percentage of issued and paid up equity share capital (%)
1	Anita Tradelink Private Limited	91,100	37.14%
2	Anita Parasrampurua	47,500	19.36%
3	Krishna Devi Parasrampurua	42,500	17.33%
4	Shweta Parasrampurua	24,000	9.78%
5	Manish Parasrampurua	20,000	8.15%
6	Sheetal Singhania	20,000	8.15%
7	Manoj Parasrampurua	100	0.04%
8	Shyam Sunder Parasrampurua	100	0.04%
	<b>Total</b>	<b>2,45,300</b>	<b>100.00</b>

#### **Confirmations/Declarations:**

In relation to our Individual Promoter Shyam Sunder Parasrampurua, Manoj Parasrampurua, Manish Parasrampurua our Company confirms that the PAN, Bank Account Numbers, Passport Number, Aadhaar Card Number and Driving License number shall be submitted to stock exchange at the time of filing of this Draft Red Herring Prospectus.

In relation to our Corporate Promoters Anita Tradelinks Private Limited and Buxom Trexim Private Limited, our Company confirms that the PAN, Bank Account Numbers, Corporate Registration Number, Address of the registrar of companies where our Corporate Promoters are Registered shall be submitted to stock exchange at the time of filing of this Draft Red Herring Prospectus.

#### **Undertaking/ Confirmations:**

None of our Promoters or Promoter Group or Group Companies or person in control of our Company has been:

- prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority or refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.
- No material regulatory or disciplinary action is taken by any by a stock exchange or regulatory authority in the past one year in respect of our Promoters, Group Companies and Company promoted by the Promoters of our company.
- There are no defaults in respect of payment of interest and principal to the debenture / bond / fixed deposit holders, banks, FIs by our Company, our Promoters, Group Companies and Company promoted by the Promoters during the past three years.
- Our Company or any of our Promoters or Group Companies or Directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.
- The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group Companies and

Company promoted by the Promoters is disclosed in chapter titled **“Outstanding Litigations and Material Developments”** beginning on page 210 of this Draft Red Herring Prospectus.

- None of our Promoters, person in control of our Company is or have ever been a promoters, directors or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

**Interest of our Promoters:**

**i. Interest in promotion and shareholding of Our Company:**

Our Promoters are interested in the promotion of our Company and also to the extent of their shareholding and shareholding of their relatives, from time to time, for which they are entitled to receive dividend payable, if any, and other distribution in respect of the Equity Shares held by them and their relatives. As on the date of this Draft Red Herring Prospectus, our Promoters, Shyam Sunder Parasrampurua, Manoj Parasrampurua, Manish Parasrampurua, Anita Tradelinks Private Limited and Buxom Trexim Private Limited collectively holds 9,147,300 Equity Shares in our Company i.e. 64.78% of the pre issue paid up Equity Share Capital of our Company. Our Promoters may also be deemed to be interested to the extent of the remuneration, as per the terms of their appointment and reimbursement of expenses payable to them for the rent, purchase and sale transactions. For details, please refer to **Annexure 30 – “Related Party Disclosure”** beginning on page 185 of this Draft Red Herring Prospectus. For details regarding the shareholding of our Promoters in our Company, please see **“Capital Structure”** on page 57 of this Draft Red Herring Prospectus.

**ii. Interest in the property of Our Company:**

Except as disclosed below, our Promoters do not have any other interest in any property acquired by our Company in a period of two years before filing of this Prospectus or proposed to be acquired by us as on date of this Prospectus:

S. No	Usage	Address	Nature of Interest
1.	Registered Office	Flat No 2D, 2nd Floor , Tower No. 1, Alcove Gloria, Municipal Premises No 403/1, Dakshindari Road, VIP Road, Kolkata,Sreebhumi, North 24 Parganas, West Bengal 700048	M/s Anita Tradelinks Private Limited is owner of this property and company has acquired this propriety on rent through agreement dated July 26 <sup>th</sup> . 2024.
2.	Commerical Land	Unit – 3, P.H.No. – 20, Kh. No. – 83/1, 83/2, Village – Siltara, Teh – Dhariwa, Dist. – Raipur	M/s ARP Complex Private Limited is owner of this property and Manish Parasrampurua and Manoj Parasrampurua are common Director in this company.

**iii. In transactions for acquisition of land, construction of building and supply of machinery:**

None of our Promoters or Directors is interested in any transaction for the acquisition of land, construction of building or supply of machinery.

**iv. Other Interests in our Company:**

For transactions in respect of loans and other monetary transactions entered in past please refer **Note - 30 on “Related Party Disclosure”** on page 185 forming part of **“Financial Information of the Company”** of this Draft Red Herring Prospectus.

Further, our Promoters may be interested to the extent of personal guarantees given by them in favor of the Company, for the details of Personal Guarantee given by Promoters towards Financial facilities of our Company please refer to **“Statement of Financial Indebtedness”** and **“Financial Information of Our Company”** on page 198 and 155 respectively of this Draft Red Herring Prospectus.

**Payment or Benefits to our Promoters and Promoter Group during the last 2 years:**

For details of payments or benefits paid to our Promoters and promoter group, please refer to the paragraph **“Compensation of our Managing Director”** in the chapter titled **“Our Management”** beginning on page 133 also refer Note - 30 on **“Related Party Disclosure”** on page 185 forming part of **“Financial Information of the Company”** and Paragraph on **“Interest of Promoters”** in chapter titled **“Our Promoters and Promoter Group”** on page 147 of this Draft Red Herring Prospectus.

### **Companies/Firms with which our Promoters have disassociated in the last (3) three years**

None of our Promoters have not disassociated themselves from any companies or firms during the three immediately preceding years.

### **Other ventures of our Promoters**

Save and except as disclosed in this section titled “*Our Promoters & Promoter Group*” beginning on page 147 of this Draft Red Herring Prospectus, there are no ventures promoted by our Promoters in which they have any business interests/ other interests.

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

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters please refer to the section titled “*Outstanding Litigations and Material Developments*” beginning on page 210 of this Draft Red Herring Prospectus.

### **Experience of Promoters in the line of business**

Our Individual Promoter Shyam Sunder Parasrampururia, Manoj Parasrampururia, Manish Parasrampururia have an experience of more than 32 years in the metal and steel Industry. The Company shall also endeavor to ensure that relevant professional help is sought as and when required in the future.

### **Related Party Transactions**

Except as stated in “*Note – 30- Related Party Disclosure*” beginning on page 185 of this Draft Red Herring Prospectus, and as stated therein, our Promoters or any of the Promoter Group Entities do not have any other interest in our business.

### **OUR PROMOTER GROUP**

In addition to the Promoters named above, the following natural persons and entities forms part of our Promoter Group:

#### **1. Natural Persons who are part of the Promoter Group:**

As per Regulation 2(1)(pp)(ii) of the SEBI (ICDR) Regulations, 2018, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoter) are as follows:

Relationship	Name of the Relatives	Name of the Relatives	Name of the Relatives
	Shyam Sunder Parasrampururia	Manoj Parasrampururia	Manish Parasrampururia
Father	Late Hari Kishan Parasrampururia	Shyam Sunder Parasrampururia	Shyam Sunder Parasrampururia
Mother	Late Manbhari Devi	Krishna Devi Parasrampururia	Krishna Devi Parasrampururia
Spouse	Krishna Devi Parasrampururia	Anita Parasrampururia	Shweta Parasrampururia
Brother	Banarsilal Parasrampururia Bhagwati Prasad Parasrampururia	Manish Parasrampururia	Manoj Parasrampururia
Sister	Geeta Saraf Late Durga Saraf Late Bhagwati Agarwal	Sheetal Singhania	Sheetal Singhania
Son	Manoj Parasrampururia Manish Parasrampururia	Abhishek Parasrampururia	Anubhav Parsrampururia Akshat Parasrampururia
Daughter	Sheetal Singhania	Anushka Parasrampururia	NA
Spouse's Father	Late Tejpal Saroagi	Kamal Kumar Agarwal	Late Radhe Shyam Diwan
Spouse's Mother	Late Sarbati Devi Saroagi	Manju Devi Agarwal	Late Pushpa Devi Diwan

Spouse's Brother	Prabhat Kumar Saroagi Bimal Saroagi	Amit Agarwal Anil Kumar Agarwal	Manoj Diwan Late Permanand Diwan
Spouse's Sister	Late Angoori Devi Kejriwal Late Draupati Bathwal	-	Shalini Garodia Ragini Agarwal

## 2. Corporate Entities forming part of the Promoter Group:

As per Regulation 2(1) (pp) (iii) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

S. No.	Nature of Relationship	Name of Entities
1	Any Body Corporate (other than Subsidiary & Associate) in which 20% or more of the share capital is held by the Promoter or an immediate relative of the Promoter or a firm or HUF in which the Promoter or any one or more of his immediate relatives is a member;	Anita Tradelinks Private Limited ARP Complex Private Limited Buxom Trexim Private Limited Indo Chains (Raipur) Private Limited
2	Any Body Corporate in which a body corporate as provided in (A) above holds 20% or more, of the equity share capital; and	-
3.	Any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more 20% of the total capital.	Indo Chains Shyam Sunder Parasarapura HUF Manish Parasarapura HUF Manoj Parasarapura HUF C.G. Sponge Manufacturers Consortium Coal Fields LLP Annapurna Traders Giriraj Agarwala Agencies Mahanadi Clearing House Dhanaawat Distributor Shree Mahabir Corporation Shree Ganpati Dall Mill Mahabir Traders Kolkata

## 3. Other persons included in Promoter Group:

None of other persons forms part of promoter group for the purpose of shareholding of the Promoter Group under Regulation 2(1) (pp)(v) of SEBI (ICDR) Regulations 2018.

## **DIVIDEND POLICY**

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by the shareholders at the general meeting of our Company. The Articles of Association of our Company give our shareholders, the right to decrease, and not to increase, the amount of dividend recommended by the Board of Directors.

The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013.

Our Company does not have any formal dividend policy for declaration of dividend in respect of the Equity Shares. Pleas Directors and approved by the shareholders of our Company at their discretion and may depend on a number of factors, including the results of operations, earnings, Company's future expansion plans, capital requirements and surplus, general financial condition, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not declared any dividend on the Equity Shares in the last three financial years to the date of the filing of this Draft Red Herring Prospectus. Our Company's corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.

## FINANCIAL INFORMATION OF THE COMPANY

### INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

To

**The Board of Directors**

**Shri Hare- Krishna Sponge Iron Limited**

**Flat No 2D, 2nd Floor , Tower No. 1, Dakshindari Road, VIP  
Road, Kolkata, West Bengal, India- 700048.**

Dear Sir/Ma'am,

1. We have examined the attached Restated Financial Information of **Shri Hare- Krishna Sponge Iron Limited** (the "Company" or the "Issuer"), comprising the Restated Statement of Assets and Liabilities as at March 31, 2024, 2023 and 2022, the Restated Statements of Profit and Loss, the Restated Cash Flow Statement for the years ended March 31, 2024, 2023 and 2022, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on 05/09/2024 for the purpose of inclusion in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus ("DRHP/RHP/Prospectus") prepared by the Company in connection with its proposed SME Initial Public Offer of equity shares ("IPO") prepared in terms of:
  - a) sub-clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of part I of chapter III of the Companies Act, 2013 including Rules thereon, as amended ("the Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014;
  - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended ("ICDR Regulations") and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India ("SEBI")
  - c) The terms of reference to our engagements with the Company letter dated 5<sup>th</sup> August, 2024 requesting us to carry out the assignment, in connection with the Draft Red Herring Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in SME Platform of relevant stock Exchange. ("IPO" or "SME IPO"); and
  - d) The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note")
2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the DRHP/RHP/Prospectus to be filed with Securities and Exchange Board of India, relevant stock exchanges and Registrar of Companies, of relevant state in connection with the proposed SME IPO. The Restated Financial Information have been prepared by the management of the Company on the basis of preparation stated in Annexure 4 to the Restated Financial Information. The Board of Directors' responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.
3. We, M/s A.C. Bhuteria & Co., Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold the peer review certificate dated 18<sup>th</sup> January, 2024 valid till 31<sup>st</sup> March, 2027.
4. We have examined such Restated Financial Information taking into consideration:
  - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 5<sup>th</sup> August, 2024 in connection with the proposed SME IPO of equity shares of the Company;
  - b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of

Ethics issued by the ICAI;

- c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
  - d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.
5. For the purpose of our examination, we have relied on:
- a) Auditors' reports issued by us dated 30/8/2024 on the financial statements of the Company as at and for the year ended March 31, 2024; and
  - b) Auditors' Report issued by the Previous Auditor dated 20<sup>th</sup> July, 2023 on the financial statements of the Company as at and for the year ended March 31, 2023 and
  - c) Auditors' Report issued by the Previous Auditor dated 2<sup>nd</sup> December, 2022 on the financial statements of the Company as at and for the year ended March 31, 2022 and

The Restated Financial Information did not require any adjustments for the modifications (please refer paragraph 7);

The audits for the financial years ended March 31, 2023 and 2022 were conducted by the Company's previous auditors, Bhandari B.C. & Co. and Kala Singhi respectively, (the "Previous Auditors"), and accordingly reliance has been placed on the restated statement of assets and liabilities and the restated statements of profit and loss and cash flow statements, the Summary Statement of Significant Accounting Policies, and other explanatory information examined by them for the said years. The examination report included for the said years is based solely on the report submitted by the Previous Auditors.

6. In accordance with the requirements of the Act including the rules made there under, ICDR Regulations, Guidance Note and Engagement Letter, we report that:
- i. The "Restated Summary Statement Of Asset And Liabilities" of the Company as at March 31, 2024, March 31, 2023, and March 31, 2022 examined by us, as set out in Annexure I to this report read with Significant Accounting Policy and Notes to the Restated Financial Statement in Annexure IV has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in Notes To The Restated Financial Statements to this report.
  - ii. The "Restated Statement Of Profit And Loss" of the Company for the year ended on March 31, 2024, March 31, 2023, and March 31, 2022 examined by us, as set out in Annexure II to this report read with Significant Accounting Policy and Notes to the Restated Financial Statement in Annexure IV has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in Notes To The Restated Financial Statements to this report.
  - iii. The "Restated Statement Of Cash Flows" of the Company for the year ended on March 31, 2024, March 31, 2023, and March 31, 2022 examined by us, as set out in Annexure III to this report read with Significant Accounting Policy and Notes to the Restated Financial Statement in Annexure IV has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in Notes To The Restated Financial Statements to this report.

The 2023 and 2022 Restated Financial Information:

- a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial year(s) ended March 31, 2023 and March 31, 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended March 31, 2024;
  - b) do not require any adjustments for the modifications (please refer paragraph 7); and
  - c) Have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
7. The audit reports on the financial statements issued by the Previous Auditors for the years ended March 31, 2023, and

2022, and the audit report issued by us for the year ended March 31, 2024 did not include any modifications.

8. Based on our examination and according to the information and explanations given to us, and also as per the reliance placed on the reports submitted by the Previous Auditors for the respective years, we report that the Restated Financial Information:
  - a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2023 and 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended March 31, 2024;
  - b) do not require any adjustments for the modifications (please refer paragraph 7)
  - c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
9. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements mentioned in paragraph 5 above.
10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by the Previous Auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
12. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP/RHP/Prospectus to be filed with the Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, West Bengal, in connection with the proposed SME IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**Annexures to the Restated Financial Information of the Company: -**

- a. Restated Summary Statement of Assets and Liabilities, as restated as appearing in ANNEXURE 1;
- b. Restated Summary Statement of Profit and Loss, as restated as appearing in ANNEXURE 2;
- c. Restated Summary Cash flow Statement as restated as appearing in ANNEXURE 3;
- d. Significant accounting policy and Notes to the Restated Financial Statements as appearing in ANNEXURE 4;
- e. Restatement adjustment, Material regrouping and Non-Adjusting Items appearing in ANNEXURE 5 to this report;
- f. Restated Statement of Share capital as appearing in ANNEXURE 6 to this report;
- g. Restated Statement of Reserve and Surplus as appearing in ANNEXURE 7 to this report;
- h. Restated Statement of Long Term Provisions as appearing in ANNEXURE 8 to this report;
- i. Restated Statement of Short Term Borrowings as appearing in ANNEXURE 9 to this report;
- j. Restated Statement of Trade Payables as appearing in ANNEXURE 10 to this report;
- k. Restated Statement of Other Current Liabilities as appearing in ANNEXURE 11 to this report;
- l. Restated Statement of Short Term Provisions as appearing in ANNEXURE 12 to this report;
- m. Restated Statement of Property Plant & Equipment and Intangible Assets as appearing in ANNEXURE 13 to this report;
- n. Restated Statement of Non-Current Investments as appearing in ANNEXURE 14 to this report;
- o. Deferred Tax Assets as appearing in ANNEXURE 15 to this report;
- p. Restated Statement of Other Non-Current Assets as appearing in ANNEXURE 16 to this report;



- q. Restated Statement of Inventories as appearing in ANNEXURE 17 to this report;
- r. Restated Statement of Trade Receivables as appearing in ANNEXURE 18 to this report;
- s. Restated Statement of Cash and Bank Balances as appearing in ANNEXURE 19 to this report;
- t. Restated Statement of Short Term Loans and Advances as appearing in ANNEXURE 20 to this report;
- u. Restated Statement of Revenue from Operations as appearing in ANNEXURE 21 to this report;
- v. Restated Statement of Other Income as appearing in ANNEXURE 22 to this report;
- w. Restated Statement of Raw Material Consumed as appearing in ANNEXURE 23 to this report;
- x. Restated Statement of Changes in Inventories of Finished Goods as appearing in ANNEXURE 24 to this report;
- y. Restated Statement of Employee Benefits Expenses as appearing in ANNEXURE 25 to this report;
- z. Restated Statement of Finance Cost as appearing in ANNEXURE 26 to this report;
- aa. Restated Statement of Other Expenses as appearing in ANNEXURE 27 to this report;
- bb. Restated Statement of Earnings Per Share as appearing in ANNEXURE 28 to this report;
- cc. Employee Benefits as restated as appearing in ANNEXURE 29 to this report;
- dd. Restated Statement of Related Party Transactions as appearing in ANNEXURE 30 to this report;
- ee. Details of Sales, Closing Stock & Opening Stock of Finished Goods / By Product as restated as appearing in ANNEXURE 31 to this report;
- ff. Details relating to Impairment of Assets as appearing in ANNEXURE 32 to this report;
- gg. Details relating to Segment Reporting as appearing in ANNEXURE 33 to this report;
- hh. Details relating to regrouping/ rearranging figures wherever considered necessary as appearing in ANNEXURE 34 to this report;
- ii. Details of Revenue Expenditure allocated to Property, Plant & Equipment as appearing in ANNEXURE 35 to this report.
- jj. Details of Expenditures incurred and Earnings made in Foreign Currency by the company as appearing in ANNEXURE 36 to this report.
- kk. Details of accounting for investment in associates as appearing in ANNEXURE 37 to this report.
- ll. Disclosure regarding reporting in lacs as appearing in ANNEXURE 38 to this report.
- mm. Details relating to Contingent Liability and Commitments as restated as appearing in ANNEXURE 39 to this report.
- nn. Details of amounts remaining to be executed on capital account as stated in ANNEXURE 40 this report.
- oo. Details relating to Raw Materials Consumed under broad heads as appearing in ANNEXURE 41 to this report.
- pp. Disclosure of the amounts due to the The Micro and Small Enterprises as required by section 22 of Micro and Small Enterprises Act, 2006 under the chapter of delayed payments to Micro and Small Enterprises as stated in ANNEXURE 42 to this report.
- qq. Disclosure as per AS-19 "Leases" as appearing in ANNEXURE 43 to this report.
- rr. Restated Statement of Tax Shelter as appearing in ANNEXURE 44 to this report;

- ss. Restated Statement of Capitalisation as appearing in ANNEXURE 45 to this report;
- tt. Restated Statement of Mandatory Accounting Ratios as appearing in ANNEXURE 46 to this report;
- uu. Details of Additional Regulatory Information as required by Para Y of Part - I to Schedule III to the Companies Act, 2013 as appearing in ANNEXURE 47 to this report.
- vv. Details of Additional Regulatory Information as required by Para 5 (ix) to (xi) of Part - II to Schedule III to the Companies Act, 2013 as appearing in ANNEXURE 48 to this report.
- ww. Restated Statement of Ratios as appearing in ANNEXURE 49 to this report;

**For A. C. Bhuteria & Co.**  
**Chartered Accountants**  
**Firm's Registration No. 303105E**

**SD/**

**Mahak Bhuteria**  
**Partner**  
**Membership No.314270**  
**UDIN: 24314270BKCBXN4267**

**Place: Kolkata**  
**Dated: September 05<sup>th</sup>, 2024**

**ANNEXURE 1**  
**RESTATED STATEMENT OF ASSETS AND LIABILITIES**

(Rs. in lakhs)

	Particulars	Annexure No.	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
<b>A</b>	<b>EQUITY AND LIABILITIES</b>				
<b>1</b>	<b>Shareholders' funds</b>				
	(a) Share capital	<b>6</b>	1,412.11	1,412.11	1,412.11
	(b) Reserves and surplus	<b>7</b>	5,027.27	4,009.83	2,957.29
<b>2</b>	<b>Non-current liabilities</b>				
	(a) Long term Provisions	<b>8</b>	22.16	17.82	-
<b>3</b>	<b>Current liabilities</b>				
	(a) Short Term Borrowings	<b>9</b>	724.28	74.98	75.08
	(b) Trade payables	<b>10</b>			
	(A) total outstanding dues of micro enterprises and small enterprises; and		7.49	0.04	3.57
	(B) total outstanding dues of creditors other than micro enterprises and small enterprises		63.00	67.22	92.07
	(c) Other current liabilities	<b>11</b>	203.05	230.19	161.60
	(d) Short-term provisions	<b>12</b>	114.17	46.26	89.95
	<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>7,573.53</b>	<b>5,858.45</b>	<b>4,791.67</b>
<b>B</b>	<b>ASSETS</b>				
<b>1</b>	<b>Non-current assets</b>				
	(a) Plant, Property & Equipment and Intangible Assets				
	(i) Property, Plant & Equipment	<b>13</b>	837.41	372.91	366.74
	(ii) Intangible assets under development		85.00	-	-
	(b) Non-current investments/Long Term	<b>14</b>	198.93	198.93	124.66
	(c) Deferred Tax Asset (Net)	<b>15</b>	12.68	9.62	7.02
	(d) Other Non-Current Assets	<b>16</b>	545.19	1,262.14	106.05
<b>2</b>	<b>Current assets</b>				
	(a) Inventories	<b>17</b>	1,147.28	854.29	1,255.83
	(b) Trade receivables	<b>18</b>	0.01	5.52	6.21
	(c) Cash and Bank Balances	<b>19</b>	3,899.64	2,732.60	1,715.93
	(d) Short-term loans and advances	<b>20</b>	847.39	422.44	1,209.23
	<b>TOTAL ASSETS</b>		<b>7,573.53</b>	<b>5,858.45</b>	<b>4,791.67</b>

**ANNEXURE 2**  
**RESTATED STATEMENT OF PROFIT AND LOSS ACCOUNT**

(Rs. in lakhs)

	Particulars	ANNEXURE	For the year ended 31st March, 2024	For the year ended 31st March, 2023	For the year ended 31st March, 2022
<b>1</b>	Revenue from operations	<b>21</b>	8,226.63	9,425.17	8,216.84
<b>2</b>	Other Income	<b>22</b>	266.50	99.78	74.16
<b>3</b>	<b>Total Income (1+2)</b>		<b>8,493.13</b>	<b>9,524.95</b>	<b>8,291.00</b>
<b>4</b>	<b>Expenses</b>				
	Cost of materials consumed	<b>23</b>	6,115.92	7,246.95	6,466.21
	Changes in inventories of finished goods	<b>24</b>	0.84	42.71	(104.06)
	Employee benefits expenses	<b>25</b>	356.67	279.80	177.47
	Finance costs	<b>26</b>	23.09	21.58	19.91
	Depreciation and amortisation expense	<b>9</b>	99.15	60.78	65.00
	Other Expense	<b>27</b>	528.67	447.53	448.17
	<b>Total Expenses</b>		<b>7,124.34</b>	<b>8,099.35</b>	<b>7,072.70</b>
<b>5</b>	<b>Profit before tax (3-4)</b>		<b>1,368.79</b>	<b>1,425.60</b>	<b>1,218.30</b>
<b>6</b>	Prior Period Items		-	-	-
<b>7</b>	<b>Profit Before Tax (5+6)</b>		<b>1,368.79</b>	<b>1,425.60</b>	<b>1,218.30</b>
<b>8</b>	<b>Tax Expense:</b>				
	Current Tax		355.00	375.00	330.00
	Deferred Tax		(3.06)	(2.60)	1.63
	Deferred Tax for earlier years		-	-	(8.65)
	Income Tax for Earlier Years		(0.59)	0.67	1.75
<b>9</b>	<b>Profit / (Loss) for the year (7-8)</b>		<b>1,017.44</b>	<b>1,052.53</b>	<b>893.57</b>
<b>10</b>	<b>Profit/(Loss) for the period</b>		<b>1,017.44</b>	<b>1,052.53</b>	<b>893.57</b>
	<b>Earning per equity share:</b>				
	(1) Basic	<b>28</b>	7.21	7.45	6.33
	(2) Diluted		7.21	7.45	6.33

**ANNEXURE 3**  
**RESTATED CASH FLOW STATEMENT**

(Rs. in lakhs)

Particulars	Figures for the year ended 31st March, 2024	Figures for the year ended 31st March, 2023	Figures for the year ended 31st March, 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
<b>Net Profit before tax as restated adjustments for:</b>	<b>1,368.79</b>	<b>1,425.60</b>	<b>1,218.30</b>
<u>Adjustments for non-cash and non-operating items:</u>			
Provision for gratuity	4.45	4.27	2.64
Share of Profit/Loss from LLP	0.16	4.22	2.97
Property, Plant & Equipment written off	2.55	-	-
Bad debts written off	3.00	-	-
Depreciation and amortisation expense	99.15	60.78	65.00
Finance cost	23.09	21.58	19.91
Operating profit before working capital changes	<b>1,501.19</b>	<b>1,516.45</b>	<b>1,308.83</b>
Changes in working capital:			
(Increase) / Decrease in Inventories	(292.99)	401.54	(330.94)
(Increase) / Decrease in Trade and other receivables	(371.38)	738.77	(484.73)
Increase/ (Decrease) in Trade and other payables	(24.03)	33.01	(54.24)
Cash generate from / (used in) operation	<b>812.79</b>	<b>2,689.77</b>	<b>438.92</b>
Direct Taxes paid (Net of refund)	(286.61)	(405.80)	(287.34)
<b>Net cash generated from / (used in) operating activities (a)</b>	<b>526.18</b>	<b>2,283.97</b>	<b>151.59</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>			
Purchase of Property, Plant & Equipment / Capital WIP	(651.24)	(66.92)	(14.73)
Purchase of Non-current investments	-	(71.30)	
Proceeds From Maturity of/ Investment made in Fixed Deposits	(1,282.45)	(1,469.87)	(455.75)
<b>Net cash generated from / (used in) investing activities (b)</b>	<b>(1,933.69)</b>	<b>(1,608.09)</b>	<b>(470.48)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>			
Proceeds from Short Term Borrowings	724.28	(0.10)	-
Repayment of Short-Term borrowings	(74.98)	-	(0.24)
Interest paid	(23.09)	(21.58)	(19.91)
<b>Net cash generated from / (used in) financing activities (c)</b>	<b>626.21</b>	<b>(21.68)</b>	<b>(20.15)</b>
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents (a+b+c)</b>	<b>(781.30)</b>	<b>654.20</b>	<b>(339.03)</b>
Add: Cash and cash equivalents at the beginning of the year	2,370.13	1,715.93	1,599.21
<b>Cash and cash equivalents at the end of the year*</b>	<b>1,588.83</b>	<b>2,370.13</b>	<b>1,260.18</b>

## ANNEXURE 4

### **SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE RESTATED FINANCIAL STATEMENTS**

#### **BACKGROUND OF THE COMPANY**

Shri Hare-Krishna Sponge Iron Limited is an unlisted public company registered in Kolkata, India. The Company is engaged in business of manufacturing Sponge Iron and its manufacturing facility is located at Plot No.106, Phase II, Industrial Growth Centre, Siltara, Raipur, Chhattisgarh.

#### **4. SIGNIFICANT ACCOUNTING POLICIES :**

##### **4.01 Basis of preparation**

The Restated Statement of Assets and Liabilities of the Company as on March 31, 2024, March 31, 2023, March 31, 2022, and March 31, 2021 and the Restated Statement of Profit and Loss and Restated Statements of Cash Flows for the period/year ended on March 31, 2024, March 31, 2023, March 31, 2022, and March 31, 2021 and the annexure thereto (collectively, the "Restated Financial Statements") have been extracted by the management from the Audited Financial Statements of the Company.

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

All the Assets and Liabilities have been classified as Current and Non-Current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of activities, the Company has ascertained its operating cycle as 12 months for the purpose of Current and Non Current classification of Assets and Liabilities.

##### **4.02 Use of estimates**

The preparation of the financial statements is in conformity with Indian GAAP which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. The estimates and assumptions made and applied in preparing the financial statements are based upon management's best knowledge of current events and actions as on the date of financial statements. However, due to uncertainties attached to the assumptions and estimates made, actual results could differ from those estimated. Any revision to accounting estimates is recognized prospectively in current and future periods.

