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Prospectus
Dated: December 05, 2023
Please read section 26 & 32 of the
Companies Act, 2013
100% Fixed Price Issue

PRESSTONIC ENGINEERING LIMITED
(Formerly known as *Presstonic Engineering Private Limited*)
CIN: U28995KA2021PLC145718

Registered & Corporate Office	Contact Person	Email and Telephone	Website
Sy. No. 2, Khatha No. 145, Hoysala Main Road, Pillappa Industrial Layout, Srigandhadakavalu, Sunkadakatte, Viswanedam, Bangalore, North Bangalore, Karnataka – 560091, India	Mrs. Sudha Gajanana Hegde Company Secretary & Compliance Officer	E-mail: cs@presstonengg.co Tel No: +91 80 23480001	www.presstonic.com

NAMES OF PROMOTERS OF THE COMPANY

(i) Mr. Herga Poornachandra Kedilaya and (ii) Mr. Yermal Giridhar Rao

DETAILS OF OFFER TO PUBLIC, PROMOTERS/SELLING SHAREHOLDERS

Type	Fresh Issue Size	OFS Size	Total Issue Size	Eligibility – 229(1) / 229(2) & Share Reservation amount QIB, NII & RII
Fresh Issue	₹ 2,330.50 Lakhs	Nil	₹ 2,330.50 Lakhs	The Issue is being made pursuant to Regulation 229(1) of SEBI ICDR Regulations, as the Company's post issue Paid-up capital would be less than ₹10.00 Crores (Rupees Ten Crores). Share Reservation: Minimum 50% to the Retail Individual Investors of “Net Issue” Minimum 5% to the Market Maker of “Issue”

OFS: Offer for Sale

Details of OFS by Promoter(s)/Promoter Group/Other Selling Shareholders: - NIL -

RISKS IN RELATION TO THE FIRST ISSUE – The face value of the Equity Shares is ₹10/- each. The Issue Price of ₹72/- per equity share (determined and justified by our Company in consultation with the Lead Manager as stated in “*Basis for Issue Price*” on page 81 of this prospectus) 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 or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK



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 Prospectus. Specific attention of the investors is invited to the section “*Risk Factors*” beginning on page 21 of this Prospectus.

ISSUER’S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this 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 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 of our company issued through this Prospectus are proposed to be listed on the SME EMERGE Platform of National Stock Exchange of India Limited (“NSE EMERGE”). In terms of the Chapter IX of the SEBI ICDR Regulations, as amended from time to time, our company has received “in-principal” approval letter dated November 30, 2023 from NSE for using its name in this offer document for listing of our shares on the NSE EMERGE. For the purposes of the issue, the Designated Stock Exchange will be National Stock Exchange of India Limited (“NSE”).

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
 FINSHORE Creating Enterprise Managing Values FINSHORE MANAGEMENT SERVICES LIMITED Anandlok Building, Block-A, 2 nd Floor, Room No. 207, 227 A.J.C Bose Road, Kolkata-700020, West Bengal, India Contact Person: Mr. S. Ramakrishna Iyengar Telephone: 033 – 2289 5101 / 4603 2561 Email: info@finshoregroup.com	 CAMEO CAMEO CORPORATE SERVICES LIMITED “Subramanian Building”, #1, Club House Road, Chennai -600002, India Contact Person: Ms. K. Sreepriya Telephone: +91-44-40020700, 28460390 Email: ipo@cameoindia.com

ISSUE PROGRAMME

ISSUE OPENS ON: MONDAY, DECEMBER 11, 2023

ISSUE CLOSES ON: WEDNESDAY, DECEMBER 13, 2023

PRESSTONIC ENGINEERING LIMITED

(Formerly known as Presstonic Engineering Private Limited)

Our Company was originally formed as a Partnership Firm under the name and style off “Presston Engineering Corporation” pursuant to a Deed of Partnership dated June 03, 1996. M/s. Presston Engineering Corporation was thereafter converted into a Private Limited Company in the name of “Presstonic Engineering Private Limited” on March 23, 2021 under the provisions of the Companies Act, 2013 bearing Corporate Identification Number U28995KA2021PTC145718 issued by Registrar of Companies, Central Registration Centre. Subsequently, our company was converted into Public Limited Company under the Companies Act, 2013 and the name of our Company was changed to “Presstonic Engineering Limited” vide a fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company dated July 31, 2023 bearing Corporate Identification Number U28995KA2021PLC145718 issued by Registrar of Companies – Bangalore. For further details of change in name and registered office of our company, please refer to section titled “Our History and Certain Corporate Matters” beginning on page no 138 of the Prospectus.

Registered & Corporate Office: Sy. No. 2, Khatha No. 145, Hoysala Main Road, Pillappa Industrial Layout, Srigandhadakavalu, Sunkadakatte, Viswaneedam, Bangalore, North Bangalore, Karnataka – 560091, India
Contact Person: Mrs. Sudha Gajanana Hegde, Company Secretary & Compliance Officer; **Tel No:** +91 80 23480001,
E-Mail ID: cs@presstonengg.co; **Website:** www.presstonic.com; **CIN:** U28995KA2021PLC145718

OUR PROMOTERS: (I) MR. HERGA POORNACHANDRA KEDILAYA; AND (II) MR. YERMAL GIRIDHAR RAO

THE ISSUE

INITIAL PUBLIC OFFER OF 32,36,800 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH (“EQUITY SHARES”) OF PRESSTONIC ENGINEERING LIMITED (THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹72/- PER EQUITY SHARE, INCLUDING A SHARE PREMIUM OF ₹62/- PER EQUITY SHARE (THE “ISSUE PRICE”), AGGREGATING TO ₹ 2,330.50 LAKHS (“THE ISSUE”), OF WHICH 1,63,200 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH FOR CASH AT A PRICE OF ₹72/- PER EQUITY SHARE, AGGREGATING TO ₹ 117.50 LAKHS WILL BE RESERVED FOR SUBSCRIPTIONS BY THE MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 30,73,600 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH FOR CASH AT A PRICE OF ₹72/- PER EQUITY SHARE, AGGREGATING TO ₹ 2,212.99 LAKHS IS HERE IN AFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 42.00% AND 39.88% RESPECTIVELY OF THE POST ISSUE PAIDUP EQUITY SHARE CAPITAL OF THE COMPANY.

THE FACE VALUE OF THE EQUITY SHARE IS ₹10/- EACH AND THE ISSUE PRICE IS ₹ 72/- EACH i.e., 7.2 TIMES OF THE FACE VALUE OF THE EQUITY SHARES. THE MINIMUM LOT SIZE IS 1,600 EQUITY SHARES

THIS OFFER IS BEING MADE IN TERMS OF CHAPTER IX OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENT) REGULATIONS, 2018 (THE “SEBI ICDR REGULATIONS”) READ WITH RULE 19(2)(b)(i) OF SCRR AS AMENDED. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET OFFER TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253(2) OF THE SEBI (ICDR) REGULATIONS, 2018. (For further details please see “The Issue” beginning on page no. 49 of this Prospectus.) A copy will be delivered for filing to the Registrar of Companies as required under sub-section 4 of Section 26 of the Companies Act, 2013.

In terms of Regulation 256 of SEBI ICDR Regulations read with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, and Unified Payments Interface (UPI) introduced vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 all the potential investors shall participate in the issue only through an Application Supported by Blocked Amount (“ASBA”) process providing details about 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/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor. (For details in this regard, specific attention is invited to “Issue Procedure” beginning on page no. 242 of this 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/- each and the issue price is 7.2 times of face value of the equity share. The issue price should not be taken 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 of our company or regarding the price at which the equity shares will be traded after listing.

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. The securities have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”) nor does SEBI guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of “Risk factors” beginning on page no. 21 of this Prospectus.

ISSUER’S ABSOLUTE RESPONSIBILITY

The issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this offer document contains all information with regard to the issuer and the issue, which is material in the context of the issue, that the information contained in the offer document 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 make this document 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 of our company issued through this Prospectus are proposed to be listed on the **SME EMERGE Platform of National Stock Exchange of India Limited (“NSE EMERGE”)**. In terms of the Chapter IX of the SEBI ICDR Regulations, as amended from time to time, our company has received “in-principal” approval letter dated **November 30, 2023** from NSE for using its name in this offer document for listing of our shares on the **NSE EMERGE**. For the purposes of the issue, the **Designated Stock Exchange** will be **National Stock Exchange of India Limited (“NSE”)**.

LEAD MANAGER TO THE ISSUE

 **FINSHORE**
Creating Enterprise Managing Values
FINSHORE MANAGEMENT SERVICES LIMITED
Anandlok Building, Block-A, 2nd Floor, Room No. 207,
227 A.J.C Bose Road, Kolkata-700020, West Bengal, India
Telephone: 033 – 2289 5101 / 4603 2561
Email: info@finshoregroup.com
Contact Person: Mr. S. Ramakrishna Iyengar
Website: www.finshoregroup.com
Investor Grievance Email: investors@finshoregroup.com
SEBI Registration No: INM000012185
CIN No: U74900WB2011PLC169377

REGISTRAR TO THE ISSUE

 **CAMEO**
CAMEO CORPORATE SERVICES LIMITED
“Subramanian Building”, #1, Club House Road,
Chennai - 600 002, India
Telephone: +91-44-40020700, 28460390
Email: ipo@cameoindia.com
Contact Person: Ms. K. Sreepriya
Website: www.cameoindia.com
Investor Grievance Email: investor@cameoindia.com
SEBI Registration Number: INR000003753
CIN No: U67120TN1998PLC041613

ISSUE PROGRAMME

ISSUE OPENS ON: MONDAY, DECEMBER 11, 2023

ISSUE CLOSES ON: WEDNESDAY, DECEMBER 13, 2023

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SECTION I: DEFINITIONS AND ABBREVIATIONS

DEFINITIONS AND ABBREVIATIONS

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

Unless the context otherwise indicates or implies, the following terms shall have the meanings provided below in this prospectus, and references to any statute or regulations or policies will include any amendments or re-enactments thereto, from time to time. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

General Terms

TERMS	DESCRIPTIONS
“Presstonic Engineering Limited”, “Presstonic”, “PEL” “The Company”, “Our Company”, “Issuer Company” or “Issuer”	Unless the context otherwise indicates or implies, Presstonic Engineering Limited a public limited company incorporated under the provision of Companies Act, 2013 and having its Registered Office at Sy. No. 2, Khatha No. 145, Hoysala Main Road, Pillappa Industrial Layout, Sriganthadakavalu, Sunkadakatte, Viswanedam, Bangalore, North Bangalore, Karnataka – 560091, India
“we”, “our” or “us”	Unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries, Associates and Group Companies.
Our Promoters or Promoters of the Company	The promoters of our company being Mr. Herga Poornachandra Kedilaya and Mr. Yermal Giridhar Rao
Promoter Group	Includes such persons and entities constituting the promoter group of our Company in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 and as disclosed under Section titled “Our Promoters and Promoter Group”

Company Related Terms

TERMS	DESCRIPTIONS
“Articles” or “Articles of Association” or “AOA”	The Articles of Association of our Company, as amended from time to time.
Audit Committee	Audit Committee of our Company constituted in accordance with Companies Act, 2013 as disclosed in the Section titled “ Our Management ” on page no. 142 of this prospectus.
“Board of Director(s)” or “the/our Board”	Unless otherwise specified, The Board of Directors of our Company, as duly constituted from time to time, including any committee(s) thereof.
“CFO” or Chief Financial Officer	The Chief Financial Officer of our company being “ Mr. Yermal Giridhar Rao ”.
CIN	Corporate Identification Number
Companies Act	The Companies Act, 1956 and / or the Companies Act, 2013 as applicable.
Company Secretary & Compliance Officer	The Company Secretary & Compliance Officer of our company being “ Mrs. Sudha Gajanana Hegde ”.
Corporate Social Responsibility committee	Corporate Social Responsibility committee in accordance with the Companies Act, 2013 as disclosed in the Section titled “ Our Management ” on page no. 142 of this prospectus.
DIN	Directors Identification Number.
Director/Director(s)	The directors of our Company, unless otherwise specified
ED	Executive Director
Equity Shares	The Equity Shares of our Company of face value of ₹10/- each, fully paid-up, unless otherwise specified in the context thereof.
Equity Shareholders	Persons/Entities holding Equity Shares of our Company.
Export	Export means taking goods out of India to a place outside India
Group Companies/Entities	Such companies with which there were related party transactions, during the period for which financial information is disclosed in this prospectus, which are covered under the applicable accounting standards and other companies as considered material by our Board, as identified in “Our Group Companies”
HUF	Hindu Undivided Family.
IBC	The Insolvency and Bankruptcy Code, 2016

TERMS	DESCRIPTIONS
IFRS	International Financial Reporting Standards
Ind AS	Indian Accounting Standard
Ind GAAP	Generally Accepted Accounting Principles in India.
Import	Import means bringing goods into India from a place outside India
Independent Director	Non-executive & Independent Director as per the Companies Act, 2013
IT Act	The Income Tax Act, 1961 as amended till date
JV / Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
ISIN	International Securities Identification Number In this case being “INE0R1601012”
KMP / Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations 2018, Section 2(51) of the Companies Act, 2013 and as disclosed in the chapter titled “Our Management” beginning on page no. 142 of this prospectus.
MD	Managing Director
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board in accordance with the requirements of the SEBI (ICDR) Regulations
Memorandum/Memorandum of Association/MoA	The Memorandum of Association of our Company, as amended from time to time.
Nomination and Remuneration Committee	Nomination and Remuneration committee of our Company constituted in accordance with the Companies Act, 2013 as disclosed in the Section titled “Our Management” on page no. 142 of this prospectus.
Non-Residents	A person resident outside India, as defined under FEMA Regulations, 2000
Peer Review/Statutory Auditor	The Statutory Auditors of our Company having a valid Peer Review certificate in our case being “M/s. G R S M & Associates, Chartered Accountant” , No. 8/90, 1st Floor, Pampa Mahakavi Road, Shankarapuram, Bangalore – 560004, Karnataka, India
Promoters	Shall mean promoters of our Company as mentioned in this prospectus.
Promoter Group	Includes such Persons and entities constituting our promoter group covered under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as enlisted in the section titled “Our Promoter and Promoter Group” beginning on page no. 157 of this prospectus.
Registered Office	Sy. No. 2, Khatha No. 145, Hoysala Main Road, Pillappa Industrial Layout, Srigandhadakavalu, Sunkadakatte, Viswanedam, Bangalore, North Bangalore, Karnataka – 560091, India
Restated Financial Statement	Audited Financial Statements for the period ended 30 th September 2023 and for the financial years ended on 31 st March 2023, 31 st March 2022 and 31 st March 2021, as restated in accordance with SEBI (ICDR) Regulations, comprises of (i) Financial Information as per Restated Summary Financial Statements and (ii) Other Financial Information.
RoC/Registrar of Companies	The Registrar of Companies, Bangalore
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
Senior Management	Senior Management means the officers and personnel of the issuer as defined in Regulation 2(1)(bbbbb) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. For details, please refer to section titled “Our Management” on page no. 142 of this prospectus.
Shareholders	Shareholders of our Company
Subscriber to MOA / Initial Promoters	Initial Subscriber to MOA
WTD	Whole Time Director
Stakeholders Relationship Committee	Stakeholder’s relationship committee of our Company constituted in accordance with the Companies Act, 2013 as disclosed in the Section titled “Our Management” on page no. 142 of this prospectus.
Wilful Defaulter(s) or Fraudulent Borrower(s)	A person or an issuer who or which is categorized as a wilful defaulter or fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the Reserve Bank of India, as defined under Regulation 2(1)(III) of SEBI ICDR Regulations 2018.

Issue Related Terms

TERMS	DESCRIPTIONS
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of having accepted the Application Form.
Allot/Allotment of/ Allotted Equity Shares	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee(s)	A successful Applicant (s) to whom the Equity Shares are being/have been issued/allotted.
Applicant/Investor	Any prospective investor who makes an application pursuant to the terms of the prospectus and the Application Form.
Application	An indication to make an offer during the Issue Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Issue Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations.
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form.
Application Form	The form in terms of which an Applicant shall make an Application and which shall be considered as the application for the Allotment pursuant to the terms of this prospectus.
Application Supported by Blocked Amount/ASBA or UPI	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid authorizing a SCSB to block the Bid Amount in the ASBA Account including the bank account linked with UPI ID. Pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.
ASBA Account	A bank account linked with or without UPI ID, maintained with an SCSB and specified in the ASBA Form submitted by Applicants for blocking the Bid Amount mentioned in the ASBA Form
ASBA Applicant(s)	Any prospective investors in this Issue who apply for Equity Shares of our Company through the ASBA process in terms of this prospectus.
ASBA Forms	An application form (with or without the use of UPI, as may be applicable), whether physical or electronic, used by ASBA Applicants, which will be considered as the application for Allotment in terms of the prospectus.
ASBA Application Location(s)/Specified Cities	Such Branches of the SCSBs which shall collect the Application Forms used by the Applicants applying through the ASBA process and a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
Banker to the Issue	Bank which are clearing members and registered with SEBI as banker to an issue and with whom the Public Issue Account will be opened, in this case being “ICICI Bank Limited”
Banker to the Issue Agreement	Agreement dated November 08, 2023 entered into amongst the Company, Lead Manager, the Registrar and the Banker of the Issue.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue, as described in the Section titled, “Issue Procedure, - Basis of Allotment” beginning on page no. 242 of this prospectus.
Broker Centers	Broker centers notified by the Stock Exchanges, where the Applicants 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 website of the NSE i.e., www.nseindia.com .
Broker to the Issue	All recognized members of the stock exchange of NSE would be eligible to act as the Broker to the Issue.
Business Day	Monday to Saturday (except 2nd & 4th Saturday of a month and public holidays).

TERMS	DESCRIPTIONS
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collection Centers	Centers at which the Designated Intermediaries shall accept the ASBA Forms.
Collecting Depository Participant or CDP	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.
Controlling Branches of SCSBs	Such branches of the SCSBs which coordinate Applications under this Issue made by the Applicants with the Lead Manager, the Registrar to the Issue and the Stock Exchanges, a list of which is provided on http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.
Depository/Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996, as amended from time to time, being NSDL and CDSL.
Depository Participant/DP	A depository participant as defined under the Depositories Act, 1966.
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the 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 Application Forms are available on the websites of the Stock Exchange i.e., www.nseindia.com
Designated Date	The date on which the funds are transferred by the Escrow Collection Bank from the Escrow Account(s) or the instructions are given to the SCSBs to unblock the ASBA Accounts including the accounts linked with UPI ID and transfer the amounts blocked by SCSBs as the case may be, to the Public Issue Account, as appropriate in terms of the prospectus and the aforesaid transfer and instructions shall be issued only after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange.
Designated Intermediaries/Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Registered Broker, Designated CDP Locations for CDP, 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 RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.nseindia.com
Designated Stock Exchange	National Stock Exchange of India Limited
Draft prospectus	The Draft prospectus dated September 28, 2023 issued in accordance with Section 26 & 32 of the Companies Act, 2013 filed with National Stock Exchange of India Limited under SEBI (ICDR) Regulations.
DP	Depository Participant.
DP ID	Depository Participant's Identity number.
Eligible NRI(s)	NRI(s) from such jurisdiction outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom this prospectus constitutes an invitation to subscribe for the Equity Shares Issued herein on the basis of the terms thereof.
Eligible QFIs	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer 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.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Equity Shares	Equity Shares of our Company of face value ₹10/- each.
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.