##### **4.03 Property, Plant & Equipment**

###### **(i) Initial Recognition**

The tangible items of property, plant and equipment are carried at cost less accumulated depreciation and accumulated impairment losses, if any, using the cost model as prescribed under Accounting Standard, AS-10 "Property, Plant & Equipment". Cost of an item of property, plant and equipment comprises of the purchase price, including import duties, if any, non-refundable purchase taxes, after deducting trade discounts and rebates, and costs that are directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Leasehold property is amortised over the term of the lease.

###### **(ii) Depreciation**

Depreciation on tangible property, plant & equipment is charged on written down value method over the useful life/remaining useful life of the asset as per Schedule II of the Companies Act 2013. Depreciation on assets purchased / acquired during the year is charged from the date of purchase / acquisition of the asset or from the day the asset is ready for its intended use. Similarly, depreciation on assets sold / discarded during the year is charged up to the date when the asset is sold / discarded.

#### **4.04 Investment**

Long-term/ Non-Current investments are stated at cost. Provision is made for diminution in the value of the investments, if, in the opinion of the management, the same is considered to be other than temporary in nature. Current investments are carried at lower of cost and fair value determined on an individual basis. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

#### **4.05 Inventories**

Cost of inventories comprises all cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing the inventories to their present location and condition. Inventories are valued at cost lower of cost or net realizable value. Cost of Inventories are determined on weighted average.

#### **4.06 Revenue recognition**

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection.

- (i) Sales are recognised when the substantial risks and rewards of ownership in the goods are transferred to the buyer, upon supply of goods, and are recorded net of trade discounts, rebates and goods and services tax.
- (ii) Dividend income is recognized when right to receive the same is established.
- (iii) Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.
- (iv) All other income and expenditure are accounted for on accrual basis.

#### **4.07 Expenses**

Expenses are accounted for on accrual basis and provision is made for all known losses and liabilities.

#### **4.08 Employee benefits**

##### **(i) Short-term employee benefits**

Short-term employee benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss for the year which includes benefits like Salary, wages and bonus, and are recognized as expenses in the period in which the employee renders the related service.

##### **(ii) Post- Employment Benefits:**

##### Defined Contribution Plans

The Company has Defined Contribution Plans for Post employment benefits in the form of Provident Fund and Pension Fund for all employees which are administered by Regional Provident Fund Commissioner. Provident Fund and Pension Fund are classified as defined contribution plans as the Company has no further obligation beyond making the contributions. The Company's contributions to Defined Contribution plans are charged to the Statement of Profit and Loss as and when incurred.

##### Defined Benefit Plans

**Non-Funded Plan:** The Company has a defined benefit plan for Post-employment benefit in the form of Gratuity.

Liability for the above defined benefit plan is provided on the basis of valuation, as at the Balance Sheet date, carried out by an independent actuary. The actuarial method used for measuring the liability is the Projected Unit Credit method.

##### **(iii) Other Long-Term Employee Benefit**

Liability for Compensated Absences is provided on the basis of valuation, as at the Balance Sheet date, carried out by an independent actuary. The Actuarial valuation method used for measuring the liability is the Projected Unit Credit method. The expense is recognised at the present value of the amount payable as per actuarial valuations. Actuarial gains and losses in respect of such benefits are recognised in the Statement of Profit and Loss. Termination benefits are recognized as an expense as and when incurred.

#### **4.09 Taxes on Income**

Tax expense for the year comprising current tax & deferred tax are considered in determining the net profit for the year. Provision is made for current tax and based on tax liability computed in accordance with relevant tax laws applicable to the Company. Provision is made for deferred tax for all timing difference arising between taxable incomes & accounting income at currently enacted or substantively enacted tax rates, as the case may be. Deferred tax assets (other than in situation of unabsorbed depreciation and carry forward losses) are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date. Deferred Tax Assets and Deferred Tax Liability have been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liability and where the Deferred Tax Asset and Deferred Tax Liability relate to Income taxes is levied by the same taxation authority.

#### **4.10 Earnings Per Share**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The net profit or loss for the period attributable to equity shareholders is the net profit or loss for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period, adjusted by the number of equity shares bought back or issued during the period multiplied by the time-weighting factor. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. The number of equity shares is the aggregate of the weighted average number of equity shares and the weighted average number of equity shares which would be issued on the conversion of all the dilutive potential equity shares into equity shares. Dilutive potential equity shares are deemed to have been converted into equity shares at the beginning of the period or, if issued later, the date of the issue of the potential equity shares. Potential equity shares are treated as dilutive when, and only when, their conversion to equity shares would decrease net profit per share from continuing ordinary operations.

#### **4.11 Impairment of assets**

Impairment is ascertained at each Balance Sheet date in respect of cash generating units. An impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

#### **4.12 Provisions, contingent liability and contingent assets**

Provisions are recognized in the accounts in respect of present probable obligations, the amount of which can be reliably estimated. Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed on the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent Assets are neither recognized nor disclosed in the financial statements.

#### **4.13 Cash & cash equivalents**

Cash & cash equivalents comprise cash and cash on deposit with banks and corporations. The company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amount of cash to be cash equivalents.

#### **4.14 Leases**

Leases where the Lessor effectively retains substantially all the risks and benefits of ownership of the Leased Asset, are classified as 'Operating Leases'. Lease rentals with respect to assets taken on 'Operating Lease' are charged to Statement of Profit and Loss on a straight-line basis over the lease term.

Leases which effectively transfer to the Company substantially all the risks and benefits incidental to the ownership of the leased item are classified as 'Finance Lease'. Assets acquired on Finance Lease which substantially transfer all the risks and rewards of ownership to the Company are capitalized as assets by the Company at the lower of the fair value and the present value of the minimum lease payment and a liability is created for an equivalent amount. Lease rentals payable is apportioned between the liability and finance charge so as to obtain a constant periodic rate of interest on the outstanding liability for each year.



#### 4.15 Borrowing cost

Borrowing costs are interest, commitment charges and other costs incurred by an enterprise in connection with ShortTerm/ Long Term borrowing of funds. Borrowing costs that are attributable to the acquisition or construction of a qualifying asset is capitalised as part of the cost of such asset till such time the asset is ready for its intended use. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to Statement of Profit and Loss in the period in which they are incurred.

#### 4.16 Intangible Assets

##### Initial Recognition

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

##### Amortization

Intangible assets are amortized on straight line basis over the estimated useful economic life of the asset. The company presumes that the useful economic life of the software is ten years from the year in which it is acquired and ready to use.

### ANNEXURE 5

#### Restatement adjustment, Material regrouping and non-adjusting items

##### (a) Impact of restatement adjustments

Below mentioned is the summary of result of restatement adjustments made to the audited financial statements of the respective period / years and its impact on Profits.

Particulars	31st March, 2024	31st March, 2023	31st March, 2022
Net profit/(Loss) after Tax as per Audited Profit & Loss Account	1,004.17	1,052.13	907.28
<b><u>Adjustments to net profit as per audited financial statements</u></b>			
Prior period amortization	19.63	-	(16.81)
Prior Period Share of Loss from LLP	4.22	(1.25)	(2.97)
Prior period deferred Tax adjustments	(12.68)	-	8.65
Current deferred Tax adjustments	3.05	2.60	(1.63)
Current period Amortization of leasehold land	(0.95)	(0.95)	(0.95)
<b>Restated profit after tax for the period/years</b>	<b>1,017.44</b>	<b>1,052.53</b>	<b>893.57</b>

Note: A positive figures represents addition and figures in brackets represents deletion in the corresponding head in the financial statements for respective reporting periods to arrive at the Restated Numbers

##### (b) Explanatory notes for the restatement adjustments

- (i) The amount relating to the Income/ Expenses have been adjusted in the year to which the same related to & under which head the same relates to.
- (ii) There is change in deferred tax assets/liabilities as per audited books of accounts and as per Restated books for respective financial covered under the Restated Financial Information and the same has been given effect in the year to which the same relates to.

##### To give Explanatory Notes Regarding Adjustment:

Appropriate adjustment have been made in the Restated Financial Statement, wherever required, by classification of the corresponding item of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per audited financial of the company for all the years and the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018.

<b>(c) Reconciliation of Restated Equity/Networth</b>				
<b>Particulars</b>		<b>31st March, 2024</b>	<b>31st March, 2023</b>	<b>31st March, 2022</b>
<b>Equity /Networth as per audited Financials</b>		6,439.38	5,435.21	4,383.11
<u>Adjustments for</u>				
Differences pertaining to change in P&L due to Restated Effect for the period covered in the Restated Financial Statements:				
Prior period adjustments for earlier years		(13.27)	(13.67)	
Prior period amortization		19.63	-	(16.81)
Prior Period Share of Loss from LLP		4.22	(1.25)	(2.97)
Prior period deferred Tax adjustments		(12.68)	-	8.65
Current deferred Tax adjustments		3.05	2.60	(1.63)
Current period Amortization of leasehold land		(0.95)	(0.95)	(0.95)
<b>Equity /Networth as per Restated</b>		<b>6,439.38</b>	<b>5,421.94</b>	<b>4,369.40</b>

**To give Explanatory Notes Regarding Adjustment:**

Appropriate adjustments have been made in the restated Financial Statement, wherever required, by classification of the corresponding item of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per audited financial of the company for all the years and the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018.

**ANNEXURE 6**  
**RESTATED STATEMENT OF SHARE CAPITAL**

*(Rs. In lacs)*

<b>Particulars</b>	<b>As at 31st March, 2024</b>		<b>As at 31st March, 2023</b>		<b>As at 31st March, 2022</b>	
	<b>Number of shares</b>	<b>Amount (₹ in lacs)</b>	<b>Number of shares</b>	<b>Amount (₹ in lacs)</b>	<b>Number of shares</b>	<b>Amount (₹ in lacs)</b>
<b>(a) Authorized share capital</b>						
Equity shares of Rs. 10/- each	15,000,000	1,500.00	15,000,000	1,500.00	15,000,000	1,500.00
<i>(Refer Note (f) below)</i>	<b>15,000,000</b>	1,500.00	<b>15,000,000</b>	1,500.00	<b>15,000,000</b>	1,500.00
<b>(b) Issued, subscribed &amp; fully paid-up capital</b>						
Equity shares of Rs. 10/- each	14,121,050	1,412.11	14,121,050	1,412.11	14,121,050	1,412.11
<i>(Refer Note (f) below)</i>	<b>14,121,050</b>	1,412.11	<b>14,121,050</b>	1,412.11	<b>14,121,050</b>	1,412.11

**(c) Reconciliation of number and amount of shares outstanding at the beginning and at the end of the reporting year -**

<b>Particulars</b>	<b>As at 31st March, 2024</b>		<b>As at 31st March, 2023</b>		<b>As at 31st March, 2022</b>	
	<b>Number of shares</b>	<b>Amount (₹ in lacs)</b>	<b>Number of shares</b>	<b>Amount (₹ in lacs)</b>	<b>Number of shares</b>	<b>Amount (₹ in lacs)</b>
Equity shares of Rs 10/- each						
Shares outstanding at the beginning of the year	14,121,050	1,412.11	14,121,050	1,412.11	14,121,050	1,412.11
Add/Less: Movement during the year	-	-	-	-		
Shares outstanding at the end of the year (Refer Note (f) below)	<b>14,121,050</b>	1,412.11	<b>14,121,050</b>	1,412.11	<b>14,121,050</b>	1,412.11

**(d) List of Shareholders holding more than 5% share capital**

Name of Shareholders	No. of Shares as at 31st March 2024	% of holding	No. of Shares as at 31st March 2023	% of holding	No. of Shares as at 31st March 2022	% of holding
<b>Equity shares of Rs 10/- each (Refer Note (f) below)</b>						
Manoj Parasrampurua	849,850	6.02%	849,850	6.02%	849,850	6.02%
Anita Tradelinks Private Limited	5,125,000	36.29%	5,125,000	36.29%	5,125,000	36.29%
Buxom Trexim Private Limited	1,795,000	12.71%	1,795,000	12.71%	1,795,000	12.71%
Newzone Merchants Private Limited	771,250	5.46%	771,250	5.46%	771,250	5.46%
Paras Credit Capital Private Limited	1,137,500	8.06%	1,137,500	8.06%	1,137,500	8.06%
S.S Parasrampurua & Others	1,627,000	11.52%	1,627,000	11.52%	1,627,000	11.52%
<b>TOTAL</b>	<b>11,305,600</b>		<b>11,305,600</b>		<b>11,305,600</b>	

**(e) Rights, Preference and restrictions attached to Equity Shares of Rs. 10/- each:**

The Company has only one class of Shares referred to as Equity Shares having a par value of ₹10/- each. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders and the amount paid up on each share. Dividend on such shares is payable in proportion to the paid up amount. Dividend recommended by board of directors (other than interim dividend) is subject to approval of the shareholders in the ensuing Annual General Meeting.

**(f)** The company has split the face value of the shares from Rs. 100/- each to Rs. 10/- each pursuant to resolution passed at an Extraordinary General meeting of the shareholders held at July 04<sup>th</sup>, 2024. Consequently, the number of shares in each of the financial years and the Earnings per share has been restated basis Face value of Rs. 10/-.

**(g) Shares held by the promoter at the end of the period**

Name of Shareholders	No. of Shares as at 31st March 2024	% of Total Shares	No. of Shares as at 31st March 2023	% of Total Shares	No. of Shares as at 31st March 2022	% of Total Shares
Manoj Parasrampurua	849,850	6.02%	849,850	6.02%	849,850	6.02%
Shyam Sunder Parasrampurua	351,850	2.49%	351,850	2.49%	351,850	2.49%
Manish Parasrampurua	625,100	4.43%	625,100	4.43%	625,100	4.43%
Manoj Parasrampurua HUF*	-	-	125,000	0.89%	125,000	0.89%
Manish Parasrampurua HUF*	-	-	272,500	1.93%	272,500	1.93%
S.S Parasrampurua & Others*	-	-	1,627,000	11.52%	1,627,000	11.52%
Sheetal Singhania*	-	-	92,500	0.66%	92,500	0.66%
Krishna Devi Parasrampurua*	-	-	695,500	4.93%	695,500	4.93%
Shweta Parasrampurua*	-	-	390,000	2.76%	390,000	2.76%
Anita Parasrampurua*	-	-	263,000	1.86%	263,000	1.86%
Anita Tradelinks Private Limited	5,125,000	36.29%	5,125,000	36.29%	5,125,000	36.29%
Buxom Trexim Private Limited	1,795,000	12.71%	1,795,000	12.71%	1,795,000	12.71%
Paras Credit Capital Private Limited*	-	-	1,137,500	8.06%	1,137,500	8.06%
<b>TOTAL</b>	<b>8,746,800</b>	<b>61.94%</b>	<b>13,349,800</b>	<b>94.54%</b>	<b>13,349,800</b>	<b>94.54%</b>

\* Ceased to be promoter's w.e.f. 29th April, 2023 pursuant to a shareholders' resolution passed at an extra-ordinary general meeting dated 29th April, 2023.

1. The figures disclosed above are based on the Restated Summary Statement of Assets and Liabilities of the company.
2. The above Statement should be read with the Restated Summary Statement of Assets and Liabilities, Restated Statement of Profit & Loss, Restated Statement of Cash Flows, Significant Accounting Policies & Annexures to the Restated summary Statements as appearing in Annexures 1,2,3 & 4 respectively.

**ANNEXURE 7**  
**RESTATED STATEMENT OF RESERVES AND SURPLUS**

(Rs. in lacs)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
<b>A. SECURITIES PREMIUM ACCOUNT</b>			
Balance as per last account	835.62	835.62	835.62
<b>Balance at the end of the year</b>	<b>835.62</b>	<b>835.62</b>	<b>835.62</b>
<b>B. SURPLUS IN THE RESTATED SUMMARY</b>			
<b>Statement of Profit &amp; Loss</b>			
Balance as per last account	3,174.21	2,121.68	1,228.10
Add: Transferred from the Restated Summary Statement of Profit and Loss	1,017.44	1,052.53	893.57
<b>Balance at the end of the year</b>	<b>4,191.65</b>	<b>3,174.21</b>	<b>2,121.68</b>
<b>TOTAL</b>	<b>5,027.27</b>	<b>4,009.83</b>	<b>2,957.29</b>

- The figures disclosed above are based on the Restated Summary Statement of Assets and Liabilities of the company.
- The above Statement should be read with the Restated Summary Statement of Assets and Liabilities, Restated Statement of Profit & Loss, Restated Statement of Cash Flows, Significant Accounting Policies & Annexures to the Restated summary Statements as appearing in Annexures 1,2,3 & 4 respectively.

**ANNEXURE 8**  
**RESTATED STATEMENTS OF LONG-TERM PROVISIONS**

(Rs. In lacs)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
<b><u>For Employee Benefits</u></b>			
Provision for Gratuity	22.16	17.82	-
<b>TOTAL</b>	<b>22.16</b>	<b>17.82</b>	<b>-</b>

**ANNEXURE 9**  
**RESTATED STATEMENT OF SHORT-TERM BORROWINGS**

(Rs. In lacs)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
<b>Loans repayable on demand</b>			
<b><u>Secured</u></b>			
- From HDFC Bank			
(i) Cash Credit	724.28	-	-
<b>Loans &amp; Advances from Related Parties</b>			
<b><u>Unsecured</u></b>			
- From body corporate	-	74.98	75.08
<b>TOTAL</b>	<b>724.28</b>	<b>74.98</b>	<b>75.08</b>

**Note: Particulars relating to the nature of Security and Other relevant terms:**

Cash Credit facility (CC) availed by the Company has an overall limit of Rs. 800 lacs, obtained from HDFC Bank to meet its working capital requirements. The rate of interest stipulated by the bank is 8.63% p.a. payable monthly. The working capital facilities from HDFC Bank are secured by equitable mortgage of factory land (both leasehold and freehold) and factory building and hypothecation of present and future plant and machineries, Inventories, Book debts and advances to suppliers for raw material procurements, lien on fixed deposits. The Company has also taken bank guarantee for an overall limit of Rs. 350 lacs, from HDFC Bank. The commission charged by the bank is 1.25%.

**Particulars relating to the nature of security and other relevant terms:**

Loans repayable on demand from Banks represents Cash Credit facility obtained from HDFC Bank. Interest is payable at monthly rests. Details of securities furnished by the Company are as under:

Particulars	Details of Security furnished
Primary Security	Hypothecation of Stocks, Book Debts, Lien Marking on FD NO. 50300797359034 for Rs. 70 Lakhs, FD NO. 50300796974167, 50300801717149, 50300784852134, 50300784836984, 50300784843085, Cash Margin for Non Fund Base Facility and Term Loan DSRA, all present and future plant and machinery.
Collateral Security	(a) Industrial property of the Company located at Siltara, Sankara, Raipur.
	(b) Industrial freehold property of the company located at Siltara, Raipur.
	(c) Personal Guarantee Of Director And Collateral Security Owner (Except Mr. Ram Chandra Saras), All Present And Future Plant And Machinery, Advance To Supplier For Raw Material Procurement Cash Margin For Non Fund Base Facility And Term Loan DSRA, Lien Marking on FD No 50300797359034 For Rs. 70 lacs, FD No. 50300796974167, 50300801717149, 50300784852134, 50300784836984, and 50300784843085.
Personal Guarantee	The above facility is further secured by personal guarantee and collateral security of the 2 directors Manoj Prasrampur, and Manish Parasrampur.

**ANNEXURE 10**  
**RESTATED STATEMENT OF TRADE PAYABLES**

(Rs. In lacs)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
<b>For goods and services received in the ordinary course of business</b>			
(a) Dues to micro & small enterprises	7.49	0.04	3.57
(b) Dues to other than micro and small enterprises	63.00	67.22	92.07
<b>Total</b>	<b>70.49</b>	<b>67.26</b>	<b>95.64</b>

Ageing schedule for Trade Payables outstanding for following periods from due date of payment as on 31.03.2024:

(Rs. In lakhs)

Particulars	Not Due	less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	7.00	0.49	-	-	-	7.49
(ii) Others	-	63.00	-	-	-	63.00
(iii) Disputed dues – MSME		-	-	-	-	-
(iv) Disputed dues – others		-	-	-	-	-

Ageing schedule for Trade Payables outstanding for following periods from due date of payment as on 31.03.2023:

(₹ in Lakhs)

Particulars	Not Due	less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME		0.04	-	-	-	0.04
(ii) Others		66.44	0.34	0.44	-	67.22
(iii) Disputed dues – MSME		-	-	-	-	-
(iv) Disputed dues – others		-	-	-	-	-

Ageing schedule for Trade Payables outstanding for following periods from due date of payment as on 31.03.2022:  
(₹ in Lakhs)

Particulars	Not Due	less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME		3.57				3.57
(ii) Others		91.37	0.70			92.07
(iii) Disputed dues – MSME		-	-	-	-	-
(iv) Disputed dues - others		-	-	-	-	-

**Annexure 11**  
**RESTATED STATEMENT OF OTHER CURRENT LIABILITIES**

(Rs. In lacs)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Partner's Current Account in LLP	29.74	29.58	25.36
<b>Other Payables</b>			
- Statutory liabilities	42.07	106.47	53.30
- Advance from customers	23.91	2.68	0.53
- Liability for expense	107.33	91.46	82.41
<b>TOTAL</b>	<b>203.05</b>	<b>230.19</b>	<b>161.60</b>

**Annexure 12**  
**RESTATED STATEMENT OF SHORT TERM PROVISIONS**

(Rs. In lacs)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
<b>For Employee Benefits</b>			
Provision for Gratuity	0.96	0.85	14.40
<b>For Other than Employee Benefits</b>			
Provision for Income Tax (Net of Advance Tax / TDS / TCS)	113.21	45.41	75.55
<b>TOTAL</b>	<b>114.17</b>	<b>46.26</b>	<b>89.95</b>

**Annexure 13**  
**RESTATED STATEMENT OF PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS 2023 24**

(i) **PROPERTY PLANT AND EQUIPMENT**

(₹ in lacs)

PARTICULARS	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	As at	Additions during the year	Sale during the year	Total	As at	For the year	Sale/ Adjustm ent during the year	As at	As at 31st March	As at 31st March
	01.04.2023			31.03.2024	01.04.2023		31.03.2024	2024	2023	
<b>Tangible (owned unless otherwise stated)</b>										
Land										
-Leasehold Land*	93.68	-	-	93.68	18.70	0.95	-	19.65	74.03	93.68
-Freehold Land	19.20	-	-	19.20	-	-	-	-	19.20	19.20
Factory Shed, Building & Other Installations	378.32	284.50	-	662.82	290.75	8.72	-	299.47	363.35	87.57
Plant & Machinery	776.91	75.37	-	852.28	694.51	18.11	-	712.61	139.67	82.40
Furnace Machinery	318.86	-	-	318.86	294.40	2.85	-	297.25	21.61	24.46
Rolling Mills Machinery	217.50	-	-	217.50	198.20	2.44	-	200.64	16.86	19.30
Rolling Mills Rolls	71.98	-	-	71.98	71.97	-	-	71.97	0.01	0.01
Workshop Machinery	9.38	-	-	9.38	8.91	0.03	-	8.94	0.44	0.47
JCB Excavator Loader	14.17	-	-	14.17	13.79	-	-	13.79	0.38	0.38
Front End Loader	22.64	-	-	22.64	21.73	-	-	21.73	0.91	0.91
Hydraulic Crane	6.36	-	-	6.36	6.04	0.02	-	6.05	0.30	0.32
Motor Car	106.07	179.65	-	285.71	67.93	59.75	-	127.67	158.04	38.14
Scooter.	2.22	1.41	1.76	1.87	2.11	0.04	1.68	0.48	1.40	0.11
Vehicles.	38.53	-	20.47	18.06	36.80	-	19.64	17.16	0.90	1.73
Tractors	0.75	-	-	0.75	0.71	-	-	0.71	0.04	0.04
Office Equipment	16.47	21.70	8.27	29.90	11.65	3.58	7.86	7.38	22.51	4.81
Air Condition.	10.45	1.38	7.84	3.99	9.11	0.52	7.45	2.18	1.81	1.34
Furniture & Fixture	43.80	2.23	10.47	35.56	34.94	2.10	9.91	27.13	8.42	8.85
Computer.	13.60	-	7.70	5.90	12.97	0.04	7.42	5.59	0.31	0.63
Solar Power Plant	14.91	-	-	14.91	14.17	-	-	14.17	0.75	0.75
E.S.P	129.60	-	-	129.60	123.12	-	-	123.12	6.48	6.48

<b>TOTAL</b>	<b>2,305.40</b>	<b>566.24</b>	<b>56.51</b>	<b>2,815.12</b>	<b>1,932.51</b>	<b>99.15</b>	<b>53.96</b>	<b>1,977.69</b>	<b>837.41</b>	<b>391.58</b>
--------------	-----------------	---------------	--------------	-----------------	-----------------	--------------	--------------	-----------------	---------------	---------------

1. The figures disclosed above are based on the summary statement of assets and liabilities of the company.
2. The above statement should be read with the Restated Statement of assets and liabilities, Restated statement of Profit & Loss, Restated statement of Cashflow, significant accounting policies & notes to Restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

**(ii) Intangible Assets under Development:**

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	Particulars	As at 01.04.2023	Addition during the year	Sales during the year	TOTAL	Upto 31.03.2023	For the year	Sale/ Adjustment during the year	TOTAL	As at 31.03.2024	As at 31.03.2023
Software	-	85.00	-	85.00	-	-	-	-	-	85.00	-
	-	<b>85.00</b>	-	<b>85.00</b>	-	-	-	-	-	<b>85.00</b>	-
<b>TOTAL (A+B) :</b>	<b>2,305.40</b>	<b>651.24</b>	<b>56.51</b>	<b>2,900.12</b>	<b>1,932.51</b>	<b>99.15</b>	<b>53.96</b>	<b>1,977.69</b>	<b>922.41</b>	<b>391.58</b>	

2022-23

**(i) PROPERTY PLANT AND EQUIPMENT**

(Figures in ₹ lacs)

PARTICULARS	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	As at 01.04.2022	Additions during the year	Sale during the year	Total 31.03.2023	As at 01.04.2022	For the year	Sale/ Adjustment during the year	As at 31.03.2023	As at 31st March 2023	As at 31st March 2022
<b>Tangible (Owned unless otherwise stated)</b>										
Land										
Leasehold Land	93.68	-		93.68	17.76	0.95	-	18.71	74.97	93.68
Freehold Land	19.20	-		19.20	-	-		-	19.20	19.20
Factory Shed, Building & Other Installations	378.32	-		378.32	281.87	8.88		290.75	87.57	96.45
Plant & Machinery	717.07	59.84		776.91	680.01	14.50		694.51	82.40	37.06
Furnace Machinery	318.86	-		318.86	289.57	4.83		294.40	24.46	29.29
Rolling Mills Machinery	217.50	-		217.50	194.47	3.73		198.20	19.31	23.04
Rolling Mills Rolls	71.98	-		71.98	71.97	-		71.97	0.01	0.01
Workshop Machinery	9.38	-	-	9.38	8.88	0.03		8.91	0.47	0.50



JCB Excavator Loader	14.17	-		14.17	13.79	-		13.79	0.38	0.38
Front End Loader	22.64	-		22.64	21.73	-		21.73	0.91	0.91
Hydraulic Crane	6.36	-		6.36	6.02	0.02		6.04	0.31	0.33
Motor Car	106.07	-		106.07	47.62	20.30		67.92	38.14	58.44
Scooter.	2.22	-		2.22	2.11	-		2.11	0.11	0.11
Vehicles.	38.53	-		38.53	36.80	-		36.80	1.73	1.73
Tractors	0.75	-		0.75	0.71	-		0.71	0.04	0.04
Office Equipment	10.54	5.93		16.47	9.54	2.11		11.65	4.82	1.00
Air Condition.	9.30	1.15		10.45	8.47	0.64		9.11	1.34	0.83
Furniture & Fixture	43.80	-		43.80	31.51	3.43		34.94	8.86	12.29
Computer.	13.60	-		13.60	11.93	1.04		12.97	0.63	1.67
Solar Power Plant	14.91	-		14.91	13.85	0.32		14.17	0.74	1.06
E.S.P	129.60	-		129.60	123.12	-		123.12	6.48	6.48
<b>TOTAL</b>	<b>2,238.48</b>	<b>66.92</b>		<b>2,305.40</b>	<b>1,871.74</b>	<b>60.78</b>	<b>-</b>	<b>1,932.52</b>	<b>372.91</b>	<b>384.50</b>

The figures disclosed above are based on the summary statement of assets and liabilities of the company.

The above statement should be read with the Restated Statement of assets and liabilities, Restated statement of Profit & Loss, Restated statement of Cashflow, significant accounting policies & notes to Restated summary statements as appearing in annexures 1,2,3&4 respectively.