TERMS	DESCRIPTIONS
First/Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII 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 Information Document / GID	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time.
GIR Number	General Index Registry Number.
IPO	Initial Public Offering
Issue/Public Issue/Issue Size Initial Public Issue/IPO	Public issue of 32,36,800 Equity Shares of face value of ₹10/- each of our Company for cash at a price of ₹72/- per Equity Share aggregating to ₹ 2,330.50 Lakhs by our Company, in terms of this prospectus.
Issue Agreement	The Issue Agreement dated September 07, 2023 between our Company and Lead Manager.
Issue Closing Date	The date on which Issue Closes for Subscription.
Issue Opening Date	The date on which Issue Opens for Subscription.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which prospective Investors may submit their application.
Issue Price	The price at which the Equity Shares are being issued by our Company being ₹72/- per Equity Share.
Issue Proceeds	The proceeds of the Issue as stipulated by the Company. For further information about the use of the Issue Proceeds please refer to Section titled “ <i>Objects of the Issue</i> ” beginning on page no. 72 of this prospectus.
Lead Manager/LM	means a merchant banker registered with the SEBI and appointed by the issuer to manage the issue and in case of a book-built issue, the lead manager(s) appointed by the issuer shall act as the book running lead manager(s) for the purposes of book building. Lead Manager to the Issue, in this case being “ <i>M/s. Finshore Management Services Limited</i> ”.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the National Stock Exchange of India Limited.
Market Maker	Market Maker appointed by our Company from time to time, in this case being “ <i>Nikunj Stock Brokers Limited</i> ” who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.
Market Making Agreement	The Market Making Agreement dated December 01, 2023 between our Company, Lead Manager and Market Maker.
Market Maker Reservation Portion	Up to 1,63,200 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹72/- per Equity Share aggregating to ₹ 117.50 Lakhs only.
Mutual Fund(s)	Mutual fund (s) registered with SEBI pursuant to the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of up to 30,73,600 Equity Shares of face value ₹10/- each for cash at an Issue price of ₹72/- per Equity Share (the “Issue Price”), aggregating up to ₹ 2,212.99 Lakhs Only.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company.
NPCI	National Payments Corporation of India (NPCI), a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA)
Non-Institutional Investors or NIIs	All Applicants, including sub-accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or Retail Individual Investors and who have applied for Equity Shares for an amount of more than ₹2 Lakh (but not including NRIs other than Eligible NRIs).
NSE	National Stock Exchange of India Limited
NSE EMERGE / EMERGE Platform of NSE	SME Platform of National Stock Exchange of India Limited as per the Rules and Regulations laid down by SEBI for listing of equity shares

TERMS	DESCRIPTIONS
Other Investor	Investors other than Retail Individual Investors. These include individual applicants 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.
Other Investors	Investors other than Retail Individual Investors. These include individual Applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
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.
Prospectus	The prospectus dated December 05, 2023 registered with the RoC in accordance with the provisions of Section 26 & 32 of the Companies Act, 2013 and SEBI ICDR Regulations.
Public Issue Account	The Bank Account opened with the Banker(s) to this Issue under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Accounts on the Designated Date.
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Registered Brokers	Stockbrokers registered with the stock exchanges having nationwide terminals, other than the Members of the Syndicate.
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.
Registrar/Registrar to this Issue/RTI	Registrar to the Issue in our case being "M/s. Cameo Corporate Services Limited" .
Registrar Agreement	The agreement dated September 06, 2023 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar pertaining to the Issue.
Regulations	SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Retail Individual Bidder(s) or RIB(s) or Retail Individual Investor(s) or RII(s)	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs)
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s), as applicable.
Self-Certified Syndicate Bank(s) or SCSB(s)	Banks registered with SEBI, Issuing Services in relation to ASBA, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
SME Exchange	"SME exchange" means a trading platform of a recognised stock exchange having nationwide trading terminals permitted by the SEBI to list the specified securities issued in accordance with Chapter IX of SEBI ICDR and includes a stock exchange granted recognition for this purpose but does not include the Main Board;
Specified Locations	Collection Centres where the SCSBs shall accept application forms, a list of which is available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.
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 in order to push the mandate collect requests and / or payment instructions of the retail investors into the UPI

TERMS	DESCRIPTIONS
SEBI (ICDR) Regulations / ICDR Regulation / Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended from time to time, including instructions and clarifications issued by SEBI 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 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.
SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR)	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 / Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2020 and as amended thereto, including instructions and clarifications issued by SEBI from time to time.
Transaction Registration Slip /TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the applicants, as proof of registration of the Application
UPI	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a person's bank a/c.
UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/OW/P/2021/2481/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI/HO/CFD/DIL2/P/CIR/2022/75 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 Mandate Request	A request (intimating the RIB by way of a notification on the UPI linked mobile application and by way of an SMS on directing the RIB to such UPI linked mobile application) to the RIB initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment. 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 Bidding 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 (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time
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
UPI PIN	Password to authenticate UPI transaction
Underwriters	M/s. Finshore Management Services Limited
Underwriting Agreement	The Underwriting Agreement dated December 01, 2023 entered into between our Company and the Underwriters.
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Working Days	<p>“Working day” means all days on which commercial banks in Mumbai are open for business. However, till issue period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business.</p> <p>The time period between the bid/issue closing date and the listing of the specified securities on the stock exchanges, working day shall mean all trading days of the stock</p>

TERMS	DESCRIPTIONS
	exchanges, excluding Sundays and bank holidays, as per circulars issued by the SEBI, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and in terms of regulation 2(1)(mmm) of SEBI ICDR Regulations 2018.

Conventional and General Terms

TERMS	DESCRIPTIONS
ACIT	Assistant Commissioner of Income Tax.
AIF(s)	The alternative investment funds, as defined in, and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
Air Act, 1981	Air (Prevention and Control of Pollution) Act, 1981.
Category I Foreign Portfolio Investor(s)	FPIs who are registered as “Category I foreign portfolio investor” under the SEBI FPI Regulations.
Category II Foreign Portfolio Investor(s)	FPIs who are registered as “Category II foreign portfolio investor” under the SEBI FPI Regulations.
Category III Foreign Portfolio Investor(s)	FPIs who are registered as “Category III foreign portfolio investor” under the SEBI FPI Regulations.
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made there under.
Companies Act/Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of sections of the Companies Act, 2013, along with the relevant rules made there under.
Competition Act	The Competition Act, 2002.
Consolidated FDI Policy	Consolidated FDI Policy dated October 15, 2020, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
CST Act	Central Sales Tax Act, 1956.
FCNR Account	Foreign currency non-resident account.
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there under.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations 2000.
FII(s)	Foreign Institutional Investors as defined under the SEBI FPI Regulations.
Financial Year/ Fiscal/ Fiscal Year/F.Y.	Period of twelve (12) months ended March 31 of that particular year, unless otherwise stated.
Foreign Portfolio Investor or FPI	Foreign Portfolio Investors, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India.
Fugitive economic offender	“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)
FVCI	Foreign Venture Capital Investor, registered under the FVCI Regulations.
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
Hazardous Waste Rules, 2008	Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008.
Income Tax Act or the I.T. Act	The Income Tax Act, 1961.
Ind AS	New Indian Accounting Standards notified by Ministry of Corporate Affairs on February 16, 2015, applicable from Financial Year commencing April 1, 2016, as amended.
LLP Act	The Limited Liability Partnership Act, 2008.
Notified Sections	The sections of the Companies Act, 2013, that have been notified by the Government as having come into effect prior to the date of this prospectus.
NRE Account	Non-resident external account.
NRO Account	Non-resident ordinary account.
RBI Act	Reserve Bank of India Act, 1934.
SCRA	Securities Contracts (Regulation) Act, 1956.
SCRR	Securities Contracts (Regulation) Rules, 1957.
SEBI	The Securities and Exchange Board of India, constituted under the SEBI Act.
SEBI Act	Securities and Exchange Board of India Act, 1992.

TERMS	DESCRIPTIONS
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.
SEBI (LODR) Regulations/ SEBI Listing Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
SEBI VCF Regulations	The erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996.
Securities Act	U.S. Securities Act of 1933, as amended.
State Government	The government of a state of the Union of India.
STT	Securities Transaction Tax.
Sub-account	Sub-accounts registered with SEBI under the SEBI FII Regulations other than sub-accounts which are foreign corporate or foreign individuals.
VCFs	Venture Capital Funds as defined and registered with SEBI under the SEBI VCF Regulations.
Water Act, 1974	Water (Prevention and Control of Pollution) Act, 1974.

Technical and Industry related terms

TERMS	DESCRIPTIONS
BPM	Business Process Management
BU	Billion Units
CAGR	Compounding Annual Growth Rate
CPI	Consumer Price Index
CSO	Central Statistics Office's
DGGI	Director General of Goods & Services Tax Intelligence
DIPP	Department of Industrial Policy and Promotion
DPIIT	Department for Promotion Industry and Internal Trade
DPR	Detailed Project Report
EDP	Electronic Data Processing
EPFO	Employees' Provident Fund Organisation
ESI	Employee State Insurance
EU	European Union
FCNR	Foreign Currency Non-Resident
FDI	Foreign Direct Investment
FY	Financial Year
GDP	Gross Domestic Product
GST	Goods and Service Tax
GVA	Gross Value Added
G-sec	Government Securities
IBEF	India Brand Equity Foundation
IMF	International Monetary Fund
IMP/HRS	Impression per Hour
INR	Indian Rupee Rates
MNC	Multinational Corporation
MOU	Memorandum of Understanding
MSMEs	Micro, Small and Medium Enterprises
MYEA	Mid-Year Economic Analysis
NH	National Highway
NITI Aayog	National Institution for transforming India
NMP	National Manufacturing Policy
OMR	Optical Marking Recognition

TERMS	DESCRIPTIONS
OSA	Out Sourcing Agent
PMA	Preferential Market Access
PSUs	Public Sector Undertaking
RIMS	Records and Information Management Services
RBI	Reserve Bank of India
R & D	Research and Development
SED	Strategic Engineering Division
SEZ	Special Economic Zone
SMB	Server Message Block
TFA	Trade Facilitation Agreement
UPS	Uninterrupted Power Supply
US	United States
VDP	Variable Data Printing
WPI	Wholesale Price Index

Abbreviations

TERMS	DESCRIPTIONS
₹ or ₹ or Rupees or INR	Indian Rupees.
AGM	Annual General Meeting.
AS/Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India.
A.Y.	Assessment year.
BC	Before Christ.
BPLR	Bank Prime Lending Rate.
BSE	BSE Limited.
CARO	Companies (Auditor's Report) Order, 2016 & 2020, as amended
CDSL	Central Depository Services (India) Limited.
CEO	Chief Executive Officer.
CIN	Corporate Identity Number.
CLB	Company Law Board.
CrPC	Criminal Procedure Code, 1973, as amended.
CSR	Corporate Social Responsibility.
DIN	Director Identification Number.
DP ID	Depository participant's identification.
ECS	Electronic Clearing System.
EBITDA	Earnings before Interest, Tax Depreciation and Amortisation.
EGM	Extraordinary General Meeting of the Shareholders of the Company.
EPS	Earnings Per Share.
ESOS	Employee Stock Option Scheme.
FDI	Foreign Direct Investment.
FIPB	Foreign Investment Promotion Board.
GAAR	General anti avoidance rules.
GBP	Great Britain Pound.
GIR	General index register.
GoI/Government	Government of India.
GST	Goods & Service Tax
HNI	High Net Worth Individual.
HUF	Hindu Undivided Family.
ICAI	Institute of Chartered Accountants of India.
IFRS	International Financial Reporting Standards.
Indian GAAP	Generally Accepted Accounting Principles in India.
ISO	International Organization for Standardization.
IT Act	The Income Tax Act, 1961, as amended.
IT Rules	The Income Tax Rules, 1962, as amended.
JV	Joint Venture.
MCA	Ministry of Corporate Affairs, Government of India.
MoU	Memorandum of Understanding.
N.A.	Not Applicable.