2021-22

(i) PROPERTY PLANT AND EQUIPMENT

(Figures in ₹ lacs)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at	Additions during the year	Sales during the year	Total	As at	For the	Sale/Adjustment during the year	As at	As at 31st March	As at 31st March
	01.04.2021			31.03.2022	01.04.2021	Year		31.03.2022	2022	2021
<b>Tangible (Owned unless otherwise stated)</b>										
Land										
Leasehold Land*	93.68	-	-	93.68	-	17.76	-	17.76	75.92	93.68
Freehold Land	19.20	-	-	19.20	-	-	-	-	19.20	19.20
Factory Shed, Building & Other Installations	378.32	-	-	378.32	272.67	9.20	-	281.87	96.45	105.66
Plant & Machinery	717.07	-	-	717.07	678.67	1.34	-	680.01	37.06	38.40
Furnace Machinery	318.86	-	-	318.86	284.70	4.86	-	289.57	29.29	34.16

Rolling Mills Machinery	217.50	-	-	217.50	190.92	3.54	-	194.47	23.04	26.58
Rolling Mills Rolls	71.98	-	-	71.98	71.97	-	-	71.97	0.01	0.01
Workshop Machinery	9.38	-	-	9.38	8.74	0.14	-	8.88	0.50	0.64
JCB Excavator Loader	14.17	-	-	14.17	13.79	-	-	13.79	0.38	0.38
Front End Loader	22.64	-	-	22.64	21.73	-	-	21.73	0.91	0.91
Hydraulic Crane	6.36	-	-	6.36	5.99	0.03	-	6.02	0.33	0.36
Motor Car	92.48	13.59	-	106.07	26.46	21.17	-	47.62	58.44	66.02
Scooter.	2.22	-	-	2.22	2.11	-	-	2.11	0.11	0.11
Vehicles.	38.53	-	-	38.53	36.80	-	-	36.80	1.73	1.73
Tractors	0.75	-	-	0.75	0.71	-	-	0.71	0.04	0.04
Office Equipment	10.54	-	-	10.54	9.02	0.53	-	9.54	1.00	1.52
Air Condition.	9.05	0.25	-	9.30	8.18	0.28	-	8.47	0.83	0.87
Furniture & Fixture	43.80	-	-	43.80	27.45	4.06	-	31.51	12.29	16.35
Computer.	12.71	0.89	-	13.60	10.27	1.66	-	11.93	1.67	2.44
Solar Power Plant	14.91	-	-	14.91	13.43	0.42	-	13.85	1.06	1.49
E.S.P	129.60	-	-	129.60	123.12	-	-	123.12	6.48	6.48
<b>TOTAL</b>	<b>2,223.75</b>	<b>14.73</b>	<b>-</b>	<b>2,238.48</b>	<b>1,806.74</b>	<b>65.0</b>	<b>-</b>	<b>1,871.74</b>	<b>366.74</b>	<b>417.02</b>

\* Includes amortisation of Leasehold land of Rs.16.80 Lacs for prior periods.

The figures disclosed above are based on the summary statement of assets and liabilities of the company.

The above statement should be read with the Restated Statement of assets and liabilities, Restated statement of Profit & Loss, Restated statement of Cashflow, significant accounting policies & notes to Restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

**Annexure 14**

**RESTATED STATEMENT OF NON-CURRENT INVESTMENTS - LONG TERM (At Cost, unless otherwise stated)**

*(Rs. in lacs)*

Particulars	Face Value	As at 31.03.2024		As at 31.03.2023		As at 31.03.2022	
		Quantity	Amount	Quantity	Amount	Quantity	Amount
		(Nos.)	in ₹ lacs)	(Nos.)	in ₹ lacs)	(Nos.)	in ₹ lacs)
<b>Trade Investments</b>							
(a) <b>Investment in Equity Instruments</b>							
<b>(Fully Paid- up Equity Shares)</b>							
<b>Unquoted</b>							
<b>In Associates</b>							
-Special Mines & Minerals Private Limited	100	46,300	46.30	46,300	46.30	46,300	46.30
<b>In Others</b>							
-Anita Tradelinks Private Limited	10	82,900	49.74	82,900	49.74	-	-
-ARP Complex Private Limited	10	10,900	24.53	10,900	24.53	-	-
		<b>140,100</b>	<b>120.57</b>	<b>140,100</b>	<b>120.57</b>	<b>46,300</b>	<b>46.30</b>
(b) <b>Investment in Limited Liability Partnership</b>							
C.G. Sponge Manufacturers Consortium Coal Fields LLP ( <i>Refer note 1 &amp; 2 below</i> )			78.36		78.36		78.36
			<b>78.36</b>		<b>78.36</b>		<b>78.36</b>
			<b>198.93</b>		<b>198.93</b>		<b>124.66</b>

Disclosures for Non-Current Investments	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
<b>Aggregate Cost of Quoted Investments</b>	-	-	-
<b>Aggregate Cost of Unquoted Investments</b>	198.93	198.93	124.66
<b>Aggregate Market Value of Quoted Investment</b>	-	-	-
<b>Provision for Diminution in Value of Investments</b>	-	-	-

**Note 1. Disclosures for Investment in LLP:**

Name of LLP: C.G. Sponge Manufacturers Consortium Coal Fields LLP

Names of Partners:

Aarti Sponge & Power Ltd  
 Animesh Ispat & Pvt. Ltd  
 Baldev Alloys Pvt. Ltd.  
 Bhagwati Power & Steel Ltd.  
 Drolia Electrosteels Pvt. Ltd.  
 Ghankun Steel Pvt. Ltd. G.R. Sponge & Power Ltd.  
 G.R. Sponge & Power Ltd  
 Khetan Sponge & Infrastructure Pvt. Ltd.  
 Mahendra Sponge & Power Ltd.  
 P.D. Industries Pvt. Ltd.  
 Rashmi Sponge Iron & Power Ltd.  
 Real Ispat & Power Ltd

Share of Profit (%):

12.31%  
 4.48%  
 11.19%  
 4.48%  
 4.48%  
 5.60%  
 4.48%  
 4.48%  
 6.72%  
 4.48%  
 4.48%  
 12.69%

Shri Hare Krishna Sponge Iron Limited	4.48%
Sunil Sponge Pvt Ltd	8.96%
Vaswani Industries Ltd	6.72%
<b>Total</b>	<b>100.00%</b>
Total Capital of the Firm as at 31.03.2024 (Rs. In Lakhs)	1,086.01
<i>(Rs. 1,089.47 Lakhs as at 31.03.2023)</i>	
The fixed capital of the firm is Rs.1,750.14 Lakhs	

**Note 2.** The Company has a 4.48% share in profit/(loss) in the LLP, and the capital balance of the Company stands at Rs. 48.62 lacs as on 31.3.24. The LLP has an investment in a Joint Venture, namely M/s Deavnara Coal Fields LLP aggregating to Rs. 1,251.16 lacs as on 31.3.24. Pursuant to a Supreme Court Order dated 24.9.2014, a Coal Block allocated to the said LLP along with the other partners in the joint venture stood cancelled. Subsequent to cancellation of the previous allocation, the Government of India, Ministry of Law and Justice (Legislative Department) promulgated "The Coal Mines (Special Provisions) Ordinance, 2014". But the process of re-allotment and crystallization of compensation amount in respect of the LLP's mine is pending at the Nominated Authority, Ministry of Coal, Government of India. In view of the aforesaid, the LLP has not recognised any amount towards diminution in value of Investment made in the Joint Venture as on 31.3.24.

**Annexure 15**  
**DEFERRED TAX ASSETS (Net)**

In accordance with Accounting Standard 22 on Accounting for Taxes on Income, the Company has accounted for Deferred Asset / Liability retrospectively.

(Rs. in ₹ lacs)

Particulars	Figures as at 31st March 2024	Figures as at 31st March 2023	Figures as at 31st March 2022
<b><u>Deferred tax assets</u></b>			
(a) Expenses charged to Statement of Profit and Loss but allowable under Income Tax Laws in subsequent years	6.86	4.93	3.40
(b) Timing Differences due to depreciation as per the Companies Act, 2013 and the Income Tax Act, 1961	5.82	4.70	3.62
<b>Deferred Tax Assets (Net)</b>	<b>12.68</b>	<b>9.62</b>	<b>7.02</b>

Note - The management has recognised deferred tax assets only to the extent that there is a reasonable certainty of their realisation.

- The figures disclosed above are based on the Restated Summary Statement of Assets and Liabilities of the company.
- The above Statement should be read with the Restated Summary Statement of Assets and Liabilities, Restated Statement of Profit & Loss, Restated Statement of Cash Flows, Significant Accounting Policies & Annexures to the Restated summary Statements as appearing in Annexures 1,2,3 & 4 respectively.

**Annexure 16**  
**RESTATED STATEMENT OF OTHER NON-CURRENT ASSETS**

(Rs. In lacs)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
<b><u>Others</u></b>			
<b><u>Fixed Deposits</u></b>			
- Bank Deposits with remaining maturity of more than 12 months ( <i>Refer Note below</i> )	441.51	1,107.40	-
- Security Deposits	103.68	154.74	106.05
<b>TOTAL</b>	<b>545.19</b>	<b>1,262.14</b>	<b>106.05</b>

Note: Fixed Deposits include deposits in lien with bank as security against fund and non-fund-based credit facilities.

**Annexure 17**  
**RESTATED STATEMENT OF INVENTORIES**

(Rs. In lacs)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
<i>(At lower of cost or net realisable value, unless otherwise stated)</i>			
Raw materials	853.46	630.58	185.42
Finished Goods	90.34	163.20	971.91
Rejected raw material (held for sale)	112.11	40.09	60.58
Stores and Spares	91.37	20.42	37.92
<b>TOTAL</b>	<b>1,147.28</b>	<b>854.29</b>	<b>1,255.83</b>

**Annexure 18**  
**RESTATED STATEMENT OF TRADE RECEIVABLES**

(Rs. In lacs)

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
<b>Unsecured, considered good</b>			
- Debts outstanding for a period exceeding six months from the due date of payment	-	3.08	3.00
- Debts outstanding for a period less than six months from the due date of payment	0.01	2.44	3.21
	<b>0.01</b>	<b>5.52</b>	<b>6.21</b>

**Notes:**

***Trade Receivables ageing schedule:***

***Ageing schedule for Trade Receivables outstanding for following periods from due date of payment as on 31.03.2024***

Particulars	Outstanding for following period from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade Receivables - Considered good	0.01	-		-		0.01
(ii) Undisputed Trade Receivables - considered doubtful		-	-	-		-
(iii) Disputed Trade Receivables - considered good		-	-	-		-
(iv) Disputed Trade Receivables - considered doubtful		-	-	-		-

**Ageing schedule for Trade Receivables outstanding for following periods from due date of payment as on 31.03.2023**

Particulars	Outstanding for following period from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade Receivables - Considered good	2.44	0.08	-		3.00	5.52
(ii) Undisputed Trade Receivables - considered doubtful		-	-	-		-
(iii) Disputed Trade Receivables - considered good		-	-	-		-
(iv) Disputed Trade Receivables - considered doubtful		-	-	-		-

**Ageing schedule for Trade Receivables outstanding for following periods from due date of payment as on 31.03.2022**

Particulars	Outstanding for following period from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade Receivables - Considered good	3.21	-	-	-	3.00	6.21
(ii) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-

**Annexure 19**  
**RESTATED STATEMENT OF CASH AND BANK BALANCES**

*(Rs. In lacs)*

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
<b>(i) Cash and Cash Equivalents:</b>			
(a) Balances with Scheduled Banks in current account	60.95	1,289.92	286.92
(b) Fixed Deposit with Banks (less than 3 months original maturity)	1,506.54	1,073.47	971.36
(c) Cash on Hand	21.34	6.74	1.90
<b>(i)</b>	<b>1,588.83</b>	<b>2,370.13</b>	<b>1,260.18</b>
<b>(ii) Other Bank Balances</b>			
Fixed deposits with banks with original maturity not more than 12 months	2,310.81	362.47	455.75
<b>(ii)</b>	<b>2,310.81</b>	<b>362.47</b>	<b>455.75</b>
<b>Total (i+ii)</b>	<b>3,899.64</b>	<b>2,732.60</b>	<b>1,715.93</b>

Note: Fixed Deposits include FDs lien with bank as security against fund and non-fund based credit facilities.

**Annexure 20**  
**RESTATED STATEMENT OF SHORT TERM LOANS AND ADVANCES**

*(Rs. In lacs)*

Particulars	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
<b>Unsecured, Considered Good</b>			
<b>Loans Repayable on Demand</b>			
Loan to Related Parties (Refer note (i) below)	21.35	141.07	-
Advances recoverable in cash or in kind or for value to be received			
- Advances to staff	3.72	3.40	13.61
- Balances with revenue authorities	8.60	1.26	40.55
- Advance to Suppliers & Contractors	811.11	274.01	1,154.23
- Prepaid Expenses	2.60	2.69	0.84
	<b>847.39</b>	<b>422.44</b>	<b>1,209.23</b>

(i) Loans given to Related Parties above is loan given to M/s Indo Chains (Raipur) Private Limited, a Private Company having few common directors. Loan has been given for augmenting their business working capital requirements. (Refer Annexure 30 - Related Party Transactions)

**Annexure 21**  
**RESTATED STATEMENT OF REVENUE FROM OPERATIONS**

*(Rs. In lacs)*

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
<b>Revenue from operations</b>			
<b>Sale of Manufactured goods</b>			

(a) Sponge Iron	7941.15	9,095.83	7887.15
(b) Dolochar	90.36	120.59	109.95
(c) Other by products/waste	6.66	7.95	-
	<b>8,038.17</b>	<b>9,224.37</b>	<b>7,997.10</b>
<b>Sale of Rejected Raw Material - Iron Ore Fines</b>	188.46	200.80	213.16
<b>Sale of Scrap and other material</b>	-	-	6.58
	<b>188.46</b>	<b>200.80</b>	<b>219.74</b>
<b>TOTAL</b>	<b>8,226.63</b>	<b>9,425.17</b>	<b>8,216.84</b>

**Annexure 22**  
**RESTATED STATEMENT OF OTHER INCOME**

(Rs. In lacs)

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
<b>(A) Interest Income</b>			
-On Security deposit	1.95	1.67	1.04
-On Loan	10.47	7.00	1.92
-On Fixed Deposit	254.08	91.11	71.20
<b>TOTAL</b>	<b>266.50</b>	<b>99.78</b>	<b>74.16</b>

**Annexure 23**  
**RESTATED STATEMENT OF RAW MATERIAL CONSUMED**

(Rs. In lacs)

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
(a) Raw Materials	5,764.80	6,858.99	6,127.02
(b) Stores, Spares and consumables	351.12	387.96	339.19
<b>TOTAL</b>	<b>6,115.92</b>	<b>7,246.95</b>	<b>6,466.21</b>

	Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
<b>A</b>	<b>RAW MATERIALS CONSUMED</b>			
	Opening Stock	630.58	971.91	725.56
	Purchases	5,987.69	6,517.66	6,381.03
		6,618.27	7,489.57	7,106.59
	Less: Sales	-	-	7.66
	Less: Closing Stock	853.46	630.58	971.91
		5,764.80	6,858.99	6,127.02

	Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
<b>B</b>	<b>STORES, SPARES &amp; CONSUMABLES CONSUMED</b>			
	Opening Stock	20.42	37.91	57.39
	Purchases	422.07	370.47	321.72
		442.49	408.38	379.11
	Less: Sales	-	-	2.01
	Less: Closing Stock	91.37	20.42	37.91
		351.12	387.96	339.19

**Annexure 24**  
**RESTATED STATEMENT OF CHANGES IN INVENTORIES OF FINISHED GOODS**

(Rs. In lacs)

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Opening Stock of Finished Goods	163.20	185.42	40.51
Opening Stock of Rejected Raw Material	40.09	60.58	101.43
	203.29	246.00	141.94
<b>LESS:</b>			
Closing Stock of Finished Goods	90.34	163.20	185.42
Closing Stock of Rejected Raw Material	112.11	40.09	60.58
	202.45	203.29	246.00
<b>TOTAL</b>	<b>0.84</b>	<b>42.71</b>	<b>(104.06)</b>

**Annexure 25**  
**RESTATED STATEMENT OF EMPLOYEE BENEFITS EXPENSES**

(Rs. In lacs)

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
(a) Salaries, Wages & Bonus	312.60	263.28	166.16
(b) Contribution to P.F., Gratuity & Other Fund	12.35	11.82	9.02
(c) Staff Welfare Expenses	31.72	4.70	2.29
<b>TOTAL</b>	<b>356.67</b>	<b>279.80</b>	<b>177.47</b>

\*Includes Director's Remuneration amounting Rs.11.96 Lakhs for F.Y.2023-24, Rs. 11.39 Lakhs for F.Y.2022-23 and Rs. 9.07 Lakhs for F.Y.2021-22

**Annexure 26**  
**RESTATED STATEMENT OF FINANCE COST**

(Rs. In lacs)

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
(a) Interest Expense	9.17	9.92	7.22
(b) Other Borrowing Cost (including processing fees, commission on bank guarantee, etc)	13.92	11.66	12.69
<b>TOTAL</b>	<b>23.09</b>	<b>21.58</b>	<b>19.91</b>

**Annexure 27**  
**RESTATED STATEMENT OF OTHER EXPENSES**

(Rs. In lacs)

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Power and Fuel	46.53	49.67	50.18
Electricity Charges	143.53	155.80	153.35
Insurance Charges	6.89	5.33	6.09
Testing expenses	21.50	15.03	14.98
Advertisement Expenses	10.27	-	-
<u>Payments to Statutory Auditors</u>	-	-	-
<i>Current Auditor</i>	-	-	-
- For Statutory Audit Fees	6.00	-	-
- For Tax Audit Fees	1.00	-	-
- For Other Matters	0.25	-	-
<i>Previous Auditors</i>	-	-	-
- For Statutory Audit Fees	1.50	1.00	1.00
- For Tax Audit Fees	-	0.30	-



- For Other Matters	-	1.11	-
Bad Debts written off	3.00	-	-
Brokerage & Commission	20.41	21.54	14.91
Professional Charges	15.99	17.68	5.63
Corporate Social Responsibility expenses	23.99	13.86	6.93
Rent	2.39	2.39	0.59
GST Payments	-	1.08	3.81
Handling Charges	13.39	18.18	13.27
Linkage Auction Charges	6.27	-	-
Property, Plant & Equipment written off	2.55	-	-
Miscellaneous Expenses	31.05	17.65	13.14
Printing and Stationery	4.91	0.45	0.24
Rates & Taxes	10.05	6.78	2.48
Repairs & Maintenance			
-Repairs to Building	21.62	51.13	71.77
-Repairs to Plant & Machinery	28.45	31.21	37.45
-Repairs to Others	14.05	9.06	18.58
Business Promotion Expenses	12.27	-	7.43
Security Expenses	23.50	21.27	22.96
Share of Loss from LLP	0.16	4.22	2.97
Travelling & Conveyance	57.15	2.79	0.41
<b>TOTAL</b>	<b>528.67</b>	<b>447.53</b>	<b>448.17</b>

1. The figures disclosed above are based on the Restated Summary Statement of Assets and Liabilities of the company.
2. The above Statement should be read with the Restated Summary Statement of Assets and Liabilities, Restated Statement of Profit & Loss, Restated Statement of Cash Flows, Significant Accounting Policies & Annexures to the Restated summary Statements as appearing in Annexures 1,2,3 & 4 respectively.

**Annexure 28**  
**RESTATED STATEMENT OF EARNINGS PER SHARE**

(Rs. In lacs)

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Net Profit / (Loss) attributable to Equity Shareholders (₹ in lacs)	1,017.44	1,052.53	893.57
Weighted average number of Equity Shares in issue (Nos) (Refer note (i) below)	14,121,050	14,121,050	14,121,050
Basic / Diluted Earnings per Equity Share after extraordinary items(₹)	7.21	7.45	6.33
Face Value per Equity Share (₹) (Refer note (i) below)	10	10	10

The Company does not have any outstanding potential dilutive Equity Shares. Consequently, the Basic and the Diluted Earnings Per Share of the Company remain the same.

The company has split the face value of the shares from Rs. 100/- each to Rs. 10/- each pursuant to resolution passed at an Extraordinary General meeting of the shareholders held at July 04<sup>th</sup>, 2024. Consequently, the number of shares in each of the financial years and the Earnings Per Share has been restated basis Face value of Rs. 10/-.

**Annexure 29**  
**EMPLOYEE BENEFITS:**

**(a) Post retirement benefits:**

The Company has recognized the following amounts in the Statement of Profit and Loss for the year:

(Figures in ₹ lacs)

Particulars	Figures as at 31st March 2024	Figures as at 31st March 2023	Figures as at 31st March 2022
(i) Contribution to Employees Gratuity Fund	4.45	4.27	2.64

(ii) Contribution to Employer's Provident Fund	4.94	4.43	3.75
<b>TOTAL</b>	<b>9.39</b>	<b>8.70</b>	<b>6.39</b>

**(b) Defined benefit plans - Gratuity**

*(Figures in ₹ lacs)*

Particulars	Figures as at 31st March 2024	Figures as at 31st March 2023	Figures as at 31st March 2022
<b>(i) Changes in the Present Value of Obligation</b>			
(a) Present Value of Obligation as at beginning of the year	18.67	14.40	11.76
(b) Interest Cost	1.36	1.02	0.81
(c) Past Service Cost	-	-	-
(d) Current Service Cost	3.16	2.87	1.74
(e) Curtailment Cost/(Credit)	-	-	-
(f) Settlement Cost/(Credit)	-	-	-
(g) Benefits Paid	-	-	(0.05)
(h) Actuarial Gain/(Loss)	(0.06)	0.38	0.14
(i) Present Value of Obligation as at end of the year	23.13	18.67	14.40

Particulars	Figures as at 31st March 2024	Figures as at 31st March 2023	Figures as at 31st March 2022
<b>(ii) Changes in the Fair value of Plan Assets</b>			
(a) Present Value of Plan Assets as at beginning of year	-	-	-
(b) Expected Return on Plan Assets	-	-	-
(c) Actuarial Gain/(Loss)	-	-	-
(d) Employers' Contributions	-	-	-
(e) Employees' Contributions	-	-	-
(f) Benefits Paid	-	-	-
(g) Fair Value of Plan Assets as at year ending	-	-	-

Particulars	Figures as at 31st March 2024	Figures as at 31st March 2023	Figures as at 31st March 2022
<b>(iii) Amount recognised in the Balance Sheet including a reconciliation of the Present Value of Defined Benefit Obligation and the Fair Value of Assets</b>			
(a) Present Value of Funded Obligation	23.13	18.67	14.40
(b) Fair Value of Plan Assets	-	-	-
(c) Non-Funded (Asset)/Liability recognised in the Balance Sheet	23.13	18.67	14.40

(d) Present Value of Unfunded Obligation	Nil	Nil	Nil
(e) Unrecognised Past Service Cost	Nil	Nil	Nil
(f) Unrecognised Actuarial (Gains)/Losses	Nil	Nil	Nil
(g) Unfunded Net Liability recognised in the Balance Sheet	Nil	Nil	Nil

Particulars	Figures for the year ended	Figures for the year ended	Figures for the year ended
	31st March, 2024	31st March, 2023	31st March, 2023
<b>(iv) Expenses recognised in the Statement of Profit and Loss</b>			
(a) Current Service Cost	3.16	2.87	1.74
(b) Past Service Cost	-	-	-
(c) Interest Cost	1.36	1.02	0.81
(d) Expected Return on Plan Assets	-	-	-
(e) Curtailment Cost/(Credit)	-	-	-
(f) Settlement Cost/(Credit)	-	-	-
(g) Net actuarial Loss/(Gain)	(0.06)	0.38	0.14
(h) Employees' Contribution	-	-	-
(I) Total Expenses recognised in the Statement of Profit and Loss	4.46	4.27	2.69

Particulars	Percentage as at 31st March	Percentage as at 31st March	Percentage as at 31st March
	2024	2023	2022
<b>(v) Percentage of each Category of Plan Assets to total Fair Value of Plan Assets.</b>			
(a) Government of India Securities	Nil	Nil	Nil
(b) Corporate Bonds	Nil	Nil	Nil
(c) Special Deposit Scheme	Nil	Nil	Nil
(d) Equity Shares of Listed Companies	Nil	Nil	Nil
(e) Property	Nil	Nil	Nil
(f) Insurer Managed Funds	Nil	Nil	Nil
(g) Others	Nil	Nil	Nil

The Actual Return on Plan Assets is as follows:

(figures in ₹lacs)

Particulars	Figures as at 31st March	Figures as at 31st March	Figures as at 31st March
	2024	2023	2022
Actual Return on Plan Assets	-	-	-

Following are the Principal Actuarial Assumptions used as at the balance sheet date:		
--	--	--

Particulars	As on	As on	As on
	31.3.2024	31.3.2023	31.3.2022
(a) Discount Rate	7.20%	7.30%	7.10%
(b) Expected Rate of Return on Plan Assets	0.00%	0.00%	0.00%
(c) Salary Escalation Rate	6.00%	6.00%	6.00%

The estimates of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors.

**Annexure 30**  
**RESTATED STATEMENT OF RELATED PARTY TRANSACTIONS**

Related Party Disclosures as required by Accounting Standard (AS - 18) on "Related Party Disclosures" notified under Section 133 of the Companies Act, 2013 are as under:

**Key managerial personnel**

Manoj Parasrampur	Managing Director
Manish Parasrampur	Director
Shyam Sunder Parasrampur	Director
Shams Naved	Director
Ankit Agarwal	Chief Financial Officer
Rashmeet Kaur	Company Secretary & Compliance Officer
Yamini Maheshwari	Company Secretary (up to 31-05-2022)
Ram Chandra Saras	Independent Director
Gaurav Mehta	Independent Director

**Relatives of key managerial personnel**

Ganga Agarwal
Anita Parasrampur
Anushka Parasrampur
Shweta Parasrampur

<b>Associate:</b> Special Mines & Minerals Private Limited
<b>Enterprises where Key management Personnel and their relatives have significant influence</b>
Indo Chains (Raipur) Private Limited
Indo Chains
Anita Tradelinks Private Limited (w.e.f. 07-10-2022)
ARP Complex Private Limited (w.e.f. 06-10-2022)
Shri Ranisatidadi Trading Private Limited

(v) The following transactions were carried out with the related parties:

Related party	Relationship	As at 31.03 .24	As at 31.03 .23	As at 31.03 .22	Nature of transaction	Value of Transaction (2023-24)	Value of Transaction (2022-23)	Value of Transaction (2021-22)

Rashmeet Kaur	KMP, Co. Secretary	0.33	0.25	-	Salary	4.57	2.56	-
Yamini Maheshwari	Company Secretary	-	-	-	Salary	-	-	1.65
Ankit Agrawal	CFO	0.66	0.92	-	Salary	13.20	11.00	-
Anita Parasrampurua	Relative of Directors	1.31	1.49	-	Salary	23.76	15.75	-
Anushka Parasrampurua	Relative of Directors	1.85	2.39	-	Salary	40.73	24.00	-
Shweta Parasrampurua	Relative of Directors	0.97	1.53	-	Salary	23.76	14.00	-
Shams Naved	Director	0.38	0.65	0.66	Salary	11.96	11.39	9.07
Ganga Agarwal	Relative of Directors	-	15.11	-	Salary	-	18.00	-
Indo Chains (Raipur) Private Limited	Enterprise over which KMP have significant control.	21.35	141.07	10.54	Loan Given	100.00	200.00	
					Repayment Received	229.14	65.24	
					Interest Earned	10.47	7.00	
					Other sums			516.63
					Amount paid			506.09
Special Mines and Minerals Private Limited	Associate Company	46.30	46.30	46.30	Investment in Shares	-	-	
Anita TradeLinks Private Limited	Enterprise over which KMP have significant control.	49.74	49.74		Investment in Shares	-	-	-
ARP Complex Private Limited	Enterprise over which KMP have significant control.	24.53	24.53		Investment in Shares	-	-	-

### Annexure 31

#### Details of Sales, Closing Stock & Opening Stock of finished goods / By-product:

Particulars		Figures for the year ended 31st March	Figures for the year ended 31st March	Figures for the year ended 31st March
		2024	2023	2022
<b>Manufactured Goods</b>				
(a)	<b>Finished Goods (Sponge Iron)</b>			
	-Opening Inventory	155.49	184.40	35.87
	-Sales	7,941.15	9,096.31	7,887.15
	-Closing Inventory	81.04	155.49	184.40
	<b>Dolochar</b>			-
	-Opening Inventory	6.78	0.84	4.46
	-Sales	90.36	120.11	109.95
	-Closing Inventory	3.45	6.78	0.84
(b)	<b>Others</b>			-
	-Opening Inventory	0.93	0.18	0.18
	-Sales	6.66	7.95	-
	-Closing Inventory	5.84	0.93	0.18

### **Annexure 32**

In accordance with the provisions of the Accounting Standard on Impairment of Assets, AS –28, the management has made assessment of assets in use in respect of each cash-generating unit and considering the business prospects related thereto, no provision is considered necessary on account of impairment of assets.

### **Annexure 33**

In the opinion of the Board, the operations of the Company comprises of dealing in Iron, Steel & allied products. The entire operations are located in India. Hence, the company does not have any reportable segments as per Accounting Standard AS-17- "Segment Reporting".

### **Annexure 34**

Previous year figures have been regrouped / rearranged, wherever considered necessary to conform to present classification.

### **Annexure 35**

#### **Details of Revenue Expenditure allocated to Property, Plant & Equipment:**

<b>Particulars</b>	<b>2023-24</b>	<b>2022-23</b>	<b>2021-22</b>
<b>Factory Shed, Building &amp; Other Installations:</b>			
- Salaries and wages	19.24	-	-
<b>Plant &amp; Machinery:</b>			
- Repairs and Maintenance	23.12	-	-
	<b>42.36</b>	<b>-</b>	<b>-</b>

### **Annexure 36**

#### **Details of Expenditures incurred and Earnings made in Foreign Currency by the company:**

<b>Particulars</b>	<b>2023-24</b>	<b>2022-23</b>	<b>2021-22</b>
<b><u>Expenditures incurred in Foreign Currency</u></b>			
- <i>Travelling and Conveyance</i>			
Currency	ZAR		
Amount in Foreign Currency	39,133.84	NIL	NIL
Amount in INR (lacs)	1.76	NIL	NIL
Currency	EURO		
- <i>Travelling and Conveyance</i>	6,789.60	NIL	NIL
Amount in INR (lacs)	6.01	NIL	NIL

### **Annexure 37**

The Company holds 31.58% equity in the Equity Share Capital of M/s Special Mines & Minerals (P) Ltd ("the Investee") which has been acquired over a period of time. The Investee is yet to start any commercial operations and is not material. The Company has been legally advised that the preparation of Consolidated Financial Statements in terms of Accounting Standard (AS) 23 "Accounting for Investments in Associates in Consolidated Financial Statements" notified under section 133 of the Companies Act, 2013 is not required because of the following reasons

- The Company does not have any representation on the Board of Directors of the Investee;
- There is no participation of the Company in the policy making processes of the Investee;
- There are no material transactions between the Company and the Investee;
- There is no interchange of managerial personnel between the Company and the Investee;
- There is no provision of essential technical information.

### **Annexure 38**

All amounts appearing in the Restated Summary Financial Statements and Annexures are in ₹ lakhs, except share related data.

**Annexure 39**

**CONTINGENT LIABILITY AND COMMITMENTS**

Particulars		Figures for the	Figures for the	Figures for the
		year ended 31st	year ended 31st	year ended 31st
		March	March	March
		2024	2023	2022
	<b>Contingent liabilities:</b>			
(a)	Un-expired bank guarantee	335.85	85.81	72.96
		<b>335.85</b>	<b>85.81</b>	<b>72.96</b>

**Annexure 40**

There are no amounts on account of contracts which are remaining to be executed on capital account which have not been provided for during the F.Y. 2023-24, 2022-23 or 2021-22.

**Annexure 41**

**Details of Raw Materials Consumed under broad heads:**

Particulars	2023-2024	2022-2023	2021-2022
	(₹ in Lakhs)	(₹ in Lakhs)	(₹ in Lakhs)
<b>(a) Raw Materials</b>			
- Iron Ore	3,741.54	3,986.09	4,500.31
-Coal	1,993.75	2,848.29	1,612.49
-Dolomite	29.07	24.62	17.94
<b>Sub Total (A) :</b>	<b>5,764.36</b>	<b>6,859.00</b>	<b>6,130.74</b>
<b>Less, (Profit)/loss on sale of Raw Material</b>			
-Aluminium Shots	0.44	-	-
-MS Scrap			(3.72)
<b>Sub Total (B) :</b>	<b>0.44</b>	<b>-</b>	<b>(3.72)</b>
<b>Raw Material Consumed (refer Annexure No.23)</b>	<b>5,764.80</b>	<b>6,859.00</b>	<b>6,127.02</b>

**Annexure 42**

**Disclosure of the amounts due to the The Micro and Small Enterprises as required by section 22 of Micro and Small Enterprises Act, 2006 under the chapter of delayed payments to Micro and Small Enterprises (On the basis of the information & records available with the Management):**

Particulars		2023-2024	2022-2023	2021-2022
		₹ in lacs	₹ in lacs	₹ in lacs
(i)	The principal amount and the interest due thereon remaining unpaid to any Micro/Small supplier.	7.49	0.04	3.57
	*Principal amount	NIL	NIL	NIL
	*Interest thereon			
(ii)	The interest paid by the buyer as above, along with the amount of payments made beyond the appointed date during each accounting year	NIL	NIL	NIL

(iii)	The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	NIL	NIL	NIL
(iv)	The amount of interest accrued and remaining unpaid at the end each accounting year	NIL	NIL	NIL
(v)	The amount of further Interest remaining due and payable even in the succeeding year until such date when the interest dues as above are actually paid to the Small / Micro Enterprises	NIL	NIL	NIL

**Annexure 43**

"Disclosure as per AS-19 "Leases" –

(i) Since the company has not entered into any non-cancellable lease arrangements, disclosures as per Accounting Standard 19 "Leases" to that extent are not required to be given. There are no contingent rents recognized as income in the statement of profit and loss for the period.

(ii) Particulars of the significant operating leasing arrangements entered into by the Company -

(a) Operating lease arrangement entered into with the Governor of Chhattisgarh, acting through the Addl. Managing Director Chhattisgarh State Industrial Development Corporation Ltd ("the Lessor" including his successor in office) vide agreement dated 30th June 2003 -

1. Terms of renewal - The lease may be renewed for a period of five years, provided the lessee has duly paid the rent and performed the conditions as mentioned in the deed.

2. Escalation Clause - Enhancement of rent at any one time may not exceed 30% of the rent payable at the time of review.

3. Restrictions imposed by the agreement - The lease arrangement allows for the premises to be used only for the business of Sponge Iron and other allied products, Any permanent/temporary additions or alterations to the premises must be done with the prior approval of the Lessor. The Deed does not permit sub-lease of the premises, no offensive trade or business must be carried out, the decision to what the same is, is final and binding by the Lessor."

"(b) Operating lease arrangement entered into with P.K. Saraogi HUF ("the Lessor") vide agreement dated 1st March 2023 -

1. Terms of renewal - The lease arrangement may be renewed by both the parties with mutual consent in writing.

2. Escalation Clause - There is no escalation clause in the Agreement.

3. Restrictions imposed by the agreement - The lease arrangement allows for the premises to be used only for official purposes along with adequate alteration required for smooth functioning."

**Annexure 44**  
**RESTATED STATEMENT OF TAX SHELTER**

*(Rs. In lacs)*

Particulars	31st March, 2024	31st March, 2023	31st March, 2022
<b>Restated profit before tax as per books :</b>			
<b>(A)</b>	1,368.79	1,425.60	1,218.30
Minimum Alternative Tax Rate (%)	0.00%	0.00%	0.00%
<b>Tax Rates</b>			
Income Tax Rate (%)	25.17%	25.17%	25.17%
<b>Adjustments (B)</b>			
Disallowed			



Corporate Social Responsibility Expenses (Exp. To S. 37 of the I.T. Act)	23.99	13.86	6.93
Property, Plant & Equipment written off	2.55	-	-
Late payment to ESI/EPF/GST	0.03	2.60	0.94
Share of profit/loss from Investment in LLP (exempt u/s 10(2A) of the I.T. Act)	0.16	4.22	2.97
<b>(B)</b>	<b>26.73</b>	<b>20.68</b>	<b>10.84</b>
Book Depreciation	99.15	60.78	65.00
Income Tax Depreciation	(93.06)	(53.77)	(42.90)
Provision for Gratuity	4.45	4.27	2.64
<b>Total Timing Difference</b>	<b>10.54</b>	<b>11.28</b>	<b>24.74</b>
<b>Net Adjustment D= (B+C)</b>	<b>37.27</b>	<b>31.96</b>	<b>35.58</b>
Income from Capital Gains (E)	-	-	-
Income from Other Sources (F)	-	-	-
Taxable Income/(Loss) (A+D+E+F)	1,406.06	1,457.56	1,253.88
Income Tax Payable on Above	353.88	366.84	315.58
Add: Interest payable	1.12	8.16	14.42
<b>Total Provision for Tax</b>	<b>355.00</b>	<b>375.00</b>	<b>330.00</b>

Notes:

The above statement is in accordance with Accounting Standard- 22 "Accounting for Taxes on Income" prescribed under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014 as amended.

The permanent/timing differences for the years 31st March, 2023 & 2022 have been computed based on the Income-Tax returns filed for the respective years after giving adjustments to restatements, if any.

Statutory tax rate includes applicable surcharge, higher education cess of the year concerned.

The above statement should be read with the Restated Financial Information of the company.

**Annexure 45**  
**RESTATED STATEMENT OF CAPITALISATION**

Particulars	Pre Issue	Post Issue
<b>Borrowings</b>		
Short term	724.28	*
Long term(A)	-	*
<b>Total Borrowings (B)</b>	<b>724.28</b>	*
<b>Shareholders' Funds</b>		
Equity Share Capital	1,412.11	*
Reserves and Surplus	5,027.27	*
<b>Total Shareholders' Funds (C)</b>	<b>6,439.38</b>	*
<b>Long term Borrowings / equity {(A)/(C)}</b>	<b>-</b>	*
<b>Total borrowings/equity {(B)/(C)}</b>	<b>0.11</b>	*

\* Equity = total shareholder's fund

(\*) The corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.

Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.

2. Long term Debts represent debts other than Short term Debts as defined above but includes current maturities of long term borrowings.

3. The figures disclosed above are based on Restated statement of Assets and liabilities of the Company as at 31.03.2024

**Annexure 46**  
**RESTATED STATEMENT ON MANDATORY ACCOUNTING RATIOS**

Particulars	31st March, 2024	31st March, 2023	31st March, 2022
Net Worth, as Restated (A)	6,439.38	5,421.94	4,369.40
Adjusted Profit after Tax as Restated (B)	1,017.44	1,052.53	893.57

Number of Equity Share outstanding as on the End of Year (C)	14,121,050	14,121,050	14,121,050
Weighted average no of Equity shares at the time of end of the year (D)	14,121,050	14,121,050	14,121,050
Face Value per Share	10	10	10
Restated Basic and Diluted Earning Per Share (B/D) (Rs.)	7.21	7.45	6.33
Return on Net worth (%) (B/A)	15.80%	19.41%	20.45%
Net asset value per share (A/C) (Face Value of 100 Each) (Based on Actual Number of Shares)	45.60	38.40	30.94
Net asset value per share (A/D) (Face Value of 100 Each) (Based on Weighted Average Number of Shares)	45.60	38.40	30.94
Earnings Before Interest and Taxes, Depreciation & Amortization and other income (EBITDA) (Rs. in lakh)	1,210.61	1,396.52	1,216.36
EBITDA Margin	14.72%	14.82%	14.80%

**Note:**

1) The ratios have been computed as below:

(a) Basic earnings per share (Rs.): Net profit after tax as restated for calculating basic EPS/ Weighted average number of equity shares outstanding at the end of the year

(b) Diluted earnings per share (Rs.): Net profit after tax as restated for calculating diluted EPS/ Weighted average number of equity shares outstanding at the end of the year for diluted EPS

(c) Return on net worth (%) : Net profit after tax (as restated)/ Net worth at the end of the year.

(d) Net assets value per share: Net Worth at the end of the period or year/ Total number of equity shares outstanding at the end of the year.

2) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

3) Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Reserves and surplus (including, Securities Premium and surplus in statement of profit and loss).

4) The figures disclosed above are based on the restated summary statements of the Company.

5) EBITDA has been calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

**Annexure 47**

**Additional Regulatory Information as required by Para Y of Part - I to Schedule III to the Companies Act, 2013:**

- (i) The title deeds of the Immovable Property are held in the name of the Company. Accordingly, disclosures as required under this para is not applicable.
- (ii) The company has not revalued its Property, Plant and Equipment. Accordingly disclosures as required under this para is not applicable.
- (iii) Disclosures where the company has granted loans or advances in the nature of loan to promoters, directors, KMP and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, which are repayable on demand or without specifying any terms or period of repayment are:

Type of Borrower	Amount of loan or advance in the nature of loan outstanding F.Y.2023-24	Percentage to the total Loans and Advances in the nature of loans F.Y.2023-24	Amount of loan or advance in the nature of loan outstanding F.Y.2022-23	Percentage to the total Loans and Advances in the nature of loans F.Y.2022-23	Amount of loan or advance in the nature of loan outstanding F.Y.2021-22	Percentage to the total Loans and Advances in the nature of loans F.Y.2021-22
Related Parties	21.35	100	141.07	100	-	-

(iv) The Company does not have any capital Work in Progress . Accordingly disclosures as required under this para are not applicable.

(v) Intangible Assets Under-Development ageing schedule/completion schedule:

A. For Intangible Assets Under-Development, the ageing schedule is given below As at 31.03.2024:

Particular	Amount in Intangible Assets Under-Development for a period				Total
	Less than one year	1 - 2 years	2 - 3 years	More than 3 years	
Project in Progress:	-	-	-	-	-
Software	85.00	-	-	-	85.00

B. For Intangible Assets Under-Development, whose completion is overdue or has exceeded its cost compared to its original plan, the completion schedule is given below As at 31.03.2024:

Particular	Amount in Intangible Assets Under-Development for a period				Total
	Less than one year	1 - 2 years	2 - 3 years	More than 3 years	
Project in Progress:					
Project Temporarily Suspended:	-	-	-	-	

A. For Intangible Assets Under-Development, the ageing schedule is given below as at 31.03.2023:

Particular	Amount in Intangible Assets Under-Development for a period				Total
	Less than one year	1 - 2 years	2 - 3 years	More than 3 years	
Project in Progress:		-			
Software	-	-	-	-	-

B. For Intangible Assets Under-Development, whose completion is overdue or has exceeded its cost compared to its original plan, the completion schedule is given below As at 31.03.2023:

Particular	Amount in Intangible Assets Under-Development for a period				Total
	Less than one year	1 - 2 years	2 - 3 years	More than 3 years	
Project in Progress:					
Project Temporarily Suspended:	-	-	-	-	

A. For Intangible Assets Under-Development, the ageing schedule is given below As at 31.03.2022:

Particular	Amount in Intangible Assets Under-Development for a period				Total
	Less than one year	1 - 2 years	2 - 3 years	More than 3 years	
Project in Progress:		-			

Software	-	-	-	-	-
----------	---	---	---	---	---

**B.** For Intangible Assets Under-Development, whose completion is overdue or has exceeded its cost compared to its original plan, the completion schedule is given below As at 31.03.2022:

Particular	Amount in Intangible Assets Under-Development for a period				Total
	Less than one year	1 - 2 years	2 - 3 years	More than 3 years	
Project in Progress:					
Project Temporarily Suspended:	-	-	-	-	

(vi) There has been no proceeding initiated or pending against the company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and the rules made thereunder. Accordingly disclosures under this para is not applicable.

(vii) The Company has borrowings from Banks or Financial Institutions on the basis of security of current assets. No material discrepancies have been noticed in the Quarterly statements filed for Current Assets (Stock statements, book debt statements, and statements on ageing analysis of the debtors /other receivables) held by the company in comparison with the stock and book debts as per books of accounts except as under for F.Y. 23-24:

<i>(Figures in lacs)</i>						
Quarter	Name of the Bank	Particulars	Amount as per Books	Amount as reported	Difference	Reason for Material Discrepancies
June, 2023	HDFC Bank	Inventories	606.66	616.32	(9.66)	Method of valuation adopted
September, 2023	HDFC Bank	Inventories	755.10	729.13	25.98	Method of valuation adopted
December, 2023	HDFC Bank	Inventories	1,069.96	1,090.07	(20.11)	Method of valuation adopted
March, 2024	HDFC Bank	Inventories	1,147.28	1051.08	96.20	Method of valuation adopted

For F.Y. 22-23 and F.Y. 21-22, no material discrepancies have been noticed in the Quarterly statements filed for Current Assets (Stock statements, book debt statements, statements on ageing analysis of the debtors/other receivables) held by the company in comparison with the stock and book debts as per books of accounts except few minor discrepancies due to method of valuation adopted, stocks in transit and reconciliation issues.

(viii) The company has not been declared as wilful defaulter by any bank or financial institution or other lender. Accordingly disclosures under this para is not applicable.

(ix) The company has not entered into any transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956. Accordingly disclosures under this para is not applicable.

(x) There are no charges or satisfaction pending for registration with the Registrar of Companies beyond the statutory period . Accordingly disclosures under this para is not required.

(xi) The company does not have any subsidiary and accordingly compliance with number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on Number of Layers) Rules, 2017 is not applicable.

(xii) No Scheme of Arrangements has been approved by the Competent Authority in terms of Sections 230 to 237 of the Companies Act, 2013. Accordingly disclosures under this para is not applicable.

(xiii) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(xiv) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

#### **Annexure 48**

#### **Additional Regulatory Information as required by Para 5 (ix) to (xi) of Part - II to Schedule III to the Companies Act, 2013:**

(i) There are no transactions not recorded in the books of accounts that has been surrendered or disclosed as income in the books of account during the year in the tax assessment under the Income Tax Act, 1961.

(ii) **Disclosure w.r.t the amount of expenditure incurred on 'Corporate Social Responsibility Activities' as required by Section 135 of the Companies Act, 2013 and Schedule III of the Act:**

Particulars	Amount for F.Y.2023-24 (₹ in lacs)	Amount for F.Y.2022-23 (₹ in lacs)	Amount for F.Y.2021-22 (₹ in lacs)
(a) Gross amount required to be spent by the Company during the year	22.13	11.83	5.71
(b) Amount of expenditure incurred :	23.99	11.85	6.93
(c) Shortfall at the end of the year:	-	-	-
(d) Total of previous year shortfall:	-	-	-
(e) Reason for shortfall:	N.A.	N.A.	N.A.
(f) Nature of CSR Activities:			
- Promoting Education	2.38	2.81	1.30
- Promoting Healthcare	10.43	9.04	
- Making available safe drinking water	11.18	-	2.51
- Contribution for Covid Control	-	-	3.12

(g) Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard:

(h) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately:

(iii) The Company has not traded or invested in Crypto Currency or Virtual Currency and therefore, the disclosures as sought is not applicable.

#### **Annexure 49**

#### **Restated Statement of Ratios**

	Ratios		As at 31st March, 2024		As at 31st March, 2023		% Change	Remarks where variance > 25%
1	Current Ratio	<u>Current Assets</u>	5,894.32		4,014.85			Due to increase in cash and bank balances during the F.Y. 23-24
		Current Liabilities	1,111.99	5.30	418.69	9.59	44.72%	
2	Debt-Equity Ratio	<u>Total Debt</u>	724.28		74.98			Increase due to higher cash credit utilisation at year end
		Shareholder's Fund	6,439.38	0.11	5,421.94	0.01	713.34%	
3	Debt Service Coverage Ratio (in times)	<u>Net Operating Income</u>	1,491.03		1,507.96			
		Current Debt Obligation	9.17	162.60	9.92	152.01	6.96%	
4	Return on Equity Ratio	<u>Net Profit after Tax</u>	1,017.44		1,052.53			
		Average shareholder's equity	5,930.66	0.17	4,895.67	0.21	-20.20%	
5	Inventory turnover ratio	<u>Cost of Goods Sold</u>	6,116.76		7,289.66			
		Average Inventory	1,000.79	6.11	1,055.06	6.91	-11.54%	
6	Trade Receivables turnover ratio	<u>Credit Sales</u>						The company does not sell goods on credit.
		Average Trade Receivables	N.A.		N.A.	N.A.	N.A.	
7	Trade payables turnover ratio	<u>Credit Purchases</u>						The company does not purchase goods on credit.
		Average Trade Payable	N.A.		N.A.	N.A.	N.A.	
8	Net capital turnover ratio	<u>Net Sales</u>	8,226.63		9,425.17			Due to decrease in sales during the current year.
		Average working Capital	4,189.25	1.96	3,680.55	2.56	-23.32%	
9	Net profit ratio	<u>Profit after Tax</u>	1,017.44		1,052.53			
		Revenue From Operations	8,226.63	0.12	9,425.17	0.11	10.75%	
10	Return on Capital employed	<u>Profit before interest &amp; tax</u>	1,377.96		1,435.52			
		Capital Employed	7,163.66	0.19	5,496.92	0.26	-26.34%	
11	Return on investment	<u>Income from Unquoted Investments</u>	(0.16)		(4.22)			Due to increase in losses from the investment in LLP.
		Average Investments	46.30	(0.00)	46.30	(0.09)	-96.21%	

	Ratios		As at 31st March, 2023		As at 31st March, 2022		% Chan ge	Remarks where variance > 25%
1	Current Ratio	<u>Current Assets</u>	4,014.8 5		4,187.2 0			
		Current Liabilities	418.69	9.59	422.27	9.92	- 3.30%	
2	Debt-Equity Ratio	<u>Total Debt</u>	74.98		75.08			
		Shareholder's Fund	5,421.9 4	0.01	4,369.4 0	0.02	- 19.52 %	
3	Debt Service Coverage Ratio	<u>Net Operating Income</u>	1,507.9 6		1,303.2 1			
		Current Debt Obligation	9.92	152. 01	7.22	180. 50	- 15.78 %	
4	Return on Equity Ratio	<u>Net Profit after Tax</u>	1,052.5 3		893.57			
		Average shareholder's equity	4,895.6 7	0.21	3,922.6 1	0.23	- 5.62%	
5	Inventory turnover ratio	<u>Cost of Goods Sold</u>	7,289.6 6		6,362.1 5			
		Average Inventory	1,055.0 6	6.91	1,090.3 6	5.83	18.41 %	
6	Trade Receivables turnover ratio	<u>Credit Sales</u>	=		NIL	NIL	NIL	The company does not sell goods on credit.
		Average Trade Receivables	N.A.					
7	Trade payables turnover ratio	<u>Credit Purchases</u>	NIL		NIL	NIL	NIL	The company does not purchase goods on credit.
		Average Trade Payable						
8	Net capital turnover ratio	<u>Net Sales</u>	9,425.1 7		8,216.8 4			
		Average working Capital	3,680.5 5	2.56	3,331.7 2	2.47	3.83%	
9	Net profit ratio	<u>Profit after Tax</u>	1,052.5 3		893.57			
		Revenue From Operations	9,425.1 7	0.11	8,216.8 4	0.11	2.69%	
10	Return on Capital employed	<u>Profit before interest &amp; tax</u>	1,435.5 2		1,225.5 2			
		Capital Employed	5,496.9 2	0.26	4,444.4 8	0.28	- 5.29%	
11	Return on investment	<u>Income from Unquoted Investments</u>	(4.22)		2.97			
		Average Investments	46.30	(0.09 )	46.30	0.06	- 242.0 9%	Due to increase in losses from the investment in LLP.

## OTHER FINANCIAL INFORMATION

The audited financial statements of our Company for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 and their respective Audit reports thereon (Audited Financial Statements) are available at <https://shkraipur.com>

Our Company is providing a link to this website solely to comply with the requirements specified in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018. The Audited Financial Statements do not constitute, (i) a part of the Draft Red Herring Prospectus; or (ii) Red Herring Prospectus (iii) Prospectus, a statement in lieu of a prospectus, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision. Neither our Company, nor BRLM, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

<b>Particulars</b>	<b>March 31, 2024</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
Profit After Tax (INR in Lakhs)	1,017.44	1,052.53	893.57
Basic & Diluted Earnings per Share (Based in Weighted Average Number of Shares)	7.21	7.45	6.33
Return on Net Worth (%)	15.80%	19.41%	20.45%
NAV per Equity Shares (Based on Weighted Average Number of Shares)	45.60	38.40	30.94
Earnings before interest, tax, depreciation and amortization (EBITDA) (INR in Lakhs)	1,210.61	1,396.52	1,216.36



## STATEMENT OF FINANCIAL INDEBTEDNESS

To,  
The Board of Directors  
Shri Hare-Krishna Sponge Iron Limited  
Flat No. 2-D, Tower No. 1,  
Alcove Gloria, 403/1, Dakshindari Road,  
VIP Road, Kolkata, North 24 Parganas  
Sreebhumi, West Bengal, India, 700048

And

Hem Securities Limited  
203, Jaipur Tower, M.I. Road,  
Jaipur Rajasthan- 302001 India

(Hem Securities Limited referred to as the “Book Running Lead Manager” or the “BRLM”)

Dear Sirs,

We, **A.C. Bhuteria & Co.**, Chartered Accountants, are the Statutory Auditors of the Company. We have received a request from the Company to issue a certificate on the Financial Indebtedness of the Company based on restated financial information prepared by the management of the Company.

This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of further submission to the Securities and Exchange Board of India and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

According to the information and explanations given to us and based on examination of books of accounts and records as we considered necessary, representations by management, the Restated Financial Information as on 31<sup>st</sup> March, 2024 in terms of our report dated 30/08/2024, and the audited financial statements of respective years ended 31<sup>st</sup> March 2023 & 31<sup>st</sup> March 2022 duly audited by their respective Statutory Auditors in terms of their report(s) dated 20<sup>th</sup> July 2023 & 2<sup>nd</sup> December 2022 respectively and review of other Secretarial Documents and records to the extent applicable, we certify that

### STATEMENT OF SECURED LOANS

FUND BASED:

(Rs. in Laks)

Name of Lender	Purpose	Loan Agreement No./Account Number	Sanctioned Amount	Rate of interest (p.a.)	Primary & Collateral Security	Re-Payment Schedule	Moratorium	Outstanding amount as on 31.03.2024 as per Books
HDFC BANK	For the purpose of WC- (Cash credit)	Ref. No.89699496 dated 12/02/2024.	800.00	8.63%	Refer Note A	Repayable On Demand	Nil	724.28
	For the purpose of WC-Term Loan		1,700.00	9.50%		Repayable On Demand	Nil	NIL
	For the purpose of WC-Term Loan		1,000.00	9.5%		Repayable On Demand	Nil	NIL

**NON-FUND BASED:**

(Rs. in Lakhs)

Name of Lender	Purpose	Laon Agreement No.	Sationed Amount	Rate of Interest	Primary & Collateral Security	Re-Payment Schedule	Moratorium	Commission and Margin Money	Outstanding Amount as on 31.03.2024
HDFC Bank	Letter of Credit including BG(350.00)	Ref. No.8969949 6 dated 12/02/2024.	600.00		Refer Point A	Repayable on Demand	NA	1% and 10% FD	431.93 (Not Due)
	Bank Guarantee		70.00			Repayable on Demand	NA	0.3% and 100% FD	
	Bank Guarantee		300.00			Repayable on Demand	NA	0.3% and 100% FD	261.29
Union Bank of India	Bank Gurantee	0931/RPR/N F/ 2/2023-24, dated 12.09.2023	260.00		Refer Point B	Repayable on Demand	NA	0.5% and 100% FD	74.56

**Note – A Principal Terms of Cash Credit, LC Bank Guarantee and Term Loan Facilities avaiile from HDFC Bank:**

1.	Purpose	: For Business Purpose
2.	Interest payment	: Monthly rests, unless otherwise specified. Interest needs to be serviced by the 3rd of every month.
3.	Renewal Fees	: 0.20
4	Security -Primary	: STOCKS,BOOK DEBTS,LIEN MARKING ON FD NO. 50300797359034 FOR RS. 70 LAKHS,FD NO. 50300796974167, 50300801717149, 50300784852134, 50300784836984, 50300784843085,CASH MARGIN FOR NON FUND BASE FACILITY AND TERM LOAN DSRA,ALL PRESENT AND FUTURE PLANT AND MACHINERY
5	Security -Collateral	: PG OF DIRECTOR AND COLLATERAL SECURITY OWNER (EXCEPT MR. RAMCHANDRA SARAS),ALL PRESENT AND FUTURE PLANT AND MACHINERY,ADVANCE TO SUPPLIER FOR RAW MATERIAL PROCUREMENT,CASH MARGIN FOR NON FUND BASE FACILITY AND TERM LOAN DSRA,LIEN MARKING ON FD NO. 50300797359034 FOR RS. 70 LAKHS,FD NO. 50300796974167, 50300801717149, 50300784852134, 50300784836984, 50300784843085
6	<b>Other Covenants:</b>	
A	Interest Servicing	In case of a CC/OD facility, last day of every month.
B	Interest Levy	Charged @ 18.00% p.a. on overdue/ delays/ defaults of any monies payable.
C	Commitment Charges	Charged @ % p.a. on quarterly basis, on the entire unutilized portion, if average utilization is less than 60%.
D	Stock Statement	To be submitted with ageing detail, on or before the 7th day of the month..The Book debts statements will not include receivables from affiliates of the borrower (including subsidiaries and employees.
E	Additional Interest levy	@ 2% p.a. additional interest levy over existing rate of interest on account of: 1. Maintaining Current Account with Other Bank while facility is granted under Sole Banking (applicable where specific permission is not taken by the customer). 2. Deterioration in account conduct.
F	Penal Interest levy	@ 2% p.a. Penal interest levy over existing rate of interest for: 1. Non -submission of documents for renewal of credit facilities.

		2. Non submission of Stock statement. 3. Non submission of Stock and Property Insurance policy including renewal policy. 4. Non-compliance in documentation for the credit facility.
G	Service Charges - for processing Physical Stock Statement :	Rs. 500 for every physical stock statement collected or submitted.
H	Stock Audit Charges :	For Sanctioned Limits upto Rs. 5 Cr : Rs.8,000/- plus taxes as applicable. For Sanctioned Limits above Rs 5 Cr : Rs.12,000/- plus taxes as applicable.
I	Conversion Charges (For revising rate of interest) :	@ 0.25% plus taxes as applicable on loan outstanding in case of Term loan and on sanctioned amount for other Working Capital Facility (e.g. Cash Credit / Overdraft etc.) or Rs. 5, 000 plus taxes as applicable, whichever is higher.
J	Cersai Charges for creation / modification of security interest on collateral securities:	Rs 100/- per Collateral security for each creation/ modification of charges.
K	Documentation	AS PER STANDARD NORMS OF HDFC BANK LIMITED

**Note- B. Principal Terms and Condition for Bank Guarantee availed from Union Bank of India:**

1. Type of security: Fixed Deposits equivalent to Rs.170.00 Lakhs.
2. Details of charges to be deducted :

Sl. No.	Nature of Limits	Charge Type	Amount of Charges to be Collected as per Rules	Frequency of Collection	Waiver, If any
1.	Bank Guarantee	Documentation	0.10% sub to max. 20,000/-	Per Instance	NIL
		CERSAI	Rs.300 + GST Per title deed/Movable Assets	Per Instance	NIL
		INSPECTION	Rs. 500 + GST per Quarter	Quarterly	NIL
		CIBIL Consumer	Rs. 50 + GST per Report	Per Instance	NIL
		CIBIL Commercial	Rs. 500 + GST per Report	Per Instance	NIL

- Out of Pocket expenses shall be recovered separately.

This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of further submission to the Securities and Exchange Board of India and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**For A.C. Bhuteria & Co.**  
**Chartered Accountants**  
**Firm Registration No: 303105E**

SD/

**Mahak Bhuteria**  
**Partner**  
**Membership no. - 314270**

**UDIN: 24314270BKCBXM7244**  
**Date:**  
**Place: Kolkata**

## **MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS**

You should read the following discussion in conjunction with our restated financial statements attached in the chapter titled “*Financial Information of the Company*” beginning on page 155. You should also read the section titled “*Risk Factors*” on page 25 and the section titled “*Forward looking Statement*” on page 19 of this Draft Red Herring Prospectus, which discusses a number of factors and contingencies that could affect our financial condition and results of operations. The following discussion relates to us, and, unless otherwise stated or the context requires otherwise, is based on our Restated financial Statements.