TERMS	DESCRIPTIONS
NAV/Net Asset Value	Net asset value being paid up equity share capital plus free reserves (excluding reserves created out of revaluation) less deferred expenditure not written off (including miscellaneous expenses not written off) and debit balance of profit and loss account, divided by number of issued Equity Shares.
NECS	National Electronic Clearing Services.
NEFT	National Electronic Fund Transfer.
NoC	No Objection Certificate.
No.	Number.
NR	Non-Resident.
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited
NTA	Net Tangible Assets.
p.a.	Per annum.
PAN	Permanent Account Number.
PAT	Profit After Tax.
PBT	Profit Before Tax.
PCB	Pollution Control Board.
P/E Ratio	Price per Earnings Ratio.
Pvt.	Private.
RBI	Reserve Bank of India.
RoC	Registrar of Companies.
RONW	Return on Net Worth.
RTGS	Real Time Gross Settlement.
SCN	Show Cause Notice.
SCSB	Self-Certified Syndicate Bank.
SME	Small and Medium Enterprises
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TIN	Taxpayers Identification Number
UIN	Unique Identification Number.
US	United States.
VAT	Value Added Tax.
w.e.f.	With effect from
YoY	Year on Year.

The words and expressions used but not defined in this prospectus will have the same meaning as assigned to such terms under the Companies Act, the Securities and Exchange Board of India Act, 1992 (the “SEBI Act”), the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, the terms defined -

- In the section titled **“Description of Equity Shares and Terms of the Articles of Association”** beginning on page 261 of this prospectus, shall have the meaning given to such terms in that section;
- In the chapter titled **“Financial Statements as Restated”** beginning on page 166 of this prospectus, shall have the meaning given to such terms in that chapter;
- In the section titled **“Risk Factors”** beginning on page 21 of this prospectus, shall have the meaning given to such terms in that section;
- In the chapter titled **“Statement of Possible Tax Benefits”** beginning on page 83 of this prospectus, shall have the meaning given to such terms in that chapter; and
- In the chapter titled **“Management’s Discussion and Analysis of Financial Condition and Results of Operations”** beginning on page 206 of this prospectus, shall have the meaning given to such terms in that chapter.

CERTAIN CONVENTIONS, USE OF FINANCIAL, INDUSTRY & MARKET DATA, AND CURRENCY PRESENTATION

CERTAIN CONVENTIONS

Unless otherwise specified or the context otherwise requires, all references to “India” in this prospectus are to the Republic of India.

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

In this prospectus, the terms “the Company”, “our Company”, “Issuer”, “Issuer Company”, “Presstonic”, “PEL”, and “Presstonic Engineering Limited” unless the context otherwise indicates or implies, refers to ***“Presstonic Engineering Limited”***.

In this prospectus, the terms “we”, “us”, “our”, unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries, Associates and Group Companies, if any.

In this 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 Lacs / Lakhs”, the word “Crore” means “ten millions” and the word “billion (bn)” means “one hundred crores”. In this prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

FINANCIAL DATA

Unless stated otherwise, the financial information in this prospectus are extracted from the restated Financial Statements of our Company for the period ended 30th September 2023 and for the financial Years ended on 31st March 2023, 31st March 2022 and 31st March 2021, prepared in accordance with Indian GAAP and the Companies Act, and restated in accordance with the SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled ***“Financial Statements as Restated”*** beginning on page no 166 of this prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12 months period ended 31st March of that year. In this prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points.

There are significant differences between Indian GAAP, Ind AS, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the restated financial statements included in the prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the prospectus should accordingly be limited.

Unless otherwise indicated, any percentage amounts, as set forth in this prospectus, including in the Sections titled ***“Risk Factors”***, ***“Our Business”*** and ***“Management’s Discussion and Analysis of Financial Condition and Results of Operations”*** beginning on page no. 21, 110, and 206 respectively, have been calculated on the basis of the restated audited financial statements of our Company included in this prospectus.

CURRENCY AND UNITS OF PRESENTATION

All references to “Rupees”, “Rs.”, “INR” or “₹” are to Indian Rupees, the official currency of the Republic of India. All references to “£” or “GBP” are to Great Britain Pound, the official currency of the United Kingdom. All references to “\$”, “US\$”, “USD”, “U.S. \$” or “U.S. Dollars” are to United States Dollars, the official currency of the United States of America.

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

All references to ‘million’ / ‘Million’ / ‘Mn’ refer to one million, which is equivalent to ‘ten lacs’ or ‘ten lakhs’, the word ‘Lacs / Lakhs / Lac’ means ‘one hundred thousand’ and ‘Crore’ means ‘ten million’ and ‘billion / bn./ Billions’ means ‘one hundred crores’

INDUSTRY AND MARKET DATA

Unless stated otherwise, industry and market data used throughout this prospectus has been derived from Ministry of Statistics and Programme Implementation (MOSPI), RBI, Press Information Bureau, Department of Industrial Policy & Promotion, Department for Promotion of Industry and Internal Trade, India Brand Equity Foundation (IBEF) and industry publications etc. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although, we believe that the industry and market data used in this prospectus is reliable, neither we nor the Lead Manager nor any of their respective affiliates or advisors have prepared or verified it independently. The extent to which the market and industry data used in this prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the Section titled **“Risk Factors”** beginning on page no. 21 of this prospectus. Accordingly, investment decisions should not be based on such information.

EXCHANGE RATES

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

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

Currency#	As on March 31, 2023	As on March 31, 2022	As on March 31, 2021
1 USD	82.22	75.81	73.50

Source: www.fbil.org.in

All figures are rounded up to two decimals

FORWARD-LOOKING STATEMENTS

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

All statements regarding the expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements as to the business strategy, the revenue, profitability, planned initiatives. These forward-looking statements and any other projections contained in this prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. Important factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the Section titled “**Risk Factors**”; “**Industry Overview**”; “**Our Business**”; and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**”; beginning on page no. 21, 86, 110 and 206, respectively, of this prospectus.

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

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

- Changes in laws and regulations relating to the Sectors in which we operate;
- Emergence of alternate products which may be technologically advanced and our inability to keep pace with the change
- Political instability or changes in the Government in India or in the government of the states where we operate could cause us significant adverse effects;
- Our dependence on limited number of customers/suppliers/brands for a significant portion of our revenues;
- Any failure to comply with the financial and restrictive covenants under our financing arrangements;
- Our ability to retain and hire key employees or maintain good relations with our workforce;
- Impact of any reduction in sales of our products;
- Increased competition in industries/sector in which we operate;
- Our ability to expand our geographical area of operation;
- General economic and business conditions in India and in the markets in which we operate and in the local, regional and national economies;
- Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
- Occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition;
- Our inability to successfully diversify our product offerings may adversely affect our growth and negatively impact our profitability; and
- COVID-19 pandemic and similar circumstances

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. Our Company, the Lead Manager, or their respective affiliates do not have any obligation to, and do not intend 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 Lead Manager will ensure that investors are informed of material developments until the time of the grant of final listing and trading permissions with respect to Equity Shares being issued in this Issue, by the Stock Exchanges. Our Company will ensure that investors are informed of material developments in relation to statements about our Company in this prospectus until the Equity Shares are allotted to the investors.

SECTION II: SUMMARY OF PROSPECTUS

SUMMARY OF PROSPECTUS

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

❖ Primary Business of Our Company:

Our Company manufactures Metro Rail Rolling Stock Products, Metro Rail Signalling Products, Infrastructure Products and supplies to renowned Global and Domestic OEM's engaged in the Rail and Metro Rail Rolling stock and Signalling equipments manufacturing and servicing companies. Our manufacturing facility is spread over approx. 28,317.50 sq.ft. situated at Sy. No. 2, Khatha No. 145, Hoysala Main Road, Pillappa Industrial Layout, Srigandhadakavalu, Sunkadakatte, Viswaneedam, Bangalore, North Bangalore, Karnataka – 560091 is equipped with latest machineries, equipment and instruments which is capable of manufacturing of diverse products for Railways and Metros.

(For Detailed information on our business, please refer to chapter titled “Our Business” beginning from page no. 110 of this prospectus.)

❖ Summary of the industry in which our Company operates:

Indian Railway Industry:

India has the fourth largest railway network with over 22,593 operating trains (9141 freight and 13,452 passengers) with a daily passenger count of 24 million passengers and 203.88 million tonnes of freight. In FY22 passenger traffic stood at 3.54 billion as compared to 1.28 billion in FY21. In FY 2022-23, railway freight volume stood at 1,109.38 MT which depicted year-on-year growth of 8%. Since August 2020, the Indian Railways has run 450 Kisan Rail services and was able to transport over 1.45 lakh tonnes of agricultural produce & perishables Rail Tel, a PSU under the Railway Ministry, which provides fast and free Wi-Fi across the Country. In November 2020, India Railways announced that 40% of dedicated freight corridor (DFC) will be opened for traffic by end-FY21. India is among the top 3 exporters of railways globally as of 2022. India's export of railways has grown at a CAGR of 31.51% during 2010-2018 to US\$ 507.90 million. Exports of railways in 2021 stood at US\$ 633.27 million.