Our financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditor date September 05, 2024 which is included in this Draft Red Herring Prospectus under “Financial Statements”. The Restated Financial Information has been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year.

### **OVERVIEW**

Established in 2003, we are primarily engaged in the business of manufacturing and selling of Sponge Iron. Sponge iron is mainly used as a raw material for steel production in electric arc furnaces and induction furnaces. Through our sponge iron business, we cater to the metallic requirements of steel producers in selected geographies

Our manufacturing facility is located in Siltara - Raipur, Chhattisgarh and is spread across an area of around 13.45 acres of land with an annual production capacity of 30,000 Metric Tonnes. The strategic location of our sponge iron manufacturing facility provides us with access to high-quality iron ore, iron ore pellets, coal and dolomite which are essential raw materials for producing sponge iron. During production of sponge iron, a solid waste is produced as a by-product called dolochar. For the Fiscal 2024, our revenue from operations stood at Rs. 8,226.63 lakhs of which revenue from sponge iron, dolochar and other items (iron ore fines, dust and waste scrap) contributed 96.53%, 1.10% and 2.37% respectively.

Due to increasing power costs, our manufacturing operations for mild steel ingots, steel shots, grits, and other steel products have been temporarily shut down since 2020. Despite having a well-defined production process and all necessary machinery installed at our manufacturing unit, the economic environment has not supported sustained operations. Therefore, we are planning to install a captive power plant on our premises using proceeds from the issue. The installation of the captive power plant will enable us to resume and sustain our operations effectively.

We have been granted ISO 9001:2015 for quality management systems, ISO 14001:2015 for environmental management systems and ISO 45001:2018 for occupational health and safety management systems. Our manufacturing facility is equipped with requisite technology and infrastructure including machineries, testing laboratory other handling equipments to facilitate smooth manufacturing process. The key raw materials to produce sponge iron are iron ore/iron ore pellets, coal and dolomite. Sponge iron manufacturing is highly sensitive to raw material characteristics that would help obtain the rated capacity and the desired product quality. To ascertain the suitability of our raw materials in a rotary kiln, we have in-house testing laboratory that is responsible for conducting tests on raw materials i.e. coal, iron ore and dolomite to check their chemical and physical properties, so as to ensure that the product conform with the pre-determined standards. Currently, we sell our products primarily in the state of Maharashtra, Madhya Pradesh and Chhattisgarh.

Our Company is managed by Mr. Manoj Parasrampur, Chairman, Chairman and Managing Director who looks after the affairs of the Company and has considerable experience in steel Industry. We believe our success is the result of sustained efforts over the years in key aspects of our business, such as products, process improvements and increased scale of operations. The details of our financial performance as per the restated financial statements for the Fiscal years ended March 31, 2024, 2023 and 2022, are set forth below:

### **Key Performance Indicators of our company**

*(₹ In Lakhs except percentages and ratios)*

<b>Key Financial Performance</b>	<b>FY 2023-24</b>	<b>FY 2022-23</b>	<b>FY 2021-22</b>
Revenue from operations <sup>(1)</sup>	8,226.63	9,425.17	8,216.84
EBITDA <sup>(2)</sup>	1,210.61	1,396.52	1,216.36
EBITDA Margin <sup>(3)</sup>	14.72%	14.82%	14.80%

PAT <sup>(4)</sup>	1,017.44	1,052.53	893.57
PAT Margin <sup>(5)</sup>	12.37%	11.17%	10.87%
ROE (%) <sup>(6)</sup>	17.16%	21.5%	22.78%
ROCE (%) <sup>(7)</sup>	19.24%	26.11%	27.57%

**Notes:**

<sup>(1)</sup>Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements

<sup>(2)</sup>EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

<sup>(3)</sup> ‘EBITDA Margin’ is calculated as EBITDA divided by Revenue from Operations

<sup>(4)</sup> ‘PAT Margin’ is calculated as PAT for the period/year divided by revenue from operations.

<sup>(5)</sup> Net worth means the aggregate value of the paid-up share capital and reserves and surplus of the company.

<sup>(6)</sup>Return on Equity is ratio of Profit after Tax and Average Shareholder Equity

<sup>(7)</sup>Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders’ equity plus total borrowings {current & non-current} + deferred tax liability(net).

**Explanation for KPI metrics**

KPI	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
PAT	Profit after tax provides information regarding the overall profitability of the business
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business
RoE (%)	RoE provides how efficiently our Company generates profits from shareholders’ funds
RoCE (%)	RoCE provides how efficiently our Company generates earnings from the capital employed in the business.

**STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

For details in respect of Statement of Significant Accounting Policies, please refer to “Annexure IV of Restated Financial Statements” beginning on page 163 of this Draft Red Herring Prospectus.

**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 25 of this Draft Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

1. Performance of the Steel industries in India;
2. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
3. Changes in consumer demand;
4. Failure to successfully upgrade our product portfolio, from time to time;
5. Any change in government policies resulting in increases in taxes payable by us;
6. Our ability to retain our key managements persons and other employees;
7. Changes in laws and regulations that apply to the industries in which we operate.
8. Our failure to keep pace with rapid changes in technology;
9. Our ability to grow our business;
10. Our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;
11. General economic, political and other risks that are out of our control;
12. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
13. Company’s ability to successfully implement its growth strategy and expansion plans ;
13. Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;

14. Inability to successfully obtain registrations in a timely manner or at all;
15. Occurrence of Environmental Problems & Uninsured Losses;
16. Conflicts of interest with affiliated companies, the promoter group and other related parties;
17. Any adverse outcome in the legal proceedings in which we are involved;
18. Concentration of ownership among our Promoter;
19. The performance of the financial markets in India and globally;
20. Impact of covid-19 on our business and operations; and
21. Global distress due to pandemic, war or by any other reason.

### Discussion on Result of Operations

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements for the financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022.

*(Rs. in lakhs)*

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
Revenue from operations	8,226.63	9,425.17	8,216.84
Other Income	266.50	99.78	74.16
<b>Total Income (1+2)</b>	<b>8,493.13</b>	<b>9,524.95</b>	<b>8,291.00</b>
<b>Expenses:</b>			
Cost of materials consumed	6,115.92	7,246.95	6,466.21
Changes in inventories of finished goods	0.84	42.71	(104.06)
Employee benefits expenses	356.67	279.80	177.47
Finance costs	23.09	21.58	19.91
Depreciation and amortization expense	99.15	60.78	65.00
Other Expense	528.67	447.53	448.17
<b>Total Expenses</b>	<b>7,124.34</b>	<b>8,099.35</b>	<b>7,072.70</b>
<b>Profit before tax (3-4)</b>	<b>1,368.79</b>	<b>1,425.60</b>	<b>1,218.30</b>
Prior Period Items	-	-	-
<b>Profit Before Tax (5+6)</b>	<b>1,368.79</b>	<b>1,425.60</b>	<b>1,218.30</b>
<b>Tax Expense:</b>			
Current Tax	355.00	375.00	330.00
Deferred Tax	(3.06)	(2.60)	1.63
Deferred Tax for earlier years	-	-	(8.65)
Income Tax for Earlier Years	(0.59)	0.67	1.75
<b>Profit / (Loss) for the year (7-8)</b>	<b>1,017.44</b>	<b>1,052.53</b>	<b>893.57</b>
<b>Profit/(Loss) for the period</b>	<b>1,017.44</b>	<b>1,052.53</b>	<b>893.57</b>

#### Revenue from operations:

Revenue from operations mainly consists of sale of manufactured goods, by products and scrap.

#### Other Income:

Our other income primarily comprises of Interest Income on security deposit, loan and fixed deposits etc.

#### Expenses:

Company's expenses consist of Raw material consumption, Change in inventories of finished goods, Employee benefits expense, Finance costs, Depreciation and amortization and other expenses.

#### Cost of Raw material consumed:

Our Raw Material Consumption comprises of purchase of material, changes in the inventory of raw material for manufacturing the end products, and consumption of stores, spares and consumables etc.

#### Change in inventories of finished goods and work in progress:

Our changes in the inventory comprises of changes in the finished goods and changes in rejected raw materials.

**Employee benefits expense:**

Our employee benefits expense primarily comprises of Salaries, Wages & Bonus, Staff Welfare Expenses, and Contribution to provident and other funds and Gratuity Expense.

**Finance Costs:**

Our finance cost includes Interest expense and Other Borrowing cost.

**Depreciation and Amortization Expenses:**

Depreciation includes depreciation on Property, Plant & Equipment's, furniture and intangible assets etc.

**Other Expenses:**

Our other expenses include power and fuel costs, electricity charges, insurance premiums, testing expenses, Advertisement expenses, payments to statutory auditors for audit, Bad debts written off, brokerage and commission fees, professional charges, corporate social responsibility expenses, rent, GST payments, handling charges, linkage auction charges, property, plant, and equipment write-offs, miscellaneous expenses, printing and stationery costs, rates and taxes, Repairs and maintenance expenses, buildings, plant and machinery, and other items, Business promotion expenses, security expenses, share of loss from LLP, and travelling and conveyance.

**Details of Financial Year 2024 Compared to Financial Year 2023 (Based on Restated Financial Statements)****Total Income:**

Total income for the financial year 2023-24 stood at Rs.8493.13 Lakhs as compared to Rs. 9524.95 Lakhs in financial year 2022-23 representing a decrease of 10.79%.

**Revenue from Operations:**

During the financial year 2023-24, the revenue from operations of our company decreased to Rs. 8226.63 Lakhs as against Rs.9425.17 Lakhs in financial year 2022-23, representing a decrease of 12.73%. Such decrease was due to decrease in sale of Sponge iron during the FY 2023-24.

**Other Income:**

Other income significantly increased to ₹266.50 lakhs in 2023-24 from ₹99.78 lakhs in 2022-23, representing a rise of 167.77%. This substantial increase was attributed to higher interest income in FY 2023-24.

**Total Expenses:**

Total expenses for the financial year 2023-24 increased to Rs. 7124.34 Lakhs as compared to Rs. 8099.35 Lakhs in financial year 2022-23 representing a decrease of 12.04%. Such decrease was due to decrease in the volume of business operations of the company.

**Cost of Raw material consumed:**

The cost of materials consumed fell to Rs. 6,115.92 lakhs in 2023-24 from ₹7,246.95 lakhs in 2022-23, a decrease of 15.64%. Such decrease was due to decrease in (i) opening stock of Raw material from Rs. 971.91 Lakhs in FY. 2022-23 as compared to Rs.630.58 Lakhs in FY 2023-24 representing an decrease of 35.12% and (ii) Increase in Closing Stock of Raw material from Rs. 630.58 lakhs in FY 2022-23 as compared to Rs. 853.46 lakhs in FY 2023-24 representing an increase of 35.35%.

**Change in inventories of finished goods, work in progress:**

Changes in inventories dropped significantly to ₹0.84 lakhs in 2023-24 from ₹42.71 lakhs in 2022-23, a decrease of 98.03%, which was due to increase in closing stock finished goods.

**Employee benefits expense:**

Employee benefits expenses increased to Rs.356.67 lakhs in 2023-24 from ₹279.80 lakhs in 2022-23, up by 27.46%. Such increase was due to increase in Salaries & Wages from 263.28 lakhs in FY. 2022-23 as compared to Rs. 312.60 Lakhs in FY. 2023-24 which amount to increase of 18.73%.

**Finance costs:**

Finance costs increased to ₹23.09 lakhs in 2023-24 from ₹21.58 lakhs in 2022-23, an increase of 6.99%. This increase was due to increase in other borrowings cost in FY 2023-24 by 19.38% in compared to FY 2022-23.

**Depreciation and Amortization Expenses:**

Depreciation and amortisation expenses increased to ₹99.15 lakhs in 2023-24 from ₹60.78 lakhs in 2022-23, representing a rise of 63.39%. This increase is due to higher asset investments.

**Other expense:**

Other expenses increased to ₹528.67 lakhs in 2023-24 from ₹447.53 lakhs in 2022-23, an increase of 18.14%. This increase is due to increase in (i) Travelling & Conveyance from Rs. 2.79 lakhs in FY 2022-23 as compared to Rs. 57.15 lakhs in FY.2023-24 which amount to increase of 1946.88%; (ii) Misc. Expenses from Rs. 17.65 lakhs in FY. 2022-23 as compared to Rs. 31.05 Lakhs in FY. 2023-24 which amount to increase of 75.71%; (iii) Insurance Charges from Rs. 5.33 lakhs in FY. 2022-23 as compared to Rs. 6.89 Lakhs in FY. 2023-24 which amount to increase of 29.32%; (iv) Testing expenses from Rs. 15.03 lakhs in FY. 2022-23 as compared to Rs. 21.50 Lakhs in FY. 2023-24 which amount to increase of 43.07%; (v) CSR expenses from Rs. 13.86 lakhs in FY. 2022-22 as compared to Rs. 23.99 Lakhs in FY. 2023-24 which amount to increase of 72.98%. and (vi) Payment to Statutory auditors from Rs. 1.00 lakhs in FY. 2022-22 as compared to Rs. 7.75 Lakhs in FY. 2023-24 which amount to increase of 675%.

**Restated Profit/ (Loss) before tax:**

Restated Profit before Tax for the financial year 2023-24 was Rs.1368.79 Lakhs as compared to Restated profit before tax of Rs. 1425.60 Lakhs during the financial year 2022-23 which amounts to decrease was majorly due to factors as mentioned above.

**Restated Profit/ (Loss) after tax:**

Restated Profit after Tax for the financial year 2023-24 was Rs. 1017.44 Lakhs as compared to Restated profit after tax of Rs. 1052.53 Lakhs during the financial year 2022-23. This decline in profit reflects the overall reduction in total income and profit before tax.

**Financial Year 2023 compared to Financial Year 2022 (Based on Restated Financial Statements)**

**Total Income:**

Total income for the financial year 2022-23 stood at Rs. 9524.95 Lakhs as compared to Rs. 8291 Lakhs in financial year 2021-22 representing an increase of 14.89%. Such increase was due to increase in business operations of the Company.

**Revenue from Operations:**

During the financial year 2022-23, the revenue from operations of our company increased to Rs. 9425.17 Lakhs as against Rs. 8216.84 Lakhs in financial year 2021-22, representing increase of 14.71%. The main reason of increase was due to increase in the sale of sponge iron during the FY 2022-23.

**Other Income:**

During the financial year 2022-23, the other income of our company increases to Rs. 99.78 Lakhs as against Rs. 74.16 Lakhs in financial year 2021-22, representing an increase of 34.56%. The increase in other income was due to increase in Interest Income in FY 2022-23 representing increase of 34.56%.

**Total Expenses:**

Total expenses for the financial year 2022-23 increased to Rs. 8099.35 Lakhs as compared to Rs. 7072.70 Lakhs in financial year 2021-22 representing increase of 14.52%. Such increase was due to increase in the volume of business operations of the company.

**Cost of Raw material consumed:**

The cost of raw material consumed for the financial year 2022-23 stood at 7246.95 Lakhs against Rs. 6466.21 Lakhs in the Financial Year 2021-22 representing an increase of 12.06%. Such increase was due to increase in (i) opening stock of Raw material from Rs. 725.56 Lakhs in FY. 2021-22 as compared to Rs.971.91 Lakhs in FY 2022-23 representing an increase of 33.95% and (ii) Decrease in Closing Stock of Raw material from Rs. 971.91 lakhs in FY 2021-22 as compared to Rs. 630.58 lakhs in FY 2022-23 representing a decrease of 35.12%.



**Change in inventories of finished goods, work in progress and stock in trade:**

The Change in inventories of finished goods for financial year 2022-23 has been increased as compared to the financial year 2021-22 by 141.02%, which was due to increase in opening stock of finished goods from 40.51 Lakhs in FY. 2021-22 as compared to 185.42 Lakhs in FY. 2022-23 representing an increase of 357.71%.

**Employee benefits expense:**

Our company has incurred Rs. 177.47 Lakhs as employee benefit expenses during the financials year 2021-22 as compared to Rs. 279.80 Lakhs in the financial year 2022-23 representing increase of 57.61%. Such increase was due to increase in Salaries & Wages from 166.16 lakhs in FY. 2021-22 as compared to Rs. 263.68 Lakhs in FY. 2022-23 which amount to increase of 58.45%.

**Finance costs:**

These costs were for the financial Year 2022-23 increased to Rs. 21.58 Lakhs as against Rs. 19.91 Lakhs during the financial year 2021-22, representing an increase of 8.39%. Such increase was due to increase in Interest from 7.22 lakhs in FY. 2021-22 as compared to Rs. 9.92 Lakhs in FY. 2022-23 which amount to increase of 37.40%.

**Depreciation and Amortization Expenses:**

Depreciation for the financial year 2021-22 stood at Rs. 60.78 Lakhs as against to Rs. 65.00 Lakhs in financial year 2022-23 representing a decrease of 6.50%.

**Other expense:**

Our company has incurred Rs. 447.53 Lakhs as other expenses during the financials year 2022-23 as compared to Rs. 448.17 Lakhs in the financial year 2021-22 representing a marginal decrease of 0.14%. The negligible difference, the expenses in this category remain virtually unchanged, indicating consistent expenditure levels across both years.

**Restated Profit/ (Loss) before tax:**

Restated Profit before Tax for the financial year 2022-23 was Rs. 1425.60 Lakhs as compared to Restated profit before tax of Rs. 1218.30 Lakhs during the financial year 2021-22 which amounts to increase was majorly due to factors as mentioned above.

**Restated Profit/ (Loss) after tax:**

Restated Profit after Tax for the financial year 2022-23 was Rs. 1052.53 Lakhs as compared to Restated profit after tax of Rs. 893.57 Lakhs during the financial year 2021-22.

**Information required as per Item (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:**

**An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:**

**1. Unusual or infrequent events or transactions**

There has not been any unusual trend on account of our business activity. Except as disclosed in this Draft Red Herring Prospectus, there are no unusual or infrequent events or transactions in our Company.

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

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

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

Apart from the risks as disclosed under Section “**Risk Factors**” beginning on page 25 of the Draft Red Herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

**4. Future changes in relationship between costs and revenues**

Other than as described in the sections “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 25, 112 and 201 respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

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

Our business activity primarily falls within a single business and geographical segment, i.e. is engaged in the business of manufacturing of machineries, as disclosed in “**Restated Financial Statements**” on page 155, we do not follow any other segment reporting.

## **6. Status of any publicly announced New Products or Business Segment**

Except as disclosed in the Chapter “**Our Business**” on page 112, our Company has not announced any new product or service.

## **7. Seasonality of business**

Our business is not subject to seasonality. For further information, see “**Industry Overview**” and “**Our Business**” on pages 96 and 112, respectively.

## **8. Dependence on single or few customers**

*Substantial portion of revenues has been dependent upon few customers, with which we do not have any firm commitments.* For instance, our top five customers for the fiscal year ended March 31, 2024, March 31, 2023 and March 31<sup>st</sup>, 2022 accounted for 76.25%, 61.51% and 61.47% of our revenue of operations for the respective year. For further details, refer risk factor, “*Substantial portion of our revenues has been dependent upon few customers, with which we do not have any firm commitments. The loss of any one or more of our major customer would have a material adverse effect on our business, cash flows, result of operations and financial condition.*” on page 25 of this Draft Red Herring Prospectus.

## **9. Competitive conditions**

Competitive conditions are as described under the Chapters “**Industry Overview**” and “**Our Business**” beginning on pages 96 and 112 respectively of this Draft Red Herring Prospectus.

## **10. Details of material developments after the date of last balance sheet i.e. March 31, 2024.**

After the date of last Balance sheet i.e. March 31, 2024, the following material events have occurred after the last audited period:

1. We have re-designated Manoj Parasrampur as Chairman & Managing Director of the Company for a term of 3 years with effect from July 26, 2024 by board in its meeting held on July 15, 2024 and confirmed by shareholders vide Extra Ordinary General Meeting held on July 26, 2024.
2. We have re-designated Shams Naved as Whole Time Director of the Company for a term of 3 years with effect from July 26, 2024 by board in its meeting held on July 15, 2024 and confirmed by shareholders vide Extra Ordinary General Meeting held on July 26, 2024.
3. Jonu Agarwal was appointed as Independent Directors of the company vide Extra Ordinary General Meeting held on August 19, 2024 for a term of five years.
4. Manish Parasrampur was redesignated from Executive to Non-Executive Director of the Company vide Extra Ordinary General Meeting held on July 26, 2024.
5. Ankit Agrawal was resigned from the post of Chief Financial Officer of the company with effect from August 01, 2024.
6. Shams Naved was Appointed as Chief Financial Officer of the company with effect from August 01, 2024.
7. Shams Naved resigned from the post of Whole Time Director and Chief Financial Officer with effective from August 23, 2024

8. Abhishek Parasrampurua appointed as Chief Financial Officer of our company with effective from August 26, 2024
9. Anubhav Parasrampurua appointed as Additional Director with effective from September 19, 2024 and regularized as Director and designated as Whole Time Director with effect from September 21, 2024
10. We have passed the Board Resolution in the meeting held on July 15, 2024 , authorizing the Board of Director to raise funds by making an Initial public offering.
11. We have passed the Special resolution in the Extra Ordinary General Meeting of Members held on July 26, 2024 ,authorizing the Board of Director to raise funds by making an Initial public offering.

**CAPITALISATION STATEMENT**

Particulars	Pre Issue	Post Issue
<b>Borrowings</b>		
Short term	724.28	*
Long term(A)	-	*
<b>Total Borrowings (B)</b>	<b>724.28</b>	*
<b>Shareholders' Funds</b>		
Equity Share Capital	1,412.11	*
Reserves and Surplus	5,027.27	*
<b>Total Shareholders' Funds (C)</b>	<b>6,439.38</b>	*
<b>Long term Borrowings / equity {(A)/(C)}</b>	-	*
<b>Total borrowings/equity {(B)/(C)}</b>	<b>0.11</b>	*

\* Equity = total shareholder's fund

(\*) The corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.

**Notes:**

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short term Debts as defined above but includes current maturities of long term borrowings.
3. The figures disclosed above are based on Restated statement of Assets and liabilities of the Company as at 31.03.2024

## **SECTION VII – LEGAL AND OTHER INFORMATION**

### **OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS**

*Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoter in the last five financial years, including outstanding action; or (v) Material Litigation (as defined below); involving our Company, its Directors and Promoters.*

*Our Board, in its meeting held on August 26, 2024, determined that outstanding legal proceedings involving the Company, its Directors and Promoter and Group Companies will be considered as material litigation (“Material Litigation”) if the aggregate amount involved in such individual litigation exceeds 5% of Revenue from Operation of the Company, as per the last restated financial statements of the Company or such litigations outcome could have a material impact on the business, operations, prospects or reputations of the Company.*

*The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2018 as amended for creditors where outstanding due to any one of them exceeds 5% of the Company’s trade payables as per the last restated financial statements.*

#### **A. LITIGATION INVOLVING THE COMPANY**

##### **(a) Criminal proceedings against the Company**

<b>Case Title &amp; filed before</b>	<b>Case Number</b>	<b>Filed under Section</b>	<b>Case Detail</b>	<b>Next Date</b>
Factory Inspector complaint vs Shri Hare Krishna Sponge Iron Limited through Shams Naved (Director)  Judicial Magistrate, First Class, Labour Court No.01, Raipur, Chattisgarh	274/2022	U/s 92 of Factories Act, 1948	Rahul Kumar Yadav, employee, died on duty due to severe head injury on 21.01.2021. Inspection was conducted in presence of Shri Shams Naved (Director) on 22.01.2021. Summons issued, matter pending adjudication.	-

##### **(b) Criminal proceedings filed by the Company**

As on the date of this Draft Prospectus, there are no outstanding criminal proceedings initiated by the Company.

##### **(c) Other pending material litigations against the Company**

As on the date of this Draft Prospectus, there are no outstanding litigations initiated against the Company, which have been considered material by the Company in accordance with the Materiality Policy.

##### **(d) Tax Proceedings – NIL**

##### **(e) Other pending material litigations filed by the Company**

As on the date of this Draft Prospectus, there are no outstanding litigations initiated by the company, which have been considered material by the Company in accordance with the Materiality Policy.

**(f) Actions by statutory and regulatory authorities against the Company**

As on the date of this Draft Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

**B. LITIGATIONS INVOLVING THE PROMOTERS & DIRECTORS OF THE COMPANY.**

**a) Criminal proceedings against the Promoters & Directors of the company.**

As on the date of this Draft Prospectus, there are no outstanding criminal proceedings initiated against the Promoters & Directors of the company.

**(b) Criminal proceedings filed by the Promoters & Directors of the company.**

As on the date of this Draft Prospectus, there no pending outstanding criminal proceedings initiated by the Promoters & Directors of the company.

**(c) Other pending material litigations against the Promoters & Directors of the company.**

As on the date of this Draft Prospectus, following are pending claims related to other pending Proceedings involving Promoters & Directors of the company.

**(d) Tax Proceedings**

Nature of Proceedings	Assessment Year	Number of Cases	Amount Involved (Rs. In lakhs)	Description
<b>Direct Tax</b>				
Shyam Sunder Parasrampur	2015-16	1	25.74	An appeal is filed before Commissioner of Income Tax Appeal on 07.04.2022 against the order dated 30.03.2022 u/s 147 read with Section 143(3) for an amount of Rs. 25,74,207/- including interest. AO has disallowed STCG of Rs. 56,81,950/- and added it U/s 68 as unexplained cash and subsequent interest and tax not accounted for by AO. The assessee has filed and appeal with CIT (Appeals). The matter is pending adjudication.
Shyam Sunder Parasrampur	2003-04	1	1.19	The Assessee has been assessed u/s 143 (1) of the Income Tax Act, 1961 for which the demand notice was issued on 30.01.2004 having Demand reference no. 2010200351057946504T for an amount of Rs. 68,402/-. The Assessee has filed the Rectification Application u/s 154 and received the rectification order against which Assessee has made the payment of Rs. 6,810/- and submitted the copy of challan with response dated 29.08.2005. The same is not updated on the Income Tax Portal. Reminder of response is posted on 17.01.2015. The amount reflected on portal is Rs. 1,18,735/-. The matter is pending for correction at the end of the Department.
Shyam Sunder Parasrampur	2023-24	1	0.02	The Assessee has been assessed u/s 143 (1) (a) of the Income Tax Act, 1961 for which the demand notice was issued on 31.10.2023 having Demand reference no. 2023202337209442896T. The assessee have paid the tax

				amount but the interest is still pending amounting of Rs. 1,602/-. The amount is reflected on portal for correction.
Manoj Parasrampur	2002-03	1	0.01	The assessee has been assessed u/s 143(1) of the Income Tax Act, 1961, for which demand notice was issued having Demand reference no. 2010200251068263376T for an amount of Rs. 1,000/-. The assessee has not filed response against this demand. The matter is pending for payment.
Manoj Parasrampur	2015-16	1	6.99	The Assessee has been assessed u/s 147 read with section 144B of the Income Tax Act, 1961 for which the demand notice was issued on 12.03.2021 for an amount of Rs. 6,99,250/-. The Assessee has filed an appeal with CIT (Appeals). The matter is currently pending in CIT (Appeals).
Manish Parasrampur	2015-16	1	7.01	The Assessee has been assessed u/s 147 of the Income Tax Act, 1961 for which demand notice was issued on 30.03.2022. The assessee filed an Appeal before the CIT (A) on 07.04.2022 against the total outstanding demand of Rs. 17,50,518/-. The Order has been issued on 23.02.2023 which partly allowed the appeal and amount due as on date is of Rs. 7,00,570/-.
Manish Parasrampur	2015 - 16	1	0.15	The Assessee has been assessed u/s 143 (3) of the Income Tax Act, 1961 for which the demand notice was issued on 07.11.2017 having Demand reference no. 2017201510158070110T. The assessee have paid the tax amount but the interest is still pending for an amount of Rs. 14,928/-. The matter is still pending for interest payment.
Anubhav Parasrampur	2022-23	1	0.07	The Assessee has been assessed u/s 143(1)(a) of the Income Tax Act, 1961 for which the demand notice was issued on 26.10.2022 having Demand Reference no. 2022202237126710434T for an amount of Rs. 6,130/- against short TDS. The amount due as on date with interest is Rs. 7,350/-
Buxom Trexim Private Limited	Prior years	1	0.04	TDS Default
<b>Indirect Tax</b>		-	-	
<b>Total</b>		<b>9</b>	<b>41.22</b>	

**(e) Other pending material litigations filed by the Promoters & Directors of the company**

As on the date of this Draft Prospectus, there are no outstanding litigations initiated by the Directors, which have been considered material by the Company in accordance with the Materiality Policy.

**(f) Actions by statutory and regulatory authorities against the Promoters & Directors of the company**

As on the date of this Draft Prospectus, following outstanding actions by statutory or regulatory authorities initiated against the Promoters & Directors.

**C. LITIGATIONS INVOLVING THE GROUP COMPANIES OF THE COMPANY**

**(a) Criminal proceedings against the Group Companies of the company**

As on the date of this Draft Prospectus, there are no outstanding criminal proceedings initiated against the Group Companies of the company.

**(b) Criminal proceedings filed by the Group Companies of the company**

As on the date of this Draft Prospectus, there are no outstanding criminal proceedings initiated by the Group Companies of the company.

**(c) Other pending material litigations against the Group Companies of the company**

As on the date of this Draft Prospectus, there are no outstanding litigations initiated against the Group Companies, which has been considered material by the Company in accordance with the Materiality Policy.

**(d) Other pending material litigations filed by the Group Companies of the company**

As on the date of this Draft Prospectus, there are no outstanding litigations initiated by the Group Companies, which has been considered material by the Company in accordance with the Materiality Policy.

**(e) Actions by statutory and regulatory authorities against the Group Companies of the company**

As on the date of this Draft Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Group Companies.

**D. AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS:**

The Board of Directors of our Company considers dues exceeding 5% of our Company's trade payables as per the last Restated financial statements, to small scale undertakings and other creditors, as material dues for our Company.

As per Restated Financial Statements, the trade payables of our Company as on March 31, 2024 were Rs. 70.49 lakhs. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds Rs. 3.52 lakhs as on March 31, 2024. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on August 22, 2024. As on March 31, 2024, there are 07 creditors to each of whom our Company owes amounts exceeding 5.00% of our Company's total trade payables and the aggregate outstanding dues to them being approximately Rs. 63.48 lakhs. The details pertaining to amounts due towards material creditors are available on the website of our Company.

*(Rs. in lakhs)*

Type of Creditors	Number of Creditors	Total Amount Outstanding
Micro, small and medium enterprises	6	7.49
Material Creditors	6	56.48
<b>Total</b>	<b>12</b>	<b>63.97</b>

Further, our Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, in relation to amount unpaid together with interest payable have not been furnished.

As on March 31, 2024, our Company owes amounts aggregating to Rs. 70.49 lakhs approximately towards 19 trade creditors, which may or may not include small scale undertakings. There are no disputes with such entities in relation to payments to be made to them

**MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE:**

Except as disclosed in Chapter titled "*Management's Discussion & Analysis of Financial Conditions & Results of Operations*" beginning on page 201 of this Draft Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.



## **GOVERNMENT AND OTHER APPROVALS**

*Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities.*

*In view of the approvals listed below, we can undertake this issue and our current business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus*

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

*The Company has got following licenses/ registrations/ approvals/ consents/ permissions from the Government and various other Government agencies required for its present business.*

### **I. APPROVALS OF THE ISSUE**

*The following approvals have been obtained in connection with the Issue:*

#### **Corporate Approvals:**

- a. *The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on July 15, 2024 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.*
- b. *The shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a special resolution passed in the Extra Ordinary General Meeting held on July 26, 2024 authorized the Issue.*
- c. *Our Board approved the Draft Red Herring Prospectus pursuant to its resolution dated September 28, 2024*

#### **Approvals from Stock Exchange**

- d. *In-principle approval dated [●] from the NSE Emerge for using the name of the Exchange in the issue documents for listing of the Equity Shares issued by our Company pursuant to the issue.*

#### **Agreements with NSDL and CDSL:**

- e. *The company has entered into an agreement dated September 13, 2024 with the Central Depository Services (India) Limited ("CDSL") and the Registrar and Transferor Agent, who in this case is, KFin Technologies Limited for the dematerialization of its shares.*
- f. *The company has entered into an agreement dated October 31, 2022 with the National Securities Depository Limited ("NSDL") and the Registrar and Transferor Agent, who in this case is, KFin Technologies Limited for the dematerialization of its shares.*
- g. *The International Securities Identification Number (ISIN) of our Company is "INE0NON01025".*

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

Sl. No.	Name of Registration	CIN	Applicable Law	Issuing Authority	Date of Issue	Validity
1.	Certificate of Incorporation in the name of Shri Hare- Krishna Sponge Iron Private Limited.	U27109WB2003PTC096152	Companies Act, 1956	Deputy Registrar of Companies, West Bengal	May 02, 2003	Valid until cancelled
2.	Certificate of incorporation consequent upon conversion to public company and change of name from Shri Hare Krishna Sponge Iron Private Limited to Shri Hare Krishna Sponge Iron Limited.	U27109WB2003PLC096152	Companies Act, 1956	Registrar of Companies, West Bengal	June 20, 2007	Valid until cancelled

### III. BUSINESS AND OPERATIONS RELATED APPROVALS

Sl. No.	Name of Registration	Registration/License No	Applicable Law	Issuing Authority	Date of Issue	Validity
1.	Factory License granted to Shams Naved occupier of Shri Hare-Krishna Sponge Iron Limited to produce Sponge Iron MS Ignot, Re Rolled Products, Steel Shots. Maximum no. of workers that can be employed on any day during the year – 250 Maximum installed motive power on any day during the year –750 HP.	1813/1813/B-1/RPR/2M(i)	The Factories Act, 1948 and Chattisgarh Factories Rule 1962	Government of Chhattisgarh	Renewed Certificate dated September 25, 2023	December 31, 2024
2.	Udyam Aadhar Registration certificate-Medium-General category for manufacture of Sponge Iron	UDYAM-CG-14-0012519	The Micro, Small and Medium Enterprises Development Act, 2006	Ministry of Micro, Small & Medium Enterprises	July 28, 2021	Valid until cancelled

Sl. No.	Name of Registration	Registration/License No	Applicable Law	Issuing Authority	Date of Issue	Validity
3.	IEM (Industrial Entrepreneurs Memorandum)	3720/SIA/IMO/2010	Industries (Development and Regulation) Act (D&R), 1951	Government of India, Ministry of Commerce and Industry	November 11, 2010	Valid till cancelled
4.	IEM Part – A (Industrial Entrepreneurs Memorandum)	1548/SIA/IMO/2003	Industries (Development and Regulation) Act (D&R), 1951	Government of India, Ministry of Commerce & Industry, Department for Promotion of Industry and Internal Trade	Issued on June 10, 2003 Amended on July 14, 2023	Valid until Cancelled
5.	IEM Part – B (Industrial Entrepreneurs Memorandum)- Date of Commencement of production 29/01/2004. For manufacture of Sponge iron produced from Iron ore. Installed Capacity for <b>30000MT</b>	399/IIM/PROD/2021	Industries (Development and Regulation) Act (D&R), 1951	Government of India	July 05, 2021	Valid until Cancelled
6.	Permission to establish for waste heat recovery-based power plant-03 Megawatt capacity	3808/TS/CECB/2021	<b>Water</b> (Prevention and Control of Pollution) Act, 1974 and <b>Air</b> (Prevention and Control of Pollution) Act, 1981	Chhattisgarh Environment Conservation Board	August 28, 2021	August 27, 2026
7.	Permission to establish biomass based power plant-02 Megawatt	9157/TS/CECB/2023	Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of Pollution) Act, 1981	Chhattisgarh Environment Conservation Board	March 31, 2023	March 30, 2028
8.	Approval for establishment of 2.0 MW Capacity Biomass based power generation plant	10950/CREDA/BMPP/CE (RE-2)/2022-23	<b>Society Act 1973</b>	Chhattisgarh State Renewable Energy Development Agency (CREDA)	August 29, 2022	August 31, 2024
9.	Consent From Pollution Board valid for product Sponge iron for	606/TS/CECB/2024	<b>Water</b> (Prevention and Control of Pollution) Act, 1974 u/s 25 and <b>Air</b> (Prevention and	Chhattisgarh Environment Conservation Board	Renewed on April 18, 2024	April 30, 2027

Sl. No	Name of Registration	Registration/License No	Applicable Law	Issuing Authority	Date of Issue	Validity
	production capacity <b>36050MT/ yr</b> and Mild Steel Ignots , Steel Grits,Shots,Grinding media balls , different type of alloy steel casting , for 21600MT/yr		Control of Pollution) Act, 1981u/s 21		Valid from May 01, 2024	
10.	Renewal of authorization under Hazardous and Other Wastes(Authorization by State Control board to the occupiers recyclers reprocessors ,reusers, User and operators of Disposal Facilities)(Waste-Used or Spent oil-Use as Lubricant for machine .10KL/yr)	4507/HSMD/HO/CECB/2023	Environment protection Act, 1986, The Hazardous and other wastes (Management & trans boundary Movement) Rules, 2016	Chhattisgarh Environment Conservation Board	Renewed Date – April 16, 2023	April 15, 2028
11.	Weight and Measure Certificate (Non Automatic weighing instrument-1Electronic Class 3 and 4 with maximum weight (in tons) – 100 and minimum weight (in tons) – 200 with the scale difference of 10 <b>kilograms</b>	Book No 042024, Sr no for Instrument 8039	Legal Metrology Act, 2009	Controller of Legal Metrology	April 13,2024	April 04,2025
12.	Permanent Certificate of Enlistment	0917P818124125084	West Bengal Municipal Act, 1993	The board of Councillors of South Dum Dum (Municipality)	July 13,2024	July 12,2025
13.	Consent from pollution board valid for Cast iron production	37/RO/TS/CECB/2024	Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and	Chhattisgarh Environment Conservation Board, Raipur	April 02, 2024	March 31, 2025

Sl. No.	Name of Registration	Registration/License No	Applicable Law	Issuing Authority	Date of Issue	Validity
	capacity of 12000MT /yr, Activated Carbon valid for 8500MT/yr, Ductile Iron 9000MT/yr		Control of Pollution) Act, 1981			
14.	IBM Registration Certificate	IBM/4113/2011	Mineral Conservation and Development Rules, 1988	Controller General, Indian Bureau of Mines	November 11, 2011	Valid until cancelled
15.	Registration under Shop & Establishment act for Registered office situated at West Bengal	NP04312N2024003015	West Bengal Shops and Establishments Act, 1963, West Bengal Shops and Establishments Rules, 1964	Labour Commissioner State Government of West Bengal	August 24, 2024	Valid until cancelled

#### IV. LABOUR LAW RELATED APPROVALS

S.No.	Name of Registration	Applicable Laws	Issuing Authority	Registration No.	Date of Certificate	Date of Expiry
1.	Employees State Insurance Corporation	The ESI Act, 1948	Employees State Insurance Corporation	59000000750000503	March 04, 2004	Valid until cancelled
2.	Provident Fund Registration	Employees Provident Fund and Miscellaneous Provisions Act, 1952	Provident Fund Organisation	CGRAI0017793000	March 19, 2015	Valid until cancelled
3.	Contract Labour Registration Certificate	Raipur/2023/44003480	Contract Labour (Regulation and Abolition) Act, 1970 and CG(Contract Labour) Rules, 1973	Government Of Chhattisgarh	November 30, 2023	Valid until cancelled

#### V. QUALITY CERTIFICATION


S.No.	Name of Registration	Registration/Certificate No.	Issuing Authority	Date of Issue	Validity
1.	Environmental Management System ISO 14001 : 2015	09112122B	Integral Certification Ltd	August 05, 2024	August, 04, 2027
2.	Occupational Health & Safety	09112122C-1	Integral Certification Ltd	August 05, 2024	August, 04, 2027

	Management System ISO 45001:2018				
3.	Quality Management System ISO 9001: 2015	09112122A	Integral Certification Ltd	August 05,2024	August 04,2027

## **VI. TAX RELATED APPROVALS**

Sl. No.	Name of Registration	Registration No	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1.	Permanent Account Number (PAN)	AAHCS5235M	Income Tax Act, 1961	Income Tax Department	August 31,2007	Valid until cancelled
2.	Tax Deduction Account Number (TAN)*	CALS11381G	Income Tax Act, 1961	Income Tax Department	August 29, 2007	Valid until cancelled
3.	Importer-Exporter Code Number	0210018500	Foreign Trade (Development & Regulation) Act, 1992	Director General of Foreign Trade	October 20, 2010	Valid until cancelled
4.	Goods & Services Tax Registration-Chhattisgarh	22AAHCS5235M1Z7	Central Goods and Services Tax Act, 2017 and Chattisgarh Goods and Service Tax Act, 2017	Central Goods & Services Act, 2017	Valid from July 01, 2017 last amended on August 29, 2023	Valid until cancelled
5.	Legal Entity Identifier (LEI)	894500GUI3KVIF9EVH81	The Payment and Settlement System Act, 2007	EQS Group AG	April 03, 2024	May 17, 2025

## **VII. APPLICATIONS MADE BY OUR COMPANY PENDING APPROVAL**

- We have applied for renewal of Trading License under Orissa Mineral (Prevention of Theft, Smuggling, Illegal Mining, Procession, Trading, Storage and Transportation) Rules, 2007 dated May 11, 2024 for P2-Processing, end-use and sale of residuals Outside the State
- We have applied for Fire NOC dated August 24, 2024 for our Manufacturing unit situated at Plot No 106, Phase-II, Industrial Growth Centre, Siltara, Raipur, 493111
- We have made an application dated August 25, 2024 for registration of Trademark  in name of Shri Hare Krishna Sponge Iron Limited.

## OUR GROUP COMPANIES

As per the SEBI (ICDR) Regulations, 2018, for the purpose of identification of Group Company, our Company has considered those companies as our Group Company with which there were related party transactions as per the Restated Financial Statements of our Company in any of the last three financial years and other Companies as considered material by our Board. Further, pursuant to a resolution of our Board dated August 26, 2024 for the purpose of disclosure in relation to Group Company in connection with the Issue, a company shall be considered material and disclosed as a Group Company if such company fulfills both the below mentioned conditions:

- a. the companies with which there were related party transactions (in accordance with AS-18), as disclosed in the Restated Financial Statements (“Restated Financial Statements”); or
- b. if such company fulfills both the below mentioned conditions: -
  - i) Such company that forms part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations 2018; and
  - ii) Where the Company has entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10.00% of total revenue of the company as per Restated Financial Statements.

Based on the above, the following Companies are identified as our Group Companies:

1. Indo Chains (Raipur) Private Limited
2. ARP Complex Private Limited
3. Special Mines & Minerals Private Limited

### **Details of our Group Companies:**

#### *Indian Companies*

#### **1. Indo Chains (Raipur) Private Limited**

Indo Chains (Raipur) Private Limited was incorporated on October 26, 2009 as a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Registrar of Companies, West Bengal.

<b>CIN</b>	U28112WB2009PTC139030
<b>PAN</b>	AACCI1580N
<b>Registered Office</b>	126, Mahatma Gandhi Road Ground Floor, Kolkata, West Bengal, India, 700007

#### **2. ARP Complex Private Limited**

ARP Complex Private Limited was incorporated on December 14, 2004 as a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Registrar of Companies, West Bengal.

<b>CIN</b>	U27200WB2004PTC100705
<b>PAN</b>	AAECA9900A
<b>Registered Office</b>	126, Mahatma Gandhi Road Ground floor, Kolkata, West Bengal, India, 700007

#### **3. Special Mines & Minerals Private Limited**

Special Mines & Minerals Private Limited was incorporated on March 01, 2011 as a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Registrar of Companies, West Bengal.

<b>CIN</b>	U13100WB2011PTC160038
<b>PAN</b>	AAPCS4547L
<b>Registered Office</b>	126, Mahatma Gandhi Road, Kolkata, West Bengal, India, 700007.

### Financial Information

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, basic earnings per share, diluted earnings per share and Net Asset Value, derived from the latest audited financial statements available of our group companies are available on the website of our company at <https://shkraipur.com>

It is clarified that such details available on our group companies' websites do not form a part of this Draft Red Herring Prospectus. Anyone placing reliance on any other source of information, including our Group Companies website, as mentioned above, would be doing so at their own risk.

### Other confirmations

- a) None of our Group Companies is listed on any stock exchange nor any of the Group Companies have made any public and/or rights issue of securities in the preceding three years.
- b) None of the above-mentioned Group Companies are in defaults in meeting any Statutory/bank/institutional dues and no proceedings have been initiated for economic offences against any of the Group Companies.
- c) None of the above-mentioned Group Companies are a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 or is under winding up/insolvency proceedings.
- d) Our Group Companies have not been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.

### Nature and Extent of Interest of Group Company

#### a) *In the promotion of our Company:*

Our Group Companies does not have any interest in the promotion of our Company.

#### b) *In the properties acquired or proposed to be acquired by our Company in the past two years before filing the Draft Red Herring Prospectus with stock exchange:*

Our Group Company does not have any interest in the properties acquired or proposed to be acquired by our Company in the past two years before filing the Draft Red Herring Prospectus with Stock Exchange.

#### c) *In transactions for acquisition of land, construction of building and supply of machinery:*

None of our Group Companies are interested, directly or indirectly, in any transactions for acquisition of land, construction of building, supply of machinery, with our Company

### Related business transactions and their significance on the financial performance of our Company

Other than the transactions disclosed in the section "*Restated Financial Statements-Related Party Transactions*" on page 185, there are no related business transactions between the Group Company and our Company.

### Business interest of our Group Companies in our Company

Except as disclosed in the section "*Other Financial Information-Related Party Transactions*" and "*History and certain Corporate Structure*" on page 185 and page 130 of this Draft Red Herring Prospectus, our Group Company have no business interests in our Company.

### Common pursuits among Group Company

4. There are no common pursuits among our group companies.



## **Litigations**

Except as disclosed in the section “*Outstanding litigations and material developments*” on page 210 of this Draft Red Herring Prospectus.

## **Undertaking/ Confirmations by our Group Companies**

None of our Promoter or Promoter Group or Group company or person in control of our Company has been:

- i. Prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority; or
- ii. Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

None of our Promoter, person in control of our Company have ever been a Promoter, Director or person in control of any other Company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, neither our Promoters, the relatives of our individual Promoter (as defined under the Companies Act, 2013) nor our Group companies/ Promoter Group entities have been declared as a willful defaulter or economic offender by the RBI or any other government authority and there are no violations of securities laws committed by them or any entities they are connected with in the past and no proceedings for violation of securities laws are pending against them.

The information as required by the SEBI ICDR Regulations with regards to the Group companies, are also available on the website of our company i.e., <https://shkraipur.com>

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### **Authority for the Issue:**

### **Corporate Approvals:**

The Board of Directors, pursuant to a resolution passed at their meeting held on July 15, 2024 authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013, and such other authorities as may be necessary. The shareholders of our Company have, pursuant to a special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting held on July 26, 2024 authorized the Issue.

### **In-principle Approval:**

Our Company has obtained in-principal approval from the NSE Emerge for using its name in the Red Herring Prospectus/ Prospectus pursuant to an approval letter dated [●] NSE is the Designated Stock Exchange.

### **Prohibition by SEBI or other Governmental Authorities:**

We confirm that there is no prohibition on our Company, our Promoters, our Promoter Group, our directors, or the person(s) in control of our Company from accessing or operating in the Capital Markets or debarment from buying, selling or dealing in securities under any order or direction passed by the Board (SEBI) or any securities market regulator in any other jurisdiction or any other authority/court.

The listing of any securities of our Company has never been refused by any of the Stock Exchanges in India.

Neither of our Promoters, Promoter Group, Directors or the person(s) in control of our Company, has ever been part of Promoters, Promoter Group, Directors or the person(s) in control of any other Company which is debarred from accessing the capital market under any order or directions made by the SEBI or any other regulatory or governmental authority.

There has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter *“Outstanding Litigations and Material Development”* beginning on page 210 of this Draft Red Herring Prospectus.

### **Association with Securities Market:**

Except mentioned below, none of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our directors are associated as promoters or directors in the past 5 years.

Person involved	Description of the case	Status
Manoj Parasrampur	Securities and Exchange Board of India (SEBI) initiated proceedings under section 15 HA of Securities and Exchange Board of India Act, 1992 against our Promoter Manoj Parasrampur and others for indulgence in Creation of Artificial Market & Price Manipulation in Scrip of Jaisukh Dealers Limited. After taking into consideration all the facts and circumstances of the case, SEBI in its final order dated October 29, 2020 imposed a penalty of Rs. 5,00,000/- on Manoj Parasrampur and others involved in the case.	Penalty amount of Rs. 5,00,000/- imposed by SEBI has been paid by Manoj Parasrampur on December 23, 2020.

### **Prohibition by RBI:**

Neither our Company, our Promoters, our Directors, relatives (as per Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as a wilful defaulter or a fugitive economic offender or a fraudulent borrower and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter **“Outstanding Litigations and Material Development”** beginning on page 210 of this Draft Red Herring Prospectus.

#### **Prohibition with respect to wilful defaulters or a fraudulent borrower**

Neither our Company, our Promoters, our Directors, Group companies, relatives (as per Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as wilful defaulters or a fraudulent borrower as defined by the SEBI ICDR Regulations, 2018.

#### **Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018**

Under the SBO Rules certain persons who are ‘significant beneficial owners’, are required to intimate their beneficial holdings to our Company in Form no. BEN-1. As on date of Draft Red Herring Prospectus, there are no such significant beneficial owners in our Company

#### **Eligibility for the Issue:**

Our Company has complied with the conditions of Regulation 230 of SEBI (ICDR) Regulations, 2018 for this Issue.

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations; and this Issue is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Issuer whose post issue paid up capital is more than ten crore rupees and upto twenty-five crore rupees and we may hence issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the “NSE Emerge”).

#### **We confirm that:**

- a) In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue will be 100% underwritten and that the BRLM to the Issue shall underwrite minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to section titled **“General Information – Underwriting”** beginning on page 47 of this Draft Red Herring Prospectus.
- b) In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act 2013.
- c) In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Book Running Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies. Further, in terms of Regulation 246(2), SEBI shall not issue observation on the Prospectus.
- d) In accordance with Regulation 261 (1) of the SEBI (ICDR) Regulations, we hereby confirm that we shall enter into an agreement with the Book Running Lead Manager and with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the NSE Emerge of NSE. For further details of the arrangement of market making please refer to section titled **“General Information – Details of the Market Making Arrangements for this Issue”** beginning on page 47 of this Draft Red Herring Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

1. Our Company shall mandatorily facilitate trading in Demat securities for which we have entered into an agreement with the Central Depository Services Limited (CDSL) dated September 13, 2024 and National Securities Depository Limited dated October 31, 2022 for establishing connectivity.
2. Our Company has a website i.e., <https://shkraipur.com>
3. There has been no change in the promoters of the Company in the preceding one year from date of filing application to NSE for listing on SME segment.

We confirm that we comply with all the below requirements/ conditions so as to be eligible to be listed on the NSE Emerge of the NSE:

1. Our Company was originally incorporated as private limited company under the name of “Shri Hare-Krishna Sponge Iron Limited” on May 02, 2003 under the provisions of Companies Act, 1956 with the Deputy Registrar of Companies, West Bengal, bearing CIN No. U27109WB2003PTC096152. Further, the name of our Company was changed from “Shri Hare-Krishna Sponge Iron Private Limited” to “Shri Hare-Krishna Sponge Iron Limited” pursuant to a fresh certificate of incorporation issued by the Registrar of Companies, West Bengal on June 20, 2007 bearing CIN U27109WB2003PLC096152.
2. As on the date of this Draft Red Herring Prospectus, the Company has a Paid-up Capital of ₹ 14.12 Crores and the Post Issue Capital will be of upto ₹ [●] Crores which will be less than ₹ 25 Crores.
3. The Company confirms that it has track record of more than 3 years.
4. As on March 31, 2024, the Company has net tangible assets of ₹ 6,354.38 Lakhs.
5. The company has operating profit (earnings before interest, depreciation and tax) from operations for atleast any 2 out of 3 financial years preceding the application and its net-worth should be positive. The details of the Net Worth and Operating Profit as per the Financial Statements of the company are as detailed below

**(In ₹ Lakhs)**

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Net Worth	6,439.38	5,421.94	4,369.40
Operating profit (earnings before interest, depreciation, Profit/ (loss) and tax)	1,210.61	1,396.52	1,216.36

6. Our Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters, Group Companies, companies promoted by the promoters of the Company;
7. The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.
8. Our Company has not been referred to the National Company Law Tribunal (NCLT) under Insolvency and Bankruptcy Code, 2016.
9. None of the Directors of our Company have been categorized as a Wilful Defaulter or fraudulent borrowers.
10. There is no winding up petition against the company, which has been admitted by a Court of competent jurisdiction or a liquidator has not been appointed.

11. The Company confirms that it has positive Free Cash Flow to Equity (FCFE) for atleast 2 financial years out of preceding three financial years as per below:

(Rs. in lakhs)

Particular	31.03.2024	31.03.2023	31.03.2022
Net Cash flow from Operating Activity	526.18	2,283.97	151.59
Less: Purchase of Fixed Asset	651.24	66.92	14.73
Add: Net Borrowings	649.30	-0.10	-0.24
Less: Interest * (1-t)	-17.16	-15.93	-14.60
<b>FCFE</b>	<b>507.08</b>	<b>2,201.02</b>	<b>122.02</b>

12. Except mentioned below, There is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company

Company involved	Description of the case	Status
SHRI HARE-KRISHNA SPONGE IRON LIMITED	Securities and Exchange Board of India (SEBI) initiated proceedings under section 15HA of Securities and Exchange Board of India Act, 1992 against our company and others for indulgence in trading of illiquid stock options. After taking into consideration all the facts and circumstances of the case, SEBI in its final order dated August 19, 2024 imposed a penalty of Rs. 2,40,000/- on Shri Hare Krishna Sponge Iron Limited.	Penalty amount of Rs. 2,40,000/- imposed by SEBI has been paid by Shri Hare Krishna Sponge Iron Limited on April 29, 2024

13. The directors of the issuer are not associated with the securities market in any manner, and there is no outstanding action against them initiated by the Board in the past five years

14. We confirm that:

- i. There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) of the applicant company.
- ii. There is no default in respect of payment of interest and/or principal to the debenture/bond/ fixed deposit holders, banks, FIs by the applicant, promoters/ promoting company(ies), group companies, companies promoted by the promoters/ promoting company(ies) during the past three years.
- iii. There are no litigations record against the applicant, promoters/promoting company(ies), group companies, companies & promoted by the promoters/promoting company(ies) except as stated in the section titled “**Outstanding Litigation and Material Developments**” beginning on page 210 of this Draft Red Herring Prospectus.
- iv. There are no criminal cases/investigation/offences filed against the director of the company except as stated in the section titled “**Outstanding Litigation and Material Developments**” beginning on page 210 of this Draft Red Herring Prospectus.

We further confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the Emerge Platform of NSE.

#### DISCLAIMER CLAUSE OF SEBI

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY**

EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT. THE LEAD MERCHANT BANKER, HEM SECURITIES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT, THE LEAD MERCHANT BANKER, HEM SECURITIES LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 28<sup>th</sup>, 2024

THE FILING OF THIS DRAFT OFFER DOCUMENT/ OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER SECTION 34, SECTION 35, SECTION 36 AND SECTION 38 (1) OF THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND / OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BRLM ANY IRREGULARITIES OR LAPSES IN THE PROSPECTUS.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, West Bengal in terms of sections 26, 32 and 33 of the Companies Act, 2013.

**Statement on Price Information of Past Issues handled by Hem Securities Limited (SME IPO's):**

Sr. No.	Issue name	Issue size (₹ in Cr.)	Issue Price (₹)	Listing date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]-30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-180 <sup>th</sup> calendar days from listing
1.	Aimtron Electronics Limited	87.02	161.00	June 06, 2024	241.00	310.93% [6.17%]	191.86% [10.42%]	N.A.
2.	Ganesh Green Bharat Limited	125.23	190.00	July 12, 2024	361.00	149.42% [-0.63%]	N.A.	N.A.
3.	Chetana Education Limited	45.90	85.00	July 31, 2024	98.90	-0.88% [1.14%]	N.A.	N.A.
4.	Aprameya Engineering Limited	29.23	58.00	August 01, 2024	72.00	17.24% [1.31%]	N.A.	N.A.
5.	Sunlite Recycling Industries Limited	30.24	105.00	August 20, 2024	199.50	49.57% [2.90%]	N.A.	N.A.
6.	Aeron Composite Limited	56.10	125.00	September 04, 2024	150.00	N.A.	N.A.	N.A.
7.	Namo eWaste Management Limited	51.20	85.00	September 11, 2024	161.50	N.A.	N.A.	N.A.
8.	My Mudra Fincorp Limited	33.60	110.00	September 12, 2024	130.00	N.A.	N.A.	N.A.

Sr. No.	Issue name	Issue size (₹ in Cr.)	Issue Price (₹)	Listing date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]-30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-180 <sup>th</sup> calendar days from listing
9.	Vision Infra Equipment Solutions Limited	106.21	163.00	September 13, 2024	205.00	N.A.	N.A.	N.A.
10.	Shubhshree Biofuels Energy Limited	16.56	119.00	September 16, 2024	189.00	N.A.	N.A.	N.A.

Source: Price Information [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com), Issue Information from respective Prospectus.

- The scrip of Aimtron Electronics Limited has not completed its 180<sup>th</sup> day from the date of listing; Ganesh Green Bharat Limited, Chetana Education Limited, Aprameya Engineering Limited and Sunlite Recycling Industries Limited have not completed its 90<sup>th</sup> day from the date of listing and Aeron Composite Limited, Namo eWaste Management Limited, My Mudra Fincorp Limited, Vision Infra Equipment Solutions Limited and Shubhshree Biofuels Energy Limited have not completed its 30<sup>th</sup> day from the date of listing.