Indian Railways is developing and creating technology in areas such as signalling and telecommunication with 15,000 km being converted into automatic signalling and 37,000 km to be fitted with 'KAVACH', the domestically developed Train Collision Avoidance System.

Indian Steel Industry:

In the past 10–12 years, India's steel sector has expanded significantly. Production has increased by 75% since 2008, while domestic steel demand has increased by almost 80%. The capacity for producing steel has grown concurrently, and the rise has been largely organic.

In FY22, the production of crude steel and finished steel stood at 133.596 MT and 120.01 MT, respectively. The consumption of finished steel stood at 105.751 MT in FY22. Between April-December 2022, India's finished steel consumption stood at 75.34 MT. In April-July 2022, the production of crude steel and finished steel stood at 40.95 MT and 38.55 MT respectively.

In FY23 (until January 2023), the exports of finished steel stood at 5.33 MT, while the imports stood at 5 MT. In FY22, exports and imports of finished steel stood at 13.49 MT and 4.67 MT, respectively. In FY22, India's export rose by 25.1% YoY, compared with 2021. In FY21, India exported 9.49 MT of finished steel. In December 2022 exports of finished steel stood at 4.42 lakh tonnes.

The annual production of steel is anticipated to exceed 300 million tonnes by 2030–2031. By 2030–31, crude steel production is projected to reach 255 million tonnes at 85% capacity utilisation achieving 230 million tonnes of finished steel production, assuming a 10% yield loss or a 90% conversion ratio for the conversion of raw steel to finished steel. With net exports of 24 million tonnes, consumption is expected to reach 206 million tonnes by the years 2030–2031. As a result, it is anticipated that per-person steel consumption will grow to 160 kg.

(For further detailed information, please refer to chapter titled “Industry Overview” beginning from page no. 86 of this prospectus.)

(B) NAME OF THE PROMOTERS OF OUR COMPANY:

(i) **Mr. Herga Poornachandra Kedilaya** and (ii) **Mr. Yermal Giridhar Rao** are the promoters of our company.

(For further details, please refer chapter “**Our Promoters and Promoters Group**” beginning from page no. 157 of this prospectus.)

(C) SIZE OF THE ISSUE:

Initial Public issue of **32,36,800** equity shares of face value of ₹10/- each (“Equity Shares”) of **Presstonic Engineering Limited** (“The Company” or “The Issuer”) for cash at a price of **₹72/-** per equity share (“The Issue Price”), aggregating to **₹ 2,330.50 Lakhs** (“The Issue”), of which **1,63,200** equity shares of face value of ₹10/- each for cash at a price of **₹72/-** per equity share, aggregating to **₹ 117.50 lakhs** will be reserved for subscriptions by the Market Maker to the issue (The “**Market Maker Reservation Portion**”). The issue less market maker reservation portion i.e., Issue of **30,73,600** equity shares of face value of ₹10/- each for cash at a price of **₹72/-** per equity share, aggregating to **₹2,212.99 lakhs** is here-in after referred to as the “**Net Issue**”. The issue and the net issue will constitute 42.00% and 39.88% respectively of the post issue paid up equity share capital of the company.

(D) OBJECTS OF THE ISSUE:

Our Company proposes to utilize the funds which are being raised through this Issue towards the below mentioned objects:

₹ in lakhs

Sr. No.	Particulars	Estimated Amount	% of total issue size	Amount to be financed from Issue Proceeds
A	Funding Capital Expenditure toward purchase of additional plant and machinery	232.12	9.96%	232.12
B	Prepayment in full of certain borrowings availed by our Company	500.00	21.45%	500.00
C	Working Capital Requirements	923.38	39.62%	923.38
D	Issue Related Expenses	325.00	13.95%	325.00
E	General Corporate Expenses	350.00	15.02%	350.00
	Total IPO Proceeds	2,330.50	100.00%	2,330.50

For further details, please refer chapter “**Objects of the Issue**” beginning from page no. 72 of this prospectus.

(E) PRE-ISSUE SHAREHOLDING OF OUR PROMOTERS AND PROMOTERS GROUP AS ON THE DATE OF THIS PROSPECTUS:

Particulars	Pre-Issue Shareholding	
	Number of Shares	Percentage holding
Promoters		
Herga Poornachandra Kedilaya	22,34,740	49.99%
Yermal Giridhar Rao	22,34,740	49.99%
Total Promoters Shareholding (A)	44,69,480	99.97%
Promoter Group		
Herga Chandrasekhar Kedilaya	200	0.00%
Manjula Tadipatri	200	0.00%
Herga Sukanya Kedilaya	200	0.00%
Vidyalakshmi Rao	200	0.00%
Anirudh Rao Yermal	200	0.00%
Aditya Rao Yermal	200	0.00%
Total Promoters Group Shareholding (B)	1,200	0.03%
Total Promoters & Promoters Group (A+B)	44,70,680	100.00%

(F) SUMMARY OF RESTATED FINANCIAL STATEMENTS:

(₹ in Lakhs)

Particulars	30-09-2023	31-03-2023	31-03-2022	31-03-2021
Total Share Capital	447.07	223.53	223.53	223.53
Total Net Worth	645.57	493.36	237.22	223.16
Total Revenue	1,431.67	2,113.27	1,272.21	769.44
Profit After Tax	152.21	256.14	14.06	(16.94)
Face Value per equity shares	10/-	10/-	10/-	10/-
Earnings Per Share (Basic & Diluted) (As per Restated financials)	3.40	11.46	0.63	(0.76)
Earnings Per Share (Basic & Diluted) (after giving retrospective effect of Bonus) (As per Restated financials)	3.40	5.73	0.31	(0.38)
Net Asset Value per equity share (As per Restated financials)	14.44	22.07	10.61	9.98
Net Asset Value per equity share (after giving retrospective effect of Bonus) (As per Restated financials)	14.44	11.04	5.31	4.99
Total Borrowings (Fund based)	1,536.97	1,645.27	1,797.08	1,774.95

(For further details, please refer chapter “Capital Structure” and “Financial Statements as Restated” beginning from page no. 61 and 166 respectively of this prospectus.)

(G) AUDITOR QUALIFICATIONS WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL STATEMENTS:

The auditor report of Restated Financial Information of Presstonic Engineering Limited, for the period ended September 30, 2023 and for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 does not contain any qualifications which have not been given effect in the restated financial statements. (For further details, please refer chapter “Financial Statements as Restated” beginning from page no. 166 of this prospectus.)

(H) SUMMARY OF OUTSTANDING LITIGATIONS:

There is no litigation pending against the company, directors and promoters. A summary of legal and other proceedings is given below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Other Pending Litigations/ Actions	Aggregate amount involved (₹ in lakhs)
Company							
By the Company	01	Nil	Nil	Nil	Nil	Nil	25.70
Against the Company	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Directors							
By the Directors	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Promoters							
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoters	Nil	Nil	Nil	Nil	Nil	Nil	Nil

For further details, please refer chapter “Outstanding Litigation and Material Developments” beginning from page no. 214 of this prospectus.

(I) CROSS REFERENCE TO THE SECTION TITLED RISK FACTORS:

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

(For the details pertaining to the internal and external risk factors relating to the Company, kindly refer to the chapter titled “Risk Factors” beginning on page no. 21 of this prospectus.)

(J) SUMMARY OF CONTINGENT LIABILITIES:

As per restated financial statements, the company has contingent liabilities towards Bank Guarantees, TDS Demand and Capital Commitment for Capital Work in Progress to the tune of ₹ 598.23 Lakhs as on September 30, 2023.

(For further details, please refer chapter “Financial Statements as Restated” beginning from page no. 166 of this prospectus.)

(K) SUMMARY OF RELATED PARTY TRANSACTIONS FOR LAST 3 YEARS:

(₹ in Lakhs)

Particulars	30-09-2023	31-03-2023	31-03-2022	31-03-2021
Directors/Partners Remuneration	14.25	12.00	10.00	10.00
Loan from Relatives of Directors/Partners	-	-	-	30.00
Loan repaid to Relatives of Directors/Partners	-	-	10.00	20.00
Loan from Directors (Net)	-	1.18	8.08	-
Balances with Related Parties (Payable)	26.12	29.26	18.08	10.00
Debit Balance in Partners/Promoters	59.34	59.34	59.34	59.34

For details pertaining to Related Party Transactions, kindly refer to the chapter titled “Financial Statements as Restated – Related Party Transactions” beginning on page no. 195 of this prospectus

(L) DETAILS OF FINANCING ARRANGEMENT:

There are no financing arrangements whereby the promoters, member of promoter group, the directors of the company which is a promoter of the issuer, the directors of our company and their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the Business of the financing entity during the period of six months immediately preceding the date of filing of this prospectus.

(M) WEIGHTED AVERAGE PRICE AT WHICH EQUITY SHARES WAS ACQUIRED BY OUR PROMOTERS IN THE LAST ONE YEAR FROM THE DATE OF THIS PROSPECTUS:

Sl. No.	Name of the Promoter	No. of Shares Acquired during last one Year	Consideration	Weighted Average Price (In ₹ per Equity Share)
1	Herga Poornachandra Kedilaya	11,17,370	-	-
2	Yermal Giridhar Rao	11,17,370	-	-

(The Equity Shares of the Company as mentioned above were acquired by way of bonus issue)

(N) AVERAGE COST OF ACQUISITION OF EQUITY SHARES FOR PROMOTERS:

Sl. No.	Name of the Promoter	No. of Equity Shares Held	Avg. Cost of Acquisition (In ₹ per Equity Share)
1	Herga Poornachandra Kedilaya	22,34,740	5.00
2	Yermal Giridhar Rao	22,34,740	5.00

The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire, by way of fresh issuance or transfer or bonus issue and shares received as gift etc. less amount received by them for the sale of Equity Shares through transfer, if any and the net cost of acquisition has been divided by total number of shares held as on date of the prospectus.

(O) DETAILS OF PRE-IPO PLACEMENT:

Our Company has not proposed any Pre-IPO placement from the date of this prospectus till the listing of the Equity Shares.

(P) DETAILS OF ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR FROM THE DATE OF THIS PROSPECTUS:

Date of Allotment	Number of Equity Shares allotted	Issue Price (In ₹)	Consideration	Reason for Allotment	Name of the Allottee	Benefit accruing to the company
22-05-2023	22,35,340	N/A	Nil	Bonus Issue	#	Capitalization of reserves

For further details pertaining to Issue of Equity Shares for consideration other than cash, kindly refer to the chapter titled “Capital Structure” beginning on page no. 61 of this prospectus.

(Q) DETAILS OF SPLIT/CONSOLIDATION OF OUR EQUITY SHARES IN THE LAST ONE YEAR FROM THE DATE OF THIS PROSPECTUS:

Our Company has not undertaken any split or consolidation of Equity Shares in the last one year till the date of this prospectus.

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

The Company has not sought for any exemptions from complying with any provisions of securities laws.

SECTION III: RISK FACTORS

RISK FACTORS

Any investment in equity securities involves a high degree of risk. Investor should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a more complete understanding, you should read this section together with Sections titled, **Our Business**, and **Management's Discussion and Analysis of Financial Condition and Results of Operations** beginning on page no. 110 and 206 respectively, as well as the other financial and statistical information contained in this Prospectus.

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

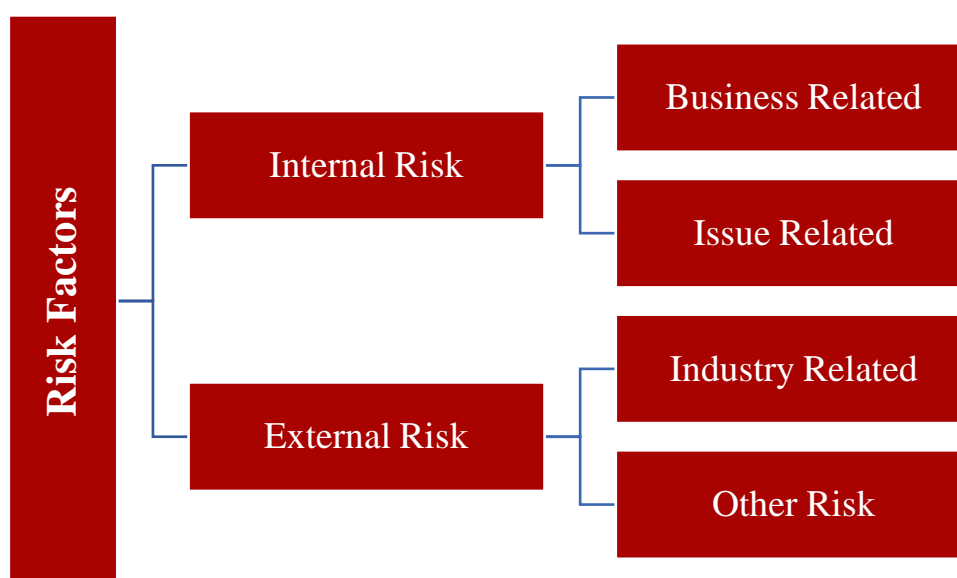
This Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements because of certain factors, including the considerations described below and elsewhere in this Prospectus.

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

The financial information in this section is, unless otherwise stated, derived from our Restated Financial Statements prepared in accordance with Indian AS, as per the requirements of the Companies Act, 2013, and SEBI (ICDR) Regulations.

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

1. Some risks may not be material individually but may be material when considered collectively.
2. Some risks may have material impact qualitatively instead of quantitatively.
3. Some risks may not be material at present but may have a material impact in the future.



INTERNAL RISK FACTORS

A. Business Related Risks

1. Our business is dependent on a few customers and the loss of, or a significant reduction in orders by such customers could adversely affect our business.

Our Company manufactures Metro Rail Rolling Stock Products, Railway Signaling Products, Infrastructure Products and supplies to renowned Global and Domestic OEM's engaged in the Rail and Metro Rail Rolling stock and Signaling equipment. Revenues from any of our particular customers may vary significantly from reporting period to reporting period depending on the nature of ongoing orders and the implementation schedule for such orders. The efficiency of the sales and marketing network is critical to success of our Company. Our success lies in the strength of our relationship with the customers who have been associated with our Company. Our team through their experience and good rapport with these customers owing to timely and quality delivery of products plays an instrumental role in creating and expanding a work platform for our Company. To get repeat orders from our customers, our team having adequate experience and competence, regularly interact with them and focus on gaining an insight into the additional needs of customers. Our long-term relationships with the customers are indicative of our quality consciousness and our designing and tooling capabilities. However, such concentration of our business on a few customers may adversely affect us if we do not achieve our expected margins or suffer losses on one or more of these customer contracts. Significant revenue from a few customers increases the potential volatility of our results and exposure to individual contract risks with such customers, which may have an adverse effect on our results of operations.

There can be no assurance that our significant customers in the past will continue to place similar orders with us in the future. A significant decrease in business from any such key customer, whether due to circumstances specific to such customer or adverse market conditions affecting the industry or the economic environment generally, such as the COVID-19 pandemic, may materially and adversely affect our business, results of operations and financial condition. Our reliance on a select group of customers may also constrain our ability to negotiate our arrangements, which may have an impact on our profit margins and financial performance. The deterioration of the financial condition or business prospects of these customers could reduce their requirement of our products and result in a significant decrease in the revenues we derive from these customers. We cannot assure you that we will be able to maintain historic levels of business from our significant customers, or that we will be able to significantly reduce customer concentration in the future. In addition, our revenues may be adversely affected 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. The loss of one or more of our 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, to sustain or increase our revenue, we must add new customers and encourage existing customers to allocate a greater portion of their marketing spend to us. As our industry matures and competitors introduce lower cost or differentiated products or services, our ability to sell our goods could be impaired.

The following is the breakup of the top five and top ten Customers of our Company for the period ended on September 30, 2023, Fiscal 2023, 2022 and 2021:

₹ in lakhs

Particulars	September 30, 2023		March 31, 2023		March 31, 2022		March 31, 2021	
	Amount	In %	Amount	In %	Amount	In %	Amount	In %
Top 5 Customers	1,413.91	99.21%	2,099.64	99.84%	1,258.36	99.65%	732.68	96.23%
Top 10 Customers	1,425.21	100.00%	2,103.06	100.00%	1,262.80	100.00%	760.87	99.94%

2. ***We rely significantly on some suppliers for the supply of our raw materials. If these suppliers are unable or unwilling to supply raw materials on time or otherwise fail to meet our requirements, our business will be harmed. An inability to procure the desired quality, quantity of our raw materials and components in a timely manner and at reasonable costs, or at all, may have a material adverse effect on our business, results of operations and financial condition***

Our Major Raw Material i.e. Stainless Steel, Aluminium or Mild Steel are mainly procured from domestic market. We enjoy a very good relationship with our raw material suppliers, which enables a timely manufacturing and delivery of components. We keep an array of suppliers with us, to ensure that there is no delay in manufacturing and delivery of the component to the customer due to the delay or failure to supply a critical raw material by any supplier. Presently, we have not entered into any long-term supply agreements for sourcing any of our raw materials, and we source our raw materials by entering into short-term supply agreements / purchase orders with our suppliers. We procure the raw materials required for our business pursuant to the issue of the purchase orders. While we have in the past undertaken our business pursuant to such arrangements and have not faced any disputes in relation to such purchase orders, we cannot assure you that there will be no disputes with our suppliers in the future, owing to such arrangements. Due to long-standing relationship with our supplier, the purchase orders we issue to some of our suppliers do not contain detailed terms and conditions for eventualities where the supply is not done in accordance with the supply terms agreed with our suppliers or in a timely manner or for circumstances where the quality of materials is not as per our requirements. The purchase orders issued by us fail to adequately cover the liabilities of our Company. The purchase orders do not provide for clauses relating to indemnification, liquidated damages, dispute resolution, and termination. Such purchase orders may in the future have commercial implications on our Company in case of any dispute with our suppliers, for any reason whatsoever. In the absence of a contractual basis for liability, this may lead to delays in supply, a strained relationships with our suppliers, protracted litigation, and delays in our obligations with our customers resulting in an adverse effect on our business, results of operations, financial condition, and cash flows.

The following is the breakup of the top five and top ten Suppliers of our Company for the period ended September 30, 2023, Fiscal 2023, 2022 and 2021:

₹ in lakhs

Particulars	September 30, 2023		March 31, 2023		March 31, 2022		March 31, 2021	
	Amount	In %	Amount	In %	Amount	In %	Amount	In %
Top 5 Suppliers	345.86	56.49%	501.70	57.13%	335.36	72.25%	152.84	56.81%
Top 10 Suppliers	488.74	79.83%	673.66	76.71%	371.52	80.04%	185.71	69.03%

3. ***We are affected by the prices, availability, and quality of the raw materials used in our production.***

Stainless Steel, Aluminium or Mild Steel are our key raw material, which we use for the manufacturing of our products. Typically, we do not enter into long-term contracts with our suppliers, and prices for these raw materials are normally based on the quotes we receive from various suppliers. Upon receipt of quotes from our suppliers, we issue purchase orders to the supplier which has quoted the least price. Any unexpected price fluctuations after the placement of orders, shortage, delay in delivery, quality defects, or any factors beyond our control may result in an interruption in the supply of such materials which is critical to our business. In the event that we fail to secure sufficient quantities of such raw materials from our suppliers at acceptable quality and prices in a timely manner, our business, financial performance, and cash flows may be adversely affected.

In particular, we are vulnerable to the risk of rising/fluctuating steel prices, which are determined by demand and supply conditions in the global and Indian markets as well as government policies.

The quality of raw materials delivered by suppliers engaged by us has a direct impact on the overall quality of our products and the timeliness of our delivery to the customers. Although we generally ensure strict quality and process control measures for suppliers, we may be subject to potential claims against us by our customers in case of any substandard materials provided by our suppliers. In such circumstances, our reputation may suffer and our business may be adversely affected. In addition, our resources could be strained by any claim that proceeds to litigation.