#### Summary statement of Disclosure:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ Cr.)	No. of IPOs trading at discount- 30th calendar days from listing			No. of IPOs trading at Premium- 30th calendar days from listing			No. of IPOs trading at discount- 180th calendar days from listing			No. of IPOs trading at Premium- 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2022-23	15 <sup>(1)</sup>	220.57	-	-	-	6	6	3	-	-	-	12	-	3
2023-24	21 <sup>(2)</sup>	680.45	-	-	1	12	5	3	-	-	2	12	5	2
2024-25	18 <sup>(3)</sup>	841.28	-	-	1	6	2	4	-	-	-	-	-	-

- The scrip of Krishna Defence and Allied Industries Limited was listed on April 6, 2022; Eighty Jewellers Limited was listed on April 13, 2022; Kesar India Limited was listed on July 12, 2022; Silicon Rental Solutions Limited was listed on October 10, 2022; Cargosol Logistics Limited was listed on October 10, 2022; Cargotrans Maritime Limited was listed on October 10, 2022; Concord Control Systems Limited was listed on October 10, 2022; Lloyds Luxuries Limited was listed on October 11, 2022; Vedant Asset Limited was listed on October 12, 2022; Baheti Recycling Industries Limited was listed on December 08, 2022; Chaman Metallics Limited was listed on January 16, 2023; Earthstahl & Alloys Limited was listed on February 08, 2023; Macfos Limited was listed on March 01, 2023; Systango Technologies Limited was listed on March 15, 2023 and Labelkraft Technologies Limited was listed on March 23, 2023;
- The scrip of Vasa Denticity Limited was listed on June 02, 2023; Hemant Surgical Industries Limited was listed on June 05, 2023; Greenchef Appliances Limited was listed on July 06, 2023; Kaka Industries Limited was listed on July 19, 2023; Asarfi Hospital Limited was listed on July 26, 2023; Kahan Packaging Limited was listed on September 15, 2023; Madhusudan Masala Limited was listed on September 26, 2023; Saakshi Medtech And Panels Limited was listed on October 03, 2023; Arabian Petroleum Limited was listed on October 09, 2023, E Factor Experiences Limited was listed on October 09, 2023, Paragon Fine and Speciality Chemical Limited was listed on November 03, 2023, Deepak Chemtex Limited was listed on December 06, 2023, S J Logistics (India) Limited was listed on December 19, 2023, Siyaram Recycling Industries Limited was listed on December 21, 2023, Shanti Spintex Limited was listed on December 27, 2023, Shri Balaji Valve Components Limited was listed on January 03, 2024, New Swan Multitech Limited was listed on January 18, 2024, Harshdeep Hortico Limited was listed on February 05, 2024, Megatherm Induction Limited was listed on February 05, 2024, Sona Machinery Limited was listed on March 13, 2024 and Enfuse Solutions Limited was listed on March 22, 2024;

- 3) *The scrip of Aspire & Innovative Advertising Limited was listed on April 03, 2024, Blue Pebble Limited was listed on April 03, 2024, Amkay Products Limited was listed on May 08, 2024, TGIF Agribusiness Limited was listed on May 15, 2024, Energy-Mission Machineries (India) Limited was listed on May 16, 2024, Aztec Fluids & Machinery Limited was listed on May 17, 2024, Premier Roadlines Limited was listed on May 17, 2024, Vilas Transcore Limited was listed on June 03, 2024, Aimtron Electronics Limited was listed on June 06, 2024; Ganesh Green Bharat Limited was listed on July 12, 2024; Chetana Education Limited was listed on July 31, 2024, Aprameya Engineering Limited was listed on August 01, 2024, Sunlite Recycling Industries Limited was listed on August 20, 2024, Aeron Composite Limited was listed on September 04, 2024, Namu eWaste Management Limited was listed on September 11, 2024, My Mudra Fincorp Limited was listed on September 12, 2024, Vision Infra Equipment Solutions Limited was listed on September 13, 2024 and Shubhshree Biofuels Energy Limited was listed on September 16, 2024.*

**Note:**

- a) Based on date of listing.
- b) BSE SENSEX and CNX NIFTY have been considered as the benchmark index.
- c) Prices on BSE/NSE are considered for all of the above calculations.
- d) In case 30<sup>th</sup> /90<sup>th</sup> /180<sup>th</sup> day is not a trading day, closing price on BSE/NSE of the next trading day has been considered.
- e) In case 30<sup>th</sup> /90<sup>th</sup> /180<sup>th</sup> day, scrips are not traded then last trading price has been considered.
- f) N.A. – Period not completed.
- g) As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect max. 10 issues (initial public offerings managed by the Book Running Lead Manager. Hence, disclosures pertaining to recent 10 issues handled by Book Running Lead Manager are provided.

**Track Record of past issues handled by Hem Securities Limited:**

For details regarding track record of BRLM to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the BRLM at: [www.hemsecurities.com](http://www.hemsecurities.com)

**Disclaimer from our Company and the Book Running Lead Manager:**

Our Company, its Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft Red Herring Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

The BRLM accept no responsibility, save to the limited extent as provided in the agreement entered between the BRLM (Hem securities Limited) and our Company on September 11, 2024 and the Underwriting Agreement dated September 11, 2024 entered into between the Underwriters and our Company and the Market Making Agreement dated September 11, 2024 entered into among the Market Maker and our Company.

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

The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, and our affiliates or associates, for which they have received and may in future receive compensation.

**Note:**

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective



directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

**Disclaimer in Respect of Jurisdiction:**

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakhs and pension funds with a minimum corpus of ₹ 2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe for Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in Kolkata, West Bengal only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

**Disclaimer Clause of the NSE Emerge of NSE:**

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter [●] permission to the Issuer to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its Promoter, its management or any scheme or project of this Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer 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 any other reason whatsoever.

**Disclaimer Clause under Rule 144A of the U.S. Securities Act:**

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any

economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

#### **Filing of Offer Document with the Designated Stock Exchange/SEBI/ROC**

The Draft Red Herring Prospectus is being filed with Emerge Platform of National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India.

The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus/Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 26 & 32 of the Companies Act, 2013 was filed to the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 will be filed to the RoC through the electronic portal at <http://www.mca.gov.in>.

#### **Listing:**

The Equity Shares of our Company are proposed to be listed on NSE Emerge. Our Company has obtained in-principle approval from NSE by way of its letter dated [●] for listing of equity shares on NSE Emerge (NSE SME platform). NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the NSE Emerge is not granted by NSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Draft Red Herring Prospectus. If such money is not repaid within the prescribed time, then our Company becomes liable to repay it, then our Company and every officer in default shall, shall be liable to repay such application money, with interest, as prescribed under the applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE Emerge platform of NSE mentioned above are taken within Six (6) Working Days of the Issue Closing Date. If Equity Shares are not Allotted pursuant to the Offer within Six (6) Working Days from the Issue Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period Subject to applicable law.

#### **Impersonation:**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

- i. Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- ii. 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
- iii. 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 to action under section 447 of the Companies, Act 2013

#### **Consents:**

Consents in writing of (a) Our Directors, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Banker to the Company; (b) Book Running Lead Manager, Registrar to the Issue, Banker to the Issue (Sponsor Bank)\*, Legal Advisor to the Issue, Syndicate Member\*, Underwriter to the Issue and Market Maker to the Issue to act in their respective capacities have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections

26 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of filing of the Prospectus with the RoC  
*\*The aforesaid will be appointed prior to filing of Red Herring Prospectus with RoC and their consents as above would be obtained prior to the filing of the Prospectus with RoC.*

In accordance with the Companies Act and the SEBI (ICDR) Regulations, A.C. Bhuteria & Co, Chartered Accountants, Statutory Auditor of the Company has agreed to provide their written consent to the inclusion of their respective reports on Statement of Possible Tax Benefits relating to the possible tax benefits and Restated Consolidate Financial Statements as included in this Draft Red Herring Prospectus/ Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Draft Red Herring Prospectus with the RoC.

### **Experts Opinion**

Except as stated below, our Company has not obtained any expert opinions:

- i) Our Company has received consent from the A.C. Bhuteria & Co, Chartered Accountants, to include their name as required under section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of (a) Auditors’ reports on the restated financial statements; and (b) Statement of Special Tax Benefits (c) Statement of Financial Indebtedness. Such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus, and;
- ii) Our Company has received consent from the Sandeep Sharma , Chartered Engineer to include their name as required under Section 26 of the Companies Act read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an “expert”, as defined under Section 2(38) of the Companies Act to the extent and in their capacity as an independent chartered engineer, in relation to the certificate, certifying, inter alia, the details of the installed and production capacity of our manufacturing facilities. Such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

However, the term “**expert**” shall not be construed to mean an “**expert**” as defined under the U.S. Securities Act, 1933.

### **Fees, Brokerage and Selling Commission payable:**

The total fees payable to the Book Running Lead Manager will be as per the (i) Book Running Lead manager Agreement dated September 11, 2024 with the Book Running Lead Manager Hem Securities Limited, (ii) the Underwriting Agreement dated [●] with Underwriter and (iii) the Market Making Agreement dated [●] with Market Maker, a copy of which is available for inspection at our Corporate Office from 10.00 A.M. to 5.00 P.M. on Working Days from the date of the Draft Red Herring Prospectus until the Issue Closing Date.

### **Fees Payable to the Registrar to the Issue:**

The fees payable to the Registrar to the Issue for processing of applications, data entry, printing of CAN, tape and printing of bulk mailing register will be as per the agreement between our Company and the Registrar to the Issue dated August 16, 2024 a copy of which is available for inspection at our Company’s Corporate Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to send allotment advice by registered post/ speed post.

### **Particulars regarding Public or Rights Issues during the last five (5) years:**

Our Company has not made any previous public or rights issue in India or Abroad the five (5) years preceding the date of this Draft Red Herring Prospectus.

### **Previous issues of Equity Shares otherwise than for cash:**

For detailed description please refer to section titled “*Capital Structure*” beginning on page 57 of this Draft Red Herring

Prospectus.

**Underwriting Commission, brokerage and selling commission on Previous Issues:**

Since this is the initial public offering of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares in last five (5) years.

**Particulars in regard to our Company and other listed subsidiaries/ associates under the same management within the meaning of Section 186 of the Companies Act, 2013 which made any capital issue during the last three years:**

Neither our Company nor any other companies under the same management within the meaning of Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three years.

**Performance vis-à-vis object**

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

**Option to Subscribe:**

- a) Investors will get the allotment of specified securities in dematerialization form only.
- b) The equity shares, on allotment, shall be traded on stock exchange in Demat segment only.

**Outstanding Debentures or Bond Issues or Redeemable Preference Shares:**

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Draft Red Herring Prospectus.

**Partly Paid-Up Shares:**

As on the date of this Draft Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company.

**Outstanding Convertible Instruments:**

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

**Stock Market Data of the Equity Shares:**

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

**Mechanism for Redressal of Investor Grievances:**

The agreement between the Registrar to the Issue and our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

We hereby confirm that there are no investors complaints received during the three years preceding the filing of this Draft Red Herring Prospectus. Since there is no investor complaint received, none are pending as on the date of filing of this Draft Red Herring Prospectus.

Investors may contact the BRLM for any complaint pertaining to the Issue. All grievances, may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary, where the Application Form was submitted, quoting the full name of the sole or first Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, address of the Applicant,

number of Equity Shares applied for, date of Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Applicant shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove. Our Company, BRLM and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

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

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible. Our Company has appointed Rashmeet Kaur, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer will be updated prior to filing of Prospectus with ROC and NSE:

#### **Rashmeet Kaur**

#### **Shri Hare-Krishna Sponge Iron Limited**

**Address:** Flat No 2D, 2nd Floor, Tower No. 1,  
Alcove Gloria, Municipal Premises No 403/1,  
Dakshindari Road, VIP Road, Kolkata, Sreebhumi,  
North 24 Parganas, West Bengal 700048

**Tel. No.:** +91 95891 16050

**Email:** [cs@shkraipur.com](mailto:cs@shkraipur.com)

**Website:** <https://shkraipur.com>

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

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

Our Board by a resolution on August 22, 2024 constituted a Stakeholders Relationship Committee. For further details, please refer to section titled “**Our Management**” beginning on page 133 of this Draft Red Herring Prospectus.

#### **Status of Investor Complaints:**

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring Prospectus.

#### **Disposal of investor grievances by listed companies under the same management as our Company:**

We do not have any listed company under the same management.

#### **Tax Implications:**

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled “**Statement of Special Tax Benefits**” beginning on page 93 of this Draft Red Herring Prospectus.

#### **Purchase of Property:**

Other than as disclosed in Section “**Our Business**” beginning on page 112 of this Draft Red Herring Prospectus there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Draft Red Herring Prospectus.

Except as stated elsewhere in this Draft Red Herring Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made there under.

**Capitalization of Reserves or Profits:**

Except as disclosed under section titled “*Capital Structure*” beginning on page 57 of this Draft Red Herring Prospectus, our Company has not capitalized its reserves or profits at any time during the last five (5) years.

**Revaluation of Assets:**

Our Company has not revalued its assets in five (5) years preceding the date of this Draft Red Herring Prospectus.

**Servicing Behavior:**

Except as stated in this Draft, there has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

**Payment or benefit to officers of our Company:**

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation.

Except as disclosed in chapter titled “*Our Management*” beginning on page 133 and chapter titled “*Financial Information*” beginning on page 155 of this Draft Red Herring Prospectus none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

**Exemption from complying with any provisions of securities laws, if any**

Our Company has not undertaken any exemption with related to provision of securities law granted by SEBI.

## **SECTION VIII: ISSUE RELATED INFORMATION**

### **TERMS OF THE ISSUE**

*The Equity Shares being Issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of the Draft Red Herring Prospectus, Prospectus, Bid cum Application Form, any Confirmation of Allocation Note (“CAN”), the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the Allotment advices and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the Offer of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchange, the RoC, the RBI and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the GoI, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the Offer.*

*Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, SEBI through its UPI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From December 1, 2023, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along-with the existing process existing timeline of T+3 days.*

*Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Bid cum Application Forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.*

#### **Authority for the Issue**

The present Public Issue of up to 50,70,000 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on July 15, 2024 and was approved by the Shareholders of the Company by passing Special Resolution at the Extraordinary General Meeting held on July 26, 2024 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

#### **Ranking of Equity Shares**

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our MOA and AOA and shall rank pari-passu in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled, “**Main Provisions of Article of Association**”, beginning on page 285 of this Draft Red Herring Prospectus.

#### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to section titled “**Dividend Policy**” and “**Main Provisions of Article of Association**” beginning on page 154 and 285 respectively of this Draft Red Herring Prospectus.

## Face Value and Issue Price

The face value of each Equity Share is ₹ 10.00 and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share (“Floor Price”) and at the higher end of the Price Band is ₹ [●] per Equity Share (“Cap Price”). The Anchor Investor Issue Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot size will be decided by our Company in consultation with the BRLM, and will be advertised, at least two Working Days prior to the Bid/ Issue Opening Date, in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and Bengali edition of [●], a regional newspaper each with wide circulation and shall be made available to the Stock Exchange for the purpose of uploading on its website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre filled in the Bid cum Application Forms available on the website of the Stock Exchange. The Issue Price shall be determined by our Company and in consultation with the BRLM, after the Bid/ Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

## Compliance with SEBI ICDR Regulations, 2018

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

## Compliance with Disclosure and Accounting Norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

## Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- a) Right to receive dividend, if declared;
- b) Right to receive Annual Reports and notices to members;
- c) Right to attend general meetings and exercise voting rights, unless prohibited by law;
- d) Right to vote on a poll either in person or by proxy;
- e) Right to receive offer for rights shares and be allotted bonus shares, if announced;
- f) Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- g) Right of free transferability of the Equity Shares; and
- h) Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to section titled “*Main Provisions of the Articles of Association*” beginning on page 285 of this Draft Red Herring Prospectus.

## Allotment only in Dematerialized Form

As per the provisions of the Depositories Act, 1996 and the regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated October 31, 2022 between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated September 13, 2024 between CDSL, our Company and Registrar to the Issue.



## **Employee Discount**

Employee Discount Employee discount, if any, may be offered to Eligible Employees bidding in the Employee Reservation Portion. Eligible Employees bidding in the Employee Reservation Portion at a price within the Price Band can make payment at Bid Amount, that is, Bid Amount net of employee discount, if any, as applicable at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, less employee discount, if any, as applicable, at the time of making a Bid

## **Minimum Application Value, Market Lot and Trading Lot**

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the NSE Emerge (SME platform of NSE) from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares and is subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

## **Minimum Number of Allottees**

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, 2018 the minimum number of allottees in this the Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSB s collected shall be unblocked within four (4) working days of closure of Issue forthwith.

## **Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/ authorities in Kolkata, West Bengal, India.

**The Equity Shares have not been and will not be registered under the U.S Securities Act, 1933, as amended (the “Securities Act”) or any state securities laws in the United States, and may not be offered or sold within the United States, or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the Securities Act), except pursuant to an exemption from or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares are only being will be offered or and sold outside the United States in compliance with Regulation S under of the U.S. Securities Act, 1933 and the applicable laws of the jurisdictions where those offers and sales occur.**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

## **Joint Holders**

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

## **Nomination Facility to Investor**

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Corporate Registered Office

of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- (a) to register himself or herself as the holder of the Equity Shares; or
- (b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

**Period of Subscription List of Public Issue  
Issue Program**

Event	Indicative Dates
Bid/ Issue Opening Date	[●] <sup>1</sup>
Bid/ Issue Closing Date	[●] <sup>2</sup>
Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	On or about [●]
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account* (T+2)	On or about [●]
Credit of Equity Shares to Demat Accounts of Allottees (T+2)	On or about [●]
Commencement of Trading of The Equity Shares on the Stock Exchange (T+3)	On or about [●]

**The above time table is indicative and does not constitute any obligation on our Company. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on NSE Emerge platform is taken within Three Working Days from the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.**

*Note <sup>1</sup>Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations*

*<sup>2</sup>Our Company in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.*

**\*\*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.**

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Bid/ Issue

Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bid-Cum- Application Forms and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (IST) during the Issue Period (except for the Bid/ Issue Closing Date). On the Bid/ Issue Closing Date, the Bid-Cum- Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Applicants. The time for applying for Retail Individual Bidders Applicants on Bid/ Issue Closing Date maybe extended in consultation with the BRLM, RTA and NSE Emerge taking into account the total number of applications received up to the closure of timings.

On the Bid/ Issue Closing Date, the Bids shall be uploaded until:

- (i) 4.00 P.M. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- (ii) until 5.00 P.M. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders.

On the Bid/ Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Retail Individual Bidders and Eligible Employees Bidding under the Employee Reservation Portion after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Issue shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/ Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids. It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to the limitation of time available for uploading the Bid-Cum-Application Forms on the Bid/ Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Issue Closing Date and, in any case, not later than 3.00 P.M. (IST) on the Bid/ Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid-Cum- Application Forms are received on the Bid/ Issue Closing Date, as is typically experienced in public Issue, some Bid-Cum- Application Forms may not get uploaded due to the lack of sufficient time. Such Bid-Cum- Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid-Cum- Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Bidders can revise or withdraw their Bid-Cum- Application Forms prior to the Bid/ Issue Closing Date. Allocation to Retail Individual Bidders, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid-Cum-Application Form, for a particular Bidder, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid-Cum- Application Form, for a particular ASBA Bidder, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/ Issue Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In case of any revision to the Price Band, the Bid/ Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/ Issue Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the Book Running Lead Manager, for reasons to be recorded in writing, extend the Bid/ Issue Period for a minimum of one Working Day, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the Book Running Lead Manager and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

### **Minimum Subscription and Underwriting**

This Issue is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be allotted will not be less than 50 (Fifty).

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the 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 the rate of fifteen per cent per annum.

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled “**General Information - Underwriting**” on page 47 of this Draft Red Herring Prospectus.

Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

### **Migration to Main Board**

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of NSE from the SME Exchange on a later date subject to the following:

If the Paid-up Capital of the company is likely to increase above ₹25.00 Crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to NSE for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

Or

If the Paid-up Capital of the company is more than ₹10 crores but below ₹25 crores and if the company fulfils the eligibility criteria for listing laid down by the main board, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the

proposal.

### **Market Making**

The shares offered through this Issue are proposed to be listed on the NSE Emerge (SME platform of NSE), wherein the BRLM to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the SME platform of NSE.

For further details of the agreement entered into between the Company the BRLM (Book Running Lead Manager) and the Market Maker please refer to section titled “*General Information - Details of the Market Making Arrangements for this Issue*” on page 47 of this Draft Red Herring Prospectus.

### **Arrangements for disposal of odd lots**

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of NSE.

### **As per the extent Guideline of the Government of India, OCBs cannot participate in this Issue:**

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

### **Allotment of Equity Shares in Dematerialized Form**

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Issue shall be allotted only in dematerialized form. Further, as per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form on the Stock Exchange.

### **New Financial Instruments**

There are no new financial instruments such as deeply discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this Issue.

### **Application by Eligible NRI's, FPI's, VCF's, AIF's registered with SEBI**

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

### **Restrictions on transfer and transmission of shares or debentures and on their consolidation or splitting**

Except for lock-in of the Pre- Issue Equity Shares and Promoters minimum contribution in the Issue as detailed under section titled “*Capital Structure*” beginning on page 57 of this Draft Red Herring Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfer and transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details, please refer to section titled “*Main Provisions of the Articles of Association*” beginning on page 285 of this Draft Red Herring Prospectus.

### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Draft Red Herring Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

### **Withdrawal of the Issue**

Our Company in consultation with the BRLM, reserve the right to not to proceed with the issue after the Bid/ Issue Opening date but before the Allotment. In such an event, our Company would issue a public notice in the newspaper in which the pre-issue advertisements were published, within two days of the Bid/ Issue Closing date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the issue. The BRLM through, the Registrar of the issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one working day from the date of receipt of such notification. Our Company shall also inform the same to the stock exchange on which equity shares are proposed to be listed.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants 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 and regulations.*

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer, whose post issue face value paid up capital does not exceed ten Crore rupees shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“*SME Exchange*”, in this case being the *NSE Emerge (SME platform of NSE)*). For further details regarding the salient features and terms of such an issue please refer chapter titled “*Terms of the Issue*” and “*Issue Procedure*” on page 236 and 249 of this Draft Red Herring Prospectus.

### **Issue Structure:**

Initial Public Issue of up to 50,70,000 Equity Shares of ₹10 each (*the “Equity Shares”*) for cash at a price of ₹ [●] per Equity Share (including a Share Premium of ₹ [●] per Equity Share), aggregating up to ₹ [●] Lakhs (*“the Issue”*) by the issuer Company (*the “Company”*).

Our Company, in consultation with the BRLM, may consider a Pre-IPO placement of up to 2,58,000 Equity Shares aggregating to ₹ [●] lakhs, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLM. If the Pre-IPO Placement is undertaken, the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Issue, subject to compliance with Rule 19(2)(b) of the SCRR. Details of Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus.

The Issue comprises a reservation of upto [●] Equity Shares of ₹ 10 each for subscription by the designated Market Maker (*“the Market Maker Reservation Portion”*) and upto [●] Equity Shares of ₹ 10 each for subscription by Employee Reservation Postion and Net Issue to Public of upto [●] Equity Shares of ₹ 10 each (*“the Net Issue”*). The Issue and the Net Issue will constitute [●] % and [●] %, respectively of the post Issue paid up equity share capital of the Company. The Issue is being made through the Book Building Process.

Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	Employee Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors	Retail Individual Investors
<b>Number of Equity Shares available for allocation</b>	Up to [●] Equity Shares	Up to [●] Equity Shares	Not more than [●] Equity Shares	Not less than [●] Equity Shares	Not less than [●] Equity Shares
<b>Percentage of Issue Size available for allocation</b>	[●] of the Issue Size	The Employee Reservation Portion shall constitute up to 5% of the post Issue paid up Equity Share capital of our Company.	Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue

Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	Employee Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors	Retail Individual Investors
<b>Basis of Allotment<sup>(3)</sup></b>	Firm Allotment	Proportionate#; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹200,000. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for a value exceeding ₹200,000, subject to total Allotment to an Eligible Employee not exceeding ₹500,000 (net of discount, if any).	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.  Up to 60% of the QIB Portion (of up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	Proportionate basis subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares	Proportionate basis subject to minimum allotment of [●] Equity Shares
<b>Mode of Allotment</b>	Compulsorily in dematerialized form.				
<b>Minimum Bid Size</b>	[●] Equity Shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	[●] Equity Shares
<b>Maximum Bid Size</b>	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares, so that the maximum Bid Amount by each Eligible Employee in	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue (excluding the	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹200,000



Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	Employee Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors	Retail Individual Investors
		Eligible Employee Portion does not exceed ₹500,000 (net of employee discount, if any).		QIB portion), subject to applicable limits	
<b>Trading Lot</b>	[●] Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof
<b>Terms of Payment</b>	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids <sup>(4)</sup>				
<b>Mode of Bid</b>	Only through the ASBA process.	Only through the ASBA process.	Only through the ASBA process. (Except for Anchor investors)	Only through the ASBA process	Through ASBA Process Through Banks or by using UPI ID for payment

Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹500,000. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹200,000. In the event of under-subscription in the Employee Reservation Portion the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Issue and such Bids will not be treated as multiple Bids subject to applicable limits. Eligible Employee can also apply under Retail Portion. However, Bids by Eligible Employees in the Employee Reservation Portion and in the Non-Institutional Portion shall be treated as multiple Bids, only if Eligible Employee has made an application of more than ₹200,000 (net of employee discount, if any) in the Employee Reservation Portion. The unsubscribed portion if any, in the Employee Reservation Portion shall be added back to the Net Issue. In case of under-subscription in the Net Issue, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion

*This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.*

- <sup>(1)</sup> *Our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price.*
- <sup>(2)</sup> *In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.*
- <sup>(3)</sup> *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 Managers and the Designated Stock Exchange, subject to applicable laws.*

<sup>(4)</sup> Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Bid-cum-Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

The Bids by FPIs with certain structures as described under “**Issue Procedure - Bids by FPIs**” on pages 249 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Eligible Employees Bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount, at the time of making a Bid. Eligible Employees Bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, at the time of making a Bid.

If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

### **Withdrawal of the Issue**

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Bid/ Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/ Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the filing of Draft Red Herring Prospectus/ Red Herring Prospectus with RoC.

### **Issue Program**

<b>Event</b>	<b>Indicative Date</b>
Bid/ Issue Opening Date	[●] <sup>1</sup>
Bid/ Issue Closing Date	[●] <sup>2</sup>
Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	[●]
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI ID linked bank account Id Linked Bank Account* (T+2)	[●]
Credit of Equity Shares to Demat Accounts of Allottees (T+2)	[●]
Commencement of Trading of The Equity Shares on the Stock Exchange(T+3)	[●]

**The above time table is indicative and does not constitute any obligation on our Company. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of**

**the Equity Shares on NSE Emerge platform is taken within Three Working Days from the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.**

*Note <sup>1</sup>Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Issue Period shall be one Working Day prior to the Bid/ Issue Opening Date in accordance with the SEBI ICDR Regulations.*

*<sup>2</sup>Our Company in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.*

Applications and any revisions to the same will be accepted only between 10.00 A.M. to 5.00 P.M. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Bid-Cum- Application Form.

Standardization of cut-off time for uploading of applications on the Bid/ Issue Closing Date:

- a) A standard cut-off time of 3.00 P.M. for acceptance of applications.
- b) A standard cut-off time of 4.00 P.M. for uploading of applications received from other than retail individual applicants.
- c) A standard cut-off time of 5.00 P.M. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of applications received up to the closure of timings and reported by BRLM to NSE within half an hour of such closure.

It is clarified that Applications not uploaded would be rejected. In case of discrepancy in the data entered in the electronic form vis-à-vis the data contained in the physical Bid-Cum- Application Form, for a particular applicant, the details as per physical Bid-Cum-application form of that Applicant may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding bank holidays).

## ISSUE PROCEDURE

All Bidders should read the 'General Information Document for Investing in Public Issues' prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the SEBI UPI Circulars (**the "General Information Document"**) which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid Cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders/Applicants; (v) issuance of Confirmation of Allocation Note and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) Designated Date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI through the UPI Circulars has proposed to introduce an alternate payment mechanism using Unified Payments Interface ("UPI") and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism with the ASBA for applications by Retail Individual Investors through intermediaries from January 1, 2019. The UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days ("UPI Phase I"), until June 30, 2019. Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days was applicable until further notice pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 ("UPI Phase II"). Thereafter, the final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders ("UPI Phase III") and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023 ("T+3 Notification"). Accordingly, the Issue will be undertaken pursuant to the processes and procedures under UPI Phase III on mandatory basis, subject to any circulars, clarification or notification issued by the SEBI pursuant to the T+3 Notification.

Further, pursuant to SEBI master circular bearing reference no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 ("SEBI RTA Master Circular") and circular (SEBI/HO/CFD/DIL2/P/CIR/2022/75) dated May 30, 2022, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. The provisions of these circulars are deemed to form part of this Draft Red Herring Prospectus. Furthermore, pursuant to circular (SEBI/HO/CFD/DIL2/P/CIR/P/2022/45) dated April 5, 2022, all individual bidders in initial public offerings whose Bid sizes are up to ₹500,000 shall use the UPI Mechanism for submitting their bids. Additionally, pursuant to circular (SEBI/HO/CFD/DIL2/P/CIR/2022/75) dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later

*(“UPI Phase II”). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline will be made effective using the UPI Mechanism for applications by RIIs (“UPI Phase III”), as may be prescribed by SEBI. The Issue will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular is effective for initial public offers opening on or after May 1, 2021, except as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021. The provisions of these circulars are deemed to form part of this Draft Red Herring Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application sizes are up to ₹500,000 shall use the UPI Mechanism. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022; applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). These circulars are effective for initial public offers opening on/or after May 1, 2021, and the provisions of these circulars, as amended, are deemed to form part of this Draft Red Herring Prospectus.*

*Further, SEBI vide its circular bearing reference number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the investor’s bank accounts. Accordingly, Stock Exchanges shall, for all categories of investors viz. Retail, QIB, NII and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.*

*Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 reduced the time taken for listing of specified securities after the closure of a public issue to three Working Days. This shall be applicable voluntarily for all public issues opening on or after September 1, 2023 and shall be mandatory for all public issues opening on or after December 1, 2023. The Draft Red Herring Prospectus has been drafted in accordance with phase II of the UPI framework, and also reflects additional measures for streamlining the process of initial public offers. Please note that we may need to make appropriate changes in the Red Herring Prospectus and the Prospectus depending upon the prevailing conditions at the time of the opening of the Issue.*

*Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed by the Registrar along with the SCSBs only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Stock Exchanges shall, for all categories of investors and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.*

*Our Company and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus.*

*Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.*

*The BRLM shall be the nodal entity for any issues arising out of public issuance process.*

*Further, our Company and the Syndicate are not liable for any adverse occurrence’s consequent to the implementation of the UPI Mechanism for application in this Issue.*

## PART A

### Book Building Procedure

The Issue is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 252 of the SEBI ICDR Regulations, through the Book Building Process in accordance with Regulation 229(1) of the SEBI ICDR Regulations wherein not more than 50% of the Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation to Non-Institutional Investors in accordance with the SEBI ICDR Regulations; and not less than 35% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. Furthermore, up to [●] Equity Shares shall be made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received at or above the Issue Price, if any.

Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company, in consultation with the BRLM, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. Further, in the event of an undersubscription in the Employee Reservation Portion, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000 (net of employee discount, if any), subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (net of employee discount, if any). The unsubscribed portion, if any, in the Employee Reservation Portion shall be added to the Net Issue.

**The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges. All potential Bidders (except Anchor Investors) are required to mandatorily utilize the ASBA process providing details of their respective ASBA accounts, and UPI ID (in case of UPI Bidders) if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or under the UPI Mechanism, as applicable.**

**Bidder must ensure that their PAN is linked with Aadhaar and are in compliance with the notification by the Central Board of Direct Taxes dated February 13, 2020, read with press releases dated June 25, 2021, and September 17, 2021 and March 30, 2022, read with press release dated March 28, 2023 Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN, and UPI ID, for UPI Bidders Bidding using the UPI Mechanism, shall be treated as incomplete and will be rejected. Eligible Employees Bidding in the Employee Reservation Portion Bidding using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the issue, subject to compliance with Applicable Law.**

### Phased implementation of UPI

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by UPI Bidders through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. The SEBI in its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, has reduced the time period for listing of equity shares pursuant to a public issue from six Working Days to three Working Days. The timeline was applicable on a voluntary basis for public issues opening on or after September 1, 2023 and has been made applicable on a mandatory basis for public issues opening on or after December 1, 2023. Considering the time required for making necessary changes to the

**systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:**

**Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RIIs had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

**Phase II:** This phase became applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever was later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II until further notice. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds was discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase.

SEBI through its circular SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, prescribed that all individual bidders applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹500,000, shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹200,000 and up to ₹500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

**Phase III:** This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“**T+3 Notification**”). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The processing fees for applications made by UPI Bidders may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as the Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders.

Pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“**UPI Streamlining Circular**”), SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streamlining Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/570 dated June 2, 2021 read with SEBI Circular

No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 NPCI vide circular reference no. NPCI/UPI/OC No. 127/ 2021-22 dated December 09, 2021, inter alia, has enhanced the per transaction limit in UPI from more than ₹200,000 to ₹500,000 for UPI based ASBA in initial public offerings.

The Issue will be made under UPI Phase II of the UPI Circular, unless UPI Phase III of the UPI Circular becomes effective and applicable on or prior to the Bid/Issue Opening Date. If the Issue is made under UPI Phase III of the UPI Circular, the same will be advertised in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Bengali Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint Sponsor Banks to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Bidders using the UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLM. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the BRLM will be required to compensate the concerned investor.

### **Bid cum Application Form**

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the NSE, at least one day prior to the Bid/Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Offer is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

- i. RIIs (other than the RIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- ii. RIIs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- iii. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

### **Anchor Investors are not permitted to participate in the Offer through the ASBA process.**

For Anchor Investors, the Anchor Investor Application Form will be available at the office of the BRLM. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Form for various categories is as follows:



Category	Colour*
Anchor Investor**	[•]
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	[•]
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	[•]
Eligible Employee Bidding in the Employee Reservation Portion***	

\*Excluding Electronic Bid cum Application Form

\*\* Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

\*\*\*Bid cum application Forms for Eligible Employees shall be available at the Registered and Corporate Office of the Company.

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Draft Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries”)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by Investors to SCSB</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to</b>	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall

<b>intermediaries other than SCSBs</b>	forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment</b>	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

#### **Availability of Draft Red Herring Prospectus and Bid Cum Application Forms**

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and NSE ([www.nseindia.com](http://www.nseindia.com)) at least one day prior to the Bid/Issue Opening Date.

Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

#### **Who can Bid?**

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the DRHP for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- a) Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: -Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Kartal. Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) Mutual Funds registered with SEBI;
- e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;

- i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds and Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- r) Multilateral and bilateral development financial institution;
- s) Eligible QFIs;
- t) Insurance funds set up and managed by army, navy or air force of the Union of India;
- u) Insurance funds set up and managed by the Department of Posts, India;
- v) Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

- 1. Minors (except through their Guardians)
- 2. Partnership firms or their nominations
- 3. Foreign Nationals (except NRIs)
- 4. Overseas Corporate Bodies

**As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.**

**MAXIMUM AND MINIMUM APPLICATION SIZE**

**1. For Retail Individual Bidders**

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed Rs. 2,00,000.

**2. For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

**Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.**

**The above information is given for the benefit of the Bidders. The Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders 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.**

## **METHOD OF BIDDING PROCESS**

Our Company in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of the [●] English national daily newspaper [●], and all editions of Hindi national daily newspaper [●] and of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid/ Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid/ Issue Period.

- a) The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Issue Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be published in all editions of the English national daily newspaper [●], and all editions of Hindi national daily newspaper [●] and of Regional newspaper [●] each with wide circulation where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.
- b) During the Bid/ Issue Period, Retail Individual Bidders, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Issue Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids.
- c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- d) The Bidder/ Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.
- e) Except in relation to the Bids received from the Anchor Investors, the BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form
- f) The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Issue Period i.e. one working day prior to the Bid/ Issue Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.
- g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in “Escrow

Mechanism - Terms of payment and payment into the Escrow Accounts” in the section “*Issue Procedure*” beginning on page 249 of this Draft Red Herring Prospectus

- h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form prior to uploading such Bids with the Stock Exchange.
- i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

#### **BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS**

- a) Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b) Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d) Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.
- e) The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

#### **Participation by Associates /Affiliates of BRLM and the Syndicate Members**

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoters and Promoter Group can apply in the Issue under the Anchor Investor Portion.

### **Option to Subscribe in the Issue**

- a) As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b) The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c) A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

### **Information for the Bidders**

1. Our Company and the Book Running Lead Manager shall declare the Bid/ Issue Opening Date and Bid/ Issue Closing Date in the Draft Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Draft Red Herring Prospectus with the RoC at least 3 (three) days before the Bid/ Issue Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Draft Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Draft Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in

the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be “suspended for credit” and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.

10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

#### **BIDS BY ANCHOR INVESTORS:**

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

- 1) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹ 200.00 lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 200.00 lakhs
- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- 4) Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date and be completed on the same day.
- 5) Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
  - where allocation in the Anchor Investor Portion is up to ₹ 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
  - where the allocation under the Anchor Investor Portion is more than ₹ 200.00 Lakhs but upto ₹ 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of ₹ 100.00 Lakhs per Anchor Investor; and
  - where the allocation under the Anchor Investor portion is more than ₹ 2500.00 Lakhs:(i)minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto ₹ 2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹ 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹ 100.00 Lakhs per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/Issue Opening Date, through intimation to the Stock Exchange.
- 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Issue Closing Date. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.
- 9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.

- 10) 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.
- 11) The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.
- 12) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
- 13) Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

#### **BIDS BY ELIGIBLE NRIS:**

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the BRLM and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non- Resident Forms should authorize their SCSB to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary (“NRO”) accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

#### **BIDS BY FPI INCLUDING FII'S:**

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Issue, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

In terms of the SEBI FPI Regulations, the Issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.



Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue 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 recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non- Residents (blue in colour).

### **BIDS BY ELIGIBLE EMPLOYEES**

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹500,000 (net of employee discount, if any). However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (net of employee discount, if any). Allotment in the Employee Reservation Portion will be as detailed in the section **“Issue Structure”** on page 244 of this Draft Red Herring Prospectus.

However, Allotments to Eligible Employees in excess of ₹200,000 (net of employee discount, if any) shall be considered on a proportionate basis, in the event of undersubscription in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (net of employee discount, if any). Subsequent undersubscription, if any, in the Employee Reservation Portion shall be added back to the Net Issue. Eligible Employees Bidding in the Employee Reservation Portion may Bid at the Cut-off Price.

Bids under the Employee Reservation Portion by Eligible Employees shall be:

1. Made only in the prescribed Bid cum Application Form or Revision Form.
2. Only Eligible Employees (excluding such other persons not eligible under applicable laws, rules, regulations and guidelines) would be eligible to apply in this Issue under the Employee Reservation Portion.
3. In case of joint bids, the sole/ first Bidder shall be the Eligible Employee.
4. Bids by Eligible Employees may be made at Cut-off Price.
5. Only those Bids, which are received at or above the Issue Price, would be considered for allocation under this portion.
6. The Bids must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee subject to a maximum Bid Amount of ₹500,000. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid amounting up to ₹200,000 (net of Employee Discount, if any). In the event of any under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees, who have bid in excess of ₹200,000 (net of Employee Discount, if any), provided however that the maximum Bid in this category by an Eligible Employee cannot exceed ₹500,000 (net of Employee Discount, if any).
7. If the aggregate demand in this portion is less than or equal to [●] Equity Shares at or above the Issue Price, full allocation shall be made to the Eligible Employees to the extent of their demand.
8. Bids by Eligible Employees in the Employee Reservation Portion and in the Net Issue portion shall not be treated as multiple Bids. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.
9. Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Issue.

10. As per the 5th April, 2022 circular SEBI/HO/CFD/DIL2/CIR/P/2022/45, Eligible Employees bidding in the Employee Reservation Portion can Bid through the UPI mechanism.

In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000.

If the aggregate demand in this portion is greater than [●] Equity Shares at or above the Issue Price, the allocation shall be made on a proportionate basis. For the method of proportionate basis of Allotment, see “*Issue Procedure*” on page 249 of the Draft Red Herring Prospectus.

#### **BIDS BY SEBI REGISTERED VCF’S, AIF’S AND FVCI’S:**

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIF’s.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission. Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

#### **BIDS BY HUF’S:**

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Application is being made in the name of the HUF in the Bid cum Application Form as follows: “Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Bid cum Applications by HUFs may be considered at par with Bid cum Applications from individuals.

#### **BIDS BY MUTUAL FUNDS:**

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company’s paid-up share capital carrying voting rights.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

#### **BIDS BY SYSTEMATICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES:**

In case of Applications made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company reserve the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Issue shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

#### **BIDS BY LIMITED LIABILITY PARTNERSHIPS:**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

#### **BIDS BY INSURANCE COMPANIES:**

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- 1) equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- 2) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- 3) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (1), (2) and (3) above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

#### **BIDS UNDER POWER OF ATTORNEY:**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.
- b) With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.
- c) With respect to Bids made by provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 Lakhs, a certified copy of a certificate from a chartered accountant

- certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form.
- d) With respect to Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form
  - e) Our Company in consultation with the BRLM in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form, subject to such terms and conditions that our Company and the BRLM may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the BRLM and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Red Herring Prospectus.

#### **BIDS BY PROVIDENT FUNDS / PENSION FUNDS:**

In case of Bids made by provident funds with minimum corpus of ₹ 25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹ 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

#### **BIDS BY BANKING COMPANY:**

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks' own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a nonfinancial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

#### **BIDS BY SCSB'S:**

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum Applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

#### **ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE ISSUE:**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder
- 3.

### **Issue Procedure for Application Supported by Blocked Account (ASBA) Bidders**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

### **Terms of payment**

The entire Issue price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

### **Payment mechanism**

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

### **Payment into Escrow Account for Anchor Investors**

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- a. In case of resident Anchor Investors: “[●]”
- b. In case of Non-Resident Anchor Investors: “[●]”

- c. Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from the Anchor Investors.

**Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 5.00 p.m. of the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - a) the applications accepted by them,
  - b) the applications uploaded by them
  - c) the applications accepted but not uploaded by them or
  - d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
  - (i) The applications accepted by any Designated Intermediaries
  - (ii) The applications uploaded by any Designated Intermediaries or
  - (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

*\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:
  - Name of the Bidder;
  - IPO Name;
  - Bid Cum Application Form Number;
  - Investor Category;
  - PAN (of First Bidder, if more than one Bidder);
  - DP ID of the demat account of the Bidder;
  - Client Identification Number of the demat account of the Bidder;
  - Number of Equity Shares Applied for;
  - Bank Account details;
  - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 5.00 p.m. on the Bid/Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall be given one day after the Bid/Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

### **Build of the Book**

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Issue Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid/ Issue Period.

### **Withdrawal of Bids**

- a) RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

### **Price Discovery and Allocation**

- a) Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalise the Issue Price and the Anchor Investor Issue Price.
- b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- d) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the RHP.
- e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.
- f) Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the BRLM, subject to compliance with the SEBI Regulations.

**Illustration of the Book Building and Price Discovery Process:** Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

<b>Bid Quantity</b>	<b>Bid Amount (₹)</b>	<b>Cumulative Quantity</b>	<b>Subscription</b>
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired



number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer, in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

### **Signing of Underwriting Agreement and Filing of Red Herring Prospectus/ Prospectus with RoC**

- a) Our company has entered into an Underwriting Agreement dated September 11, 2024
- b) A copy of Red Herring Prospectus will be filed with the RoC and copy of Prospectus will be filed with RoC in terms of Section 32 of Companies Act, 2013 and Section 26 of Companies Act, 2013.

### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Draft Red Herring Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation. In the pre-Issue advertisement, we shall state the Bid Opening Date and the Bid/Issue Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICRD Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

### **ADVERTISEMENT REGARDING ISSUE PRICE AND PROSPECTUS:**

Our Company will issue a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Issue Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

### **GENERAL INSTRUCTIONS:**

Please note that the NIIs are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage. Retail Individual Investor can revise their Bids during the Bid/Issue period and withdraw their Bids until Bid/issue Closing date.

Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

### **Do's:**

1. Check if you are eligible to apply as per the terms of the Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID, Client ID, UPI ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
7. In case of Joint bids, ensure the first bidder is the ASBA Account holder (or the UPI linked bank account holder, as the case may be) and the signature of the first bidder is included in the Bid cum Application Form;
8. QIBs, Non-Institutional Bidders and the Retail Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, RII may submit their bid by using UPI mechanism for payment.
9. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
11. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
14. Ensure that the Demographic Details are updated, true and correct in all respects;
15. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
17. Ensure that the category and the investor status is indicated;
18. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
19. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
20. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
21. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
22. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Bid cum Application Form;
23. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
24. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
25. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
26. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
27. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

**Don'ts:**

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not Bid for a Bid Amount exceed ₹ 2,00,000/- (for Applications by Retail Individual Bidders);
10. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by UPI Bidders) and ₹500,000 for Bids by Eligible Employees Bidding in the Employee Reservation Portion;
11. Do not fill up the Bid cum Application Form such that the Equity Shares Application exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
12. Do not submit the General Index Register number instead of the PAN;
13. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
14. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Applicant;
15. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
16. Bids by UPI Bidders with Bid Amount of a value of more than ₹200,000 (net of retail discount) and for Bids by Eligible Employees Bidding in the Employee Reservation Portion with Bid Amount of a value more than ₹ 500,000;
17. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
18. Do not submit a Bid by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Bids made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

### **Other instructions for the Bidders**

#### **Joint Bids**

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form/Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

#### **Multiple Bids**

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid\ cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

#### **Investor Grievance**

In case of any pre-issue or post issue related problems regarding demat credit/ refund orders/ unblocking etc. the Investors can contact the Compliance Officer of our Company.

#### **Nomination Facility to Bidders**

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

## **Submission of Bids**

- a) During the Bid/Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- b) In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- c) For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the DRHP.

## **GROUNDINGS OF TECHNICAL REJECTIONS**

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-off Price by NIIs and QIBs;
- Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the DRHP;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the DRHP;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/Issue Opening Date advertisement and the DRHP and as per the instructions in the DRHP and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges;
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and

- Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

#### **BASIS OF ALLOCATION**

- The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the DRHP. For details in relation to allocation, the Bidder may refer to the RHP.
- Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- In case of under subscription in the issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

#### **ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to DRHP. No Retail Individual Investor will be allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

#### **BASIS OF ALLOTMENT**

##### **a. For Retail Individual Bidders**

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

##### **b. For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

**c. For QIBs**

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

a) In the first instance allocation to Mutual Funds for [●]% of the QIB Portion shall be determined as follows:

- In the event that Bids by Mutual Fund exceeds [●]% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●]% of the QIB Portion.
- In the event that the aggregate demand from Mutual Funds is less than [●]% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

b) In the second instance Allotment to all QIBs shall be determined as follows:

- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●]% of the QIB Portion.
- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
- Under-subscription below [●]% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

**d. ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)**

a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:

- i) not more than 60% of the QIB Portion will be allocated to Anchor Investors;
- ii) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
- iii) allocation to Anchor Investors shall be on a discretionary basis and subject to:
  - a maximum number of two Anchor Investors for allocation up to ₹ 2 crores;

a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and

- in case of allocation above twenty five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty five crore rupees and an additional 10 such investors for every additional twenty five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.
- b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

**c) In the event that the Issue Price is higher than the Anchor Investor Allocation Price:**

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors

**d) In the event the Issue Price is lower than the Anchor Investor Allocation Price:**

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

**e) Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed Issue:**

In the event of the Issue being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the NSE Emerge (SME platform of NSE) (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
  - Each successful Bidder shall be allotted [●] equity shares; and
  - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the

minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this DRHP.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹ 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director/ Managing Director of NSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

#### **Flow of Events from the closure of Bidding period (T DAY) Till Allotment:**

- On T Day, RTA To validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
- RTA identifies cases with mismatch of account number as per bid file / FC and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The DSE, post verification approves the basis and generates drawl of lots wherever applicable , through a random number generation software.
- The RTA uploads the drawl numbers in their system and generates the final list of allottees as per process mentioned below :

#### **Process for generating list of allottees: -**

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawl of lots provided by DSE is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these application s will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.

On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

#### **Issuance of Allotment Advice**

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.



- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.

The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

**Designated Date:**

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Bid/Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

**Instructions for Completing the Bid Cum Application Form**

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e., [www.bseindia.com](http://www.bseindia.com) and NSE i.e., [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e., [www.bseindia.com](http://www.bseindia.com) and NSE i.e., [www.nseindia.com](http://www.nseindia.com).

**Bidder's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

### **Submission of Bid Cum Application Form**

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

### **Communications**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE Emerge (SME platform of NSE) where the Equity Shares are proposed to be listed are taken within 3 (three) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2(two) working days of the Issue Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

### **Right to Reject Applications**

In case of QIB Bidders, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

### **Impersonation**

*Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:*

“Any person who-

- (a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) 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
- (c) 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.”

### **Undertakings by Our Company**

We undertake as follows:

1. That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within six working days from Issue Closure date.
3. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
4. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within six Working Days from the Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
5. That our Promoter 's contribution in full has already been brought in;
6. That no further Issue of Equity Shares shall be made till the Equity Shares Issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, undersubscription etc.;
7. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
8. If our Company does not proceed with the Issue after the Bid/Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
9. If our Company withdraws the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange/RoC/SEBI, in the event our Company subsequently decides to proceed with the Issue;
10. If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/ unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.

### **Utilization of Issue Proceeds**

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and

- 4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
- 5) Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- 6) The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

**Equity Shares in Dematerialized Form with NSDL or CDSL**

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- Tripartite Agreement dated October 31<sup>st</sup>, 2022 between NSDL, the Company and the Registrar to the Issue;
- Tripartite Agreement dated September 13, 2024 between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN No. INE0NON01025

## **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 Foreign Exchange Management Act, 1999 (“FEMA”). While the Industrial Policy, 1991 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. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of 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. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India (“RBI”) and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”).

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated Foreign Direct Investment Policy notified by the DPIIT File No. 5(2)/2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020 (the “FDI Policy”), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT or the DPIIT that were in force and effect prior to October 15, 2020. The Government of India proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular.

In terms of the FEMA NDI Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/ RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“Restricted Investors”), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

### **Investment conditions/restrictions for overseas entities**

Under the current FDI Policy 2020, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Foreign Exchange Management (Non-debt Instruments) Rules, 2019. Any equity holding by a person resident outside India resulting from

conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

#### **Investment by FPIs under Portfolio Investment Scheme (PIS)**

With regards to purchase/ sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% 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 FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

#### **Investment by NRI or OCI on repatriation basis**

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as “Capital Instruments”) of a listed Indian Company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

The total holding by any individual NRI or OCI shall 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 shall 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; provided that 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.

#### **Investment by NRI or OCI on non-repatriation basis**

As per current FDI Policy 2020, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the “Prospectus Directive”) has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with

this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Draft Red Herring Prospectus.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulation

## **SECTION IX - MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF OUR COMPANY**

*The following regulations comprised in the Articles of Association were adopted pursuant to the member's special resolution passed at the Extra Ordinary General Meeting held on June 12, 2024, in substitution for, and to the entire exclusion of, the earlier regulation comprised in the extant Articles of Association of the Company.*

Pursuant to Schedule I of the Companies Act, and the SEBI ICDR Regulations, the Main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and Transmission of equity shares or debentures, their consolidation or splitting are as provided below. Each provision below is numbered as per the corresponding article number in the articles of association and defined terms herein have the meaning given to them in the Articles of Association.

### **INTERPRETATION**

- I In these regulations-  
“the Act” means the Companies Act, 2013,  
“the seal” means the common seal of the company.

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

### **SHARE CAPITAL AND VARIATION OF RIGHTS**

- II. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,-

one certificate for all his shares without payment of any charges; or  
several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

Every Certificate shall be issued under the signature of two directors and shall specify the shares to which it relates and the amount paid-up thereon.

In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.

Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or



(except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith.

Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

## **LIEN**

The company shall have a first and paramount lien on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company: Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

That fully paid shares shall be free from all lien and that in the case of partly paid shares the Issuer's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made-

unless a sum in respect of which the lien exists is presently payable; or until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof

The purchaser shall be registered as the holder of the shares comprised in any such transfer.

The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

### **CALLS ON SHARES**

The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

A call may be revoked or postponed at the discretion of the Board.

That any amount paid up in advance of calls on any share may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits

A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.

The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.

The Board shall be at liberty to waive payment of any such interest wholly or in part.

Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

The Board -  
may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him and

upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

### **TRANSFER OF SHARES**

The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

That a common form of transfer shall be used

The Board may, subject to the right of appeal conferred by section 58 decline to register—

the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

any transfer of shares on which the company has a lien.

The Board may decline to recognise any instrument of transfer unless—

the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;  
the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and  
the instrument of transfer is in respect of only one class of shares.

That registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Issuer on any account whatsoever

On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

### **TRANSMISSION OF SHARES**

On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares

Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

That a common form of transmission shall be used

Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either-

to be registered himself as holder of the share; or

to make such transfer of the share as the deceased or insolvent member could have made.

The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

#### **FORFEITURE OF SHARES**

If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

The notice aforesaid shall-  
name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and  
state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

The transferee shall thereupon be registered as the holder of the share; and

The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

### **ALTERATION OF CAPITAL**

The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

Subject to the provisions of section 61, the company may, by ordinary resolution- consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; and

cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

Permission for sub-division/ consolidation of share certificates

Where shares are converted into stock,—

the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law-  
it share capital;  
any capital redemption reserve account; or  
any share premium account.

## **CAPITALISATION OF PROFITS**

The company in general meeting may, upon the recommendation of the Board, resolve- that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and

that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards-

paying up any amounts for the time being unpaid on any shares held by such members respectively;  
paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;  
partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

Whenever such a resolution as aforesaid shall have been passed, the Board shall- make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and generally do all acts and things required to give effect thereto.

The Board shall have power-

to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and  
to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

Any agreement made under such authority shall be effective and binding on such members

## **BUY-BACK OF SHARES**

Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

## **GENERAL MEETINGS**

All general meetings other than annual general meeting shall be called extraordinary general meeting.

The Board may, whenever it thinks fit, call an extraordinary general meeting.

If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

## **PROCEEDINGS AT GENERAL MEETINGS**

No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

## **ADJOURNMENT OF MEETING**

The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **VOTING RIGHTS**

Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands, every member present in person shall have one vote;

and on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

That option or right to call of shares shall not be given to any person except with the sanction of the Issuer in general meetings

A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

Any business other than that upon which a poll has been demanded maybe proceeded with, pending the taking of the poll.

No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid

No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

### **PROXY**

The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105

A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

### **BOARD OF DIRECTORS**

The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. The following are the First Directors of the Company:

Mr. Shyam Sunder Parasrampuria

Mr. Manoj Parasrampuria

Mr. Manish Parasrampuria

The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them-  
in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or  
in connection with the business of the company.

The Board may pay all expenses incurred in getting up and registering the company.

The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.



Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

### **PROCEEDINGS OF THE BOARD**

The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

A committee may elect a Chairperson of its meetings.

If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

A committee may meet and adjourn as it thinks fit.

Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

### **CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER**

Subject to the provisions of the Act,

A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

A director may be appointed as chief executive officer, manager, company secretary or chief financial officer

A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

### **THE SEAL**

The Board shall provide for the safe custody of the seal.

The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

### **DIVIDENDS AND RESERVE**

The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly. That there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

No dividend shall bear interest against the company.

#### **ACCOUNTS**

The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

#### **WINDING UP**

Subject to the provisions of Chapter XX of the Act and rules made thereunder-

If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

#### **INDEMNITY**

Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

## **SECTION X – OTHER INFORMATION**

### **MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company or entered into more than two years before the date of the Draft Red Herring Prospectus) which are or may be deemed material have been entered or to be entered into by the Company which are or may be deemed material will be attached to the copy of the Red Herring Prospectus, delivered to the Registrar of Companies, for filing. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered office between 10 A.M. and 5 P.M. on all Working Days from the date of this Draft Red Herring Prospectus until the Issue Closing Date.

#### **Material Contracts**

1. Agreement dated September 11, 2024 between our Company and the Book Running Lead Manager to the Issue.
2. Agreement dated August 16, 2024 executed between our Company and the Registrar to the Issue.
3. Banker to the Issue Agreement dated [●] among our Company, Book Running Lead Manager, Banker to the Issue and the Registrar to the Issue.
4. Market Making Agreement dated September 11, 2024 between our Company, Book Running Lead Manager and Market Maker.
5. Underwriting Agreement dated September 11, 2024 between our Company, Book Running Lead Manager and Underwriter.
6. Syndicate Agreement dated [●] between our Company, Book Running Lead Manager and Registrar to the Issue and Syndicate Members
7. Tripartite Agreement dated September 13, 2024 among CDSL, the Company and the Registrar to the Issue.
8. Tripartite Agreement dated October 31, 2022 among NSDL, the Company and the Registrar to the Issue.

#### **Material Documents**

1. Certified copies of the Memorandum and Articles of Association of the Company as amended.
2. Certificate of Incorporation dated May 02, 2003 issued by the Registrar of Companies West Bengal.
3. Fresh Certificate of Incorporation Consequent upon Change the status of the company form private limited to public limited dated June 20 2007 issued by the Registrar of Companies, West Bengal.
4. Copy of the Board Resolution dated July 04, 2024 authorizing the Issue and other related matters.
5. Copy of Shareholder's Resolution dated July 26, 2024 authorizing the Issue and other related matters.
6. Copies of Audited Financial Statements of our Company for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022.
7. Statutory Auditors Report dated September 05, 2024 on the Restated Financial Statements for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022.
8. Copy of the Statement of Special Tax Benefits dated September 05, 2024 from the Statutory Auditor.
9. Certificate on KPI's issued by Peer Review Auditor dated September 05, 2024.
10. Consents of the Book Running Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Market Maker, Underwriter, Syndicate Member, Banker to the Issue/ Sponsor Bank, Statutory Auditor of the Company, Bankers to our Company, Promoters, Directors, Company Secretary and Compliance Officer and Chief Financial Officer, as referred to, in their respective capacities.
11. Board Resolution dated September 28, 2024 for approval of Draft Red Herring Prospectus, dated September 28, 2024 for approval of Red Herring Prospectus dated [●] for approval of Prospectus.
12. Due Diligence Certificate from Book Running Lead Manager dated September 28, 2024.
13. Approval from NSE vide letter dated [●] to use the name of NSE in the Prospectus for listing of Equity Shares on the NSE Emerge (SME Platform) of the National Stock Exchange of India Limited.

### **DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, 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 Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

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

<b>Name &amp; Designation</b>	<b>Signature</b>
Manoj Parasrampur Chairman & Managing Director DIN: 00469018	Sd/-

Date: September 28, 2024

Place: Raipur

### DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, 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 Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

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

<b>Name and Designation</b>	<b>Signature</b>
Anubhav Parasrampura Whole Time Director DIN: 10781450	Sd/-

Date: September 28, 2024

Place: Raipur

### **DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, 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 Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

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

<b>Name and Designation</b>	<b>Signature</b>
Manish Parasrampur Non-Executive Director DIN: 00469033	Sd/-

Date: September 28, 2024

Place: Raipur

**DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, 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 Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

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

<b>Name and Designation</b>	<b>Signature</b>
Shyam Sunder Parasrampur Non-Executive Director DIN: 00469058	Sd/-

Date: September 28, 2024

Place: Raipur



**DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, 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 Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

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

<b>Name and Designation</b>	<b>Signature</b>
Gaurav Mehta Independent Director DIN: 06803209	Sd/-

Date: September 28, 2024

Place: Raipur

**DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, 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 Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

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

<b>Name and Designation</b>	<b>Signature</b>
Jonu Agrawal Independent Director DIN: 10738552	Sd/-

Date: September 28, 2024

Place: Raipur

**DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, 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 Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Rashmeet Kaur Company Secretary & Compliance Officer	Sd/-

Date: September 28, 2024

Place: Raipur

**DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, 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 Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Abhishek Parasrampur Chief Financial Officer	Sd/-

Date: September 28, 2024

Place: Raipur