Our orders are negotiated with our customers based on the price at which we purchase our raw materials, possible selling prices of our products/services, and our intended gross margins. Hence, we fix the prices of required materials at approximately the same time as the orders we sign with our customers so as to protect our gross margins. Nevertheless, should there be any significant increases in steel or aluminium prices, and we are unable to pass on such increases in prices to our customers or find alternative suppliers/sources of direct materials who are able to supply us with the raw materials at competitive prices, our business and financial performance will be adversely affected.

4. *Our Company has been incorporated upon conversion of Partnership Firm M/s. Presston Engineering Corporation thus we have limited operating history as a Company which may make it difficult for investors to evaluate our historical performance or future prospects.*

Our Company was originally incorporated as a Partnership Firm M/s. Presston Engineering Corporation and subsequently converted into Private Limited Company under the Companies Act, 2013 through a certificate of incorporation dated March 23, 2021 upon conversion of Partnership Firm. We have very limited operating history as a company from which one can evaluate our business, future prospects and viability. Our future revenues and profitability are difficult to estimate and could fluctuate significantly and as a result the price of our Equity Shares may remain volatile. Further our business prospects must be considered in light of the risks and uncertainties in respect of Railway Products. Although the partnership firm has retained the growth path in past years, and we will continue to undertake all possible steps towards our grow path, but there is no assurance that this growth will be met successfully in future. In case we are unable to meet the desired growth in revenues and profitability, our results of operations and financial condition will be adversely affected.

Further, any future acquisition may not be beneficial to our Company, we may have to pay a certain amount of premium to the outgoing management / shareholders for synergic benefits that we may accrue compared to valuations of those firms / businesses / companies. Our inability to identify suitable acquisition opportunities in the future, or adequately priced acquisitions, entering into agreement with such parties or obtaining the necessary financing to make such acquisitions could adversely affect our future growth.

Further, our growth exposes us to a wide range of increased risks. It will also place significant demands on our management, financial and other resources and will require us to continuously develop and improve our operational, financial and internal controls. There can be no assurance that we will be able to successfully pursue our growth strategies, or that pursuing these strategies will provide us the anticipated benefits. Any inability to pursue our growth strategies successfully or at all, or an inability to manage our growth, may adversely affect our prospects. For further details, see the chapter titled ***“History and Certain Corporate Matters”*** and ***“Restated Financial Statements”*** on page 138 and 166 respectively of the Prospectus.

5. *We have only one manufacturing facility.*

Our manufacturing facility is located at Sy. No. 2, Khatha No. 145, Hoysala Main Road, Pillappa Industrial Layout, Sriganthadavale, Sunkadakatte, Viswanedam, Bangalore, North Bangalore, Karnataka – 560091. As a result, any local social unrest, natural disaster, or breakdown of services and utilities in that area could have a material adverse effect on the business, financial position, and results of our operations. Our manufacturing facility is subject to operating risks, such as the breakdown or failure of equipment, power supply or processes, performance below expected levels of output, efficiency, obsolescence, labour disputes, strikes, lock-outs, non-availability of services of our external contractors, etc. In the event that we are forced to shut down our manufacturing facility for a significant period of time, it would have a material adverse effect on our earnings, our other results of operations, and our financial condition as a whole.

6. *Delays or defaults in customer payments could adversely affect our financial condition.*

We are exposed to payment delays and/or defaults by our customers and our financial position and financial performance are dependent on the creditworthiness of our customers. Further, we may not receive advance payment from our customers after signing the purchase orders. Delays in customers' payments may require us to make a working capital investment. If a customer defaults in making payments where we have devoted significant resources or where we have invested significant resources is delayed, cancelled, or does not proceed to completion, it could have an adverse effect on our operating results. For the period ending September 30, 2023 and for the Fiscal ending March 31, 2023, 2022 and 2021, our trade receivables were ₹ 558.74 lakhs, ₹ 524.50 lakhs, ₹ 292.54 lakhs, and ₹ 323.30 lakhs, respectively. However, in the past, our Company has not faced any such instance of default but there is no guarantee that the timeliness of all or any part of our customers' payments and whether they will be able to fulfil their obligations, which may arise from their financial difficulties, cash flow difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur, our financial performance and our operating cash flows may be adversely affected.

7. ***Our success depends on stable and reliable logistics and transportation infrastructure. Disruption of logistics and transportation services could impair the ability of our suppliers to deliver materials or our ability to deliver materials to our customers and/ or increase our transportation costs, which may adversely affect our operations.***

We utilize third party transportation services for procurement and supply of materials and from/ to our suppliers and customers. Transportation by road involves risks, including, collision, grounding, storm, fire, explosion, lightning, political instability, and operating restrictions/ lockdown consequent to outbreak of infectious diseases, such as the COVID-19 pandemic. Any delay or disruption caused to the transportation of materials could adversely impact our ability to procure the materials as well as to meet the delivery schedule of the customers in an economical manner. To ensure timely delivery of materials, we may also be required to maintain relatively high level of inventory of materials and this may also resultantly increase our cost.

8. ***If we are unable to successfully implement our proposed expansion plans; our results of operations and financial condition could be adversely affected.***

Our Company is planning to build scale and expand its production capacity. From the Net Proceeds of the Issue, we will be deploying funds for purchase of additional machineries/equipment. These expansion plans and business growth could strain our managerial, operational and financial resources. Our ability to manage future growth will depend on our ability to continue to implement and improve operational, financial and management information systems on a timely basis and to attract, expand, train, motivate, retain and manage our workforce.

We cannot assure you that our personnel, systems, procedures and controls will be adequate to support our future growth. Failure to effectively manage our expansion may lead to increased costs and reduced profitability and may adversely affect our growth prospects. Any of these factors may cause us to delay, modify or forego some or all aspects of our expansion plans. Further, there can be no assurance that we will be able to execute our strategies on time and within the budget estimated by the Company. In addition, our expansion plans have not been appraised by any independent or third-party agency, and accordingly, in the absence of such independent appraisal, our expansion plans may be subject to change based on various factors which are beyond our control.

9. ***Our Company is yet to place orders for purchase of machinery. 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 of ₹ 232.12 lakhs for the machinery from third party vendors which are proposed to be installed at our existing manufacturing unit situated at Sy. No. 2, Khatha No. 145, Hoysala Main Road, Pillappa Industrial Layout, Sriganthadakavali, Sunkadakatte, Viswanedam, Bangalore – North, Karnataka – 560091, India. Although, we have identified the type of machinery proposed to be purchased from the Net Proceeds. However, we have not placed orders for any of the machinery proposed to be purchased from the Net Proceeds. The cost of the proposed purchase of machinery is based on the quotations received from third party vendors. Such quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors and the estimates taken from online/e-commerce platforms are subject to fluctuations. For details, please refer to the chapter titled “*Objects of the Issue*” beginning on page 72 of this 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 equipment or in the event the vendors are not able to provide the equipment in a timely manner, or at all, we may encounter time and cost overruns in expanding the capacity of the Manufacturing Facility. 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.

10. ***The Company faces the risk of Unexpected Costs overruns and Losses.***

Our Company conducts its business under various contractual arrangements, where costs are estimated in advance. Under these types of contracts, contract prices are established in part on cost and scheduling estimates which are based on a number of assumptions, including assumptions relating to future economic conditions, prices and availability of labor, equipment and materials. If these estimates prove inaccurate, or circumstances change such as unanticipated technical problems, difficulties in obtaining permits or approvals, changes in local laws or labour conditions, weather

delays, cost of raw materials, or the company's suppliers' inability to perform, cost overruns may occur. This could lead to the company experiencing reduced profits or, in some cases, a loss for such contract. These risks tend to be worse for long-term contracts since it is likely that the circumstances under which the company based its original bid could change, resulting in an increase in costs.

Unexpected costs or delays in performing part of a fixed-price contract can increase the costs of performing other parts of the contract. These variations and the risks inherent to the industry may result in the company's profits being different from those originally estimated and may lead to the company experiencing reduced profitability or losses on projects. The size of a project could significantly impact the company's results of operations due to variations from estimated contract performance. In addition, most contracts that the company enters into are subject to certain completion schedule requirements. If the schedules are not met as a result of circumstances within its control, it might be required to pay liquidated damages which could significantly impact the company's results of operations.

11. *Our debt financing agreements contain certain restrictive covenants that may adversely affect our Company's business, credit ratings, prospects, results of operations and financial condition.*

Certain debt financing agreements that our Company has entered into contain restrictive covenants that limit our ability to undertake certain types of transactions. Under our debt financing agreements our Company is required to maintain certain financial covenants.

There can be no assurance that our Company has complied with all such restrictive covenants in a timely manner or at all or that we will be able to observe compliance with all such restrictive covenants in the future. A failure to observe the restrictive covenants under our debt financing agreements may result in termination of our financing agreements, levy of default interest, acceleration of all amounts due under such facilities and the enforcement of any security provided in relation thereto. Any acceleration of amounts due under such debt financing agreements may trigger cross-default or cross-acceleration provisions under other debt financing agreements, which may compel us to dedicate a substantial portion of our cash flow from operations or sell certain assets to make such payments thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. Further, in the event of any of the circumstances coming into effect our business, prospects, results of operations and financial condition may be adversely affected.

12. *We generally do business with our customers on purchase order basis and do not enter into long term contracts with most of them.*

Our business is dependent on our continuing relationships with our customers. Our Company neither has any long-term contract with any of customers nor has any marketing tie up for our products. Further, our Company has not appointed any exclusive agents for handling its operations. Any change in the buying pattern of our end users or disassociation of major customers can adversely affect the business of our Company. The loss of or interruption of work by, a significant customer or a number of significant customers or the inability to procure new orders on a regular basis or at all may have an adverse effect on our revenues, cash flows and operations. We have not entered in any agreement with our customers, we work on the basis of purchase order basis.

13. *Our efforts to introduce new products are dependent on the success of our research and development initiatives. Our inability to successfully develop and commercialize new products in a timely manner could adversely impact our business, growth and financial condition.*

In order to remain competitive, we must develop, test and manufacture new/distinctive products, which must meet our customers' standards and applicable regulatory standards. However, our investments in research and development for new products and processes may result in higher costs without proportionate increase in revenues. Any failure on our part to successfully identify and commercialize new products may have an adverse impact on our business, financial condition and results of operations.

Our ability to successfully introduce new and distinctive products also depends on our ability to adapt and invest in new technologies. There can be no assurance that we will be able to make timely investments in technological improvements in order to commercialize new products in a timely manner. Further, our competitors may launch competing or improved products. Delays or failure in developing new or commercially viable products could adversely affect our business, financial condition and results of operations.

14. Our Company had incurred loss in one of the last three financial years. Any losses in future could adversely impact our business, financial condition and results of operations.

Our company has suffered loss in Financial year 2020-21 as per restated financial statements. The profit/(loss) of the company for last 3 financial years is summarized below.

₹ in lakhs

Particulars	September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Profit before Tax	203.57	355.55	21.44	(21.80)
Profit after Tax	152.21	256.14	14.06	(16.94)

Any failure to sustain or increase our net revenue sufficiently to keep pace with our expenses could prevent us from achieving profitability on a consistent basis in future periods.

15. We may encounter delays in the implementation and execution of our orders.

We have not in the past encountered any delays in relation to the completion of our orders. There can be no assurance that future orders will be completed in the estimated time frame. We cannot assure that all potential liabilities that may arise from delays will be covered or that the damages if any, that may be claimed from customers/third parties for such delay, shall be adequate to cover any loss of profits resulting from such delays. Further, any delay in completing our orders may also result in an increase in the total cost of implementing the contract which could exceed the original estimate or further cost escalation. Such delays and cost overruns will adversely affect our business, cash flows, and results of operations.

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

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

₹ in lakhs

Particulars	30-09-2023	31-03-2023	31-03-2022	31-03-2021
Net cash generated/(used) from operating activities	324.87	544.84	452.34	134.73
Net Cash generated/(used) from investing activities	(25.44)	(99.35)	(306.00)	(104.24)
Net Cash generated/(used) from financing activities	(251.92)	(414.65)	(195.65)	107.79
Net increase/(decrease) in cash and cash equivalents	47.51	30.84	(49.30)	138.28

There can be no assurance that our net cash flows shall be positive in the future. Any negative cash flows in the future over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected. For further details, see **“Financial Statements as Restated”** beginning on page 166 of this Prospectus.

17. We have issued Equity Shares in the last 12 (twelve) months at a price which is lower than the Issue Price.

During the last 12 (twelve) months, we have issued Equity Shares at a price that is lower than the Issue Price, as set forth below.

Date of Issue	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature of Allotment
22-05-2023	22,35,340	10.00	-	Bonus Issue

The price at which Equity Shares have been issued by our Company in the immediately preceding one year is not indicative of the Issue Price at which the Equity Shares shall be issued and traded (subsequent to listing). For further details regarding such allotments, see **“Capital Structure”** on page 61 of this Prospectus.

18. The average cost of acquisition of Equity Shares by our Promoters is lower than the Issue Price.

Our Promoters average cost of acquisition of Equity Shares in our Company is lower than the Issue Price of the shares proposed to be offered through this prospectus. For Details regarding average cost of acquisition of Equity Shares by our Promoters in our Company, please refer the table below:

Name of the Promoter	No. of Equity Shares Held	Avg. Cost of Acquisition (In ₹ per Equity Share)
Herga Poornachandra Kedilaya	22,34,740	5.00
Yermal Giridhar Rao	22,34,740	5.00

19. We have certain contingent liabilities, which, if materialized, may affect our financial condition and results of operations.

Our contingent liabilities as of September 30, 2023 were as follows:

Particulars	₹ in lakhs			
	30.09.2023	31.03.2023	31.03.2022	31.03.2021
Bank Guarantees	593.85	576.47	600.00	598.46
TDS Demand	4.38	5.25	3.79	-
Estimated amount of contracts remaining to be executed on capital account and not provided for; (Capital WIP)	-	25.00	104.56	135.14
Total	598.23	606.72	708.35	733.59

For further details of the contingent liabilities and commitments of our Company as on September 30, 2023, see **“Financial Statements as Restated”** on page 166 of this Prospectus. If a significant portion of these liabilities materialize, fully or partly, it could have an effect on our results of operations and financial condition. Further, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the future.

20. We are required to furnish bank guarantees to our certain clients. Our inability to arrange such guarantees or the invocation of such guarantees may adversely affect our cash flows and financial condition.

We are required to provide financial and performance bank guarantees in favour of our certain clients. These guarantees are typically required to be furnished within stipulated period and remain valid up to certain period of time. We may not be able to continue obtaining new financial and performance bank guarantees required to match our business requirements. If we are unable to provide sufficient collateral to secure the financial bank guarantees, performance bank guarantees, our ability to enter into new contracts could be limited and could have a material adverse effect on our business, results of operations and financial condition. Also, there may be scenarios where we may be unable to fulfil our obligations under the contracts entered into by us due to unforeseen circumstances which may result in a default under our contracts resulting in invocation of the bank guarantees issued by us. If any or all the bank guarantees are invoked, it may result in a material adverse effect on our business and financial condition.

21. Latent defects in our products may increase its after-sales cost or we may suffer losses on account of replacements/product recalls.

Despite testing of our products prior to dispatch, errors, defects or performance issues, and/or latent defects may occur in existing products or new products. Since we provide 24 months warranty for Seats only to Government Clients, such defects may also cause us to incur significant support and repair costs under our purchase orders/contracts. We may have to incur additional costs to address these defects. Also, the recurrence of these problems may result in the delay or loss of market acceptance of our products, which may harm our business, market reputation and financial condition. In case of a product recall during the duration guaranteed by us to our customers, we may suffer losses on account of the replacement of products and such manufacturing defects would also result in loss of our goodwill.

If a supplier fails to meet quality standards, it could expose the Company to the risk of product liability claims or delay the production schedule for the Company's products. Any defects in products could also result in customer claims for damages. Furthermore, in defending such claims, substantial costs may be incurred and adverse publicity generated. While the Company obtains quality assurances from the suppliers, there can be no assurance that such assurances or warranties will be successfully obtained or enforced. In such instances, any product recalls would adversely affect the Company's business, results of operations, and financial condition.

22. *Our business is subject to seasonal and other fluctuations that may affect our cash flows and business operations.*

Our business and operations may be affected by seasonal factors which may restrict our ability to carry on activities related to our orders received and fully utilize our resources. Heavy or sustained rainfalls or other extreme weather conditions such as cyclones could result in delays or disruptions to our operations during the critical periods of our projects and cause severe damages to our premises and equipment. This may result in delays in execution of orders and also reduce our productivity. During periods of curtailed activity due to adverse weather conditions, we may continue to incur operating expenses and our order related activities may be delayed or reduced. Adverse seasonal developments may also require the evacuation of personnel, suspension or curtailment of operations, resulting in delays in the delivery of products etc.

23. *Any reduction in the demand for our products could lead to underutilisation of our manufacturing capacity.*

We face the risk that our customers might not place any order or might even cancel existing orders. Cancellations, of orders by our customers could adversely affect our results of operations by reducing our sales volume leading to a reduced utilization of our existing manufacturing capacity. Further, we make significant decisions, including determining the levels of business that we will seek and accept, production schedules, personnel requirements and other resource requirements, based on our estimates of customer orders. The changes in demand of our products could reduce our ability to estimate accurately future customer requirements, make it difficult to schedule production and lead to over production and utilization of our manufacturing capacity for a particular product. The requirements of our customers are not restricted to one type of product and therefore variations in demand for certain types of products also requires us to make customizations. This may lead to over production of certain products and under production of some other products resulting in a complete mismatch of capacity and capacity utilization. Any such mismatch leading to over or under utilization of our manufacturing facilities could adversely affect our business, results of operations, financial condition and cash flows.

24. *We may face significant competition in our business. An inability to compete effectively may lead to a lower market share or reduced operating margins.*

We operate in the competitive industry. There are no entry barriers in our industry which puts us to the threat of competition from new entrants. We may face tough competition in our business from a large number of unorganized and organized players. Our aim is to provide the branded, standardized and uniform quality products at competitive prices to our consumers. We compete with our competitors on a regional or product line basis. Some of our competitors have substantially large capital base and resources than we do and offer broader range products. We believe that the principal factors affecting competition in our business include client relationships, reputation, the abilities of employees, market focus and the relative quality and price of the products. We believe that our ability to compete effectively is primarily dependent on ensuring consistent product quality and timely delivery at competitive prices, thereby strengthening our brand over the years. We believe that our cost effective and integrated offerings, our focus on customer satisfaction and our reliability combined with our quality consciousness provides competitive advantage in our business. We believe that our technical capabilities, experience in this business and quality assurance will be key to overcome competition posed by such organized and unorganized players. However, there can be no assurance that we will be able to compete successfully with the competitors and implement our future strategies in a way that will mitigate the effects of increased competition from our competitors.

25. *The Company may face risks associated with business transactions with Government Entities.*

We are supplying our products to diversified industries along with PSUs. The company may be exposed to risks associated with its business transactions with government entities. Transactions with government-owned or controlled entities and agencies may expose us to additional regulatory or other scrutiny. Contracts with government agencies are subject to uncertainties (including those associated with funding), procedural requirements, restrictions, and regulations including oversight audits by various government authorities and profit and cost controls. The loss of government contracts could have a material adverse impact on our business, financial condition, and results of operations. There may also be delays associated with the collection of receivables from government-owned or controlled entities, which could affect our liquidity and results of operations. Additionally, government contracts contain terms that expose the company to heightened levels of risk and potential liability than non-government contracts. We are subject to government audits, investigations, and proceedings, and violations of rules or regulations, failure to comply with contractual or other requirements, or failure to satisfy an audit could result in penalties including monetary damages and criminal and civil penalties. In addition, our government contracts could be terminated, we could be suspended or debarred from government contract work, or payment of our costs could be disallowed, which could harm our reputation and materially adversely affect our business, financial condition, and results of operations.

26. *Our continued success is dependent on our senior management and skilled manpower. Our inability to attract and retain key personnel may have an adverse effect on our business prospects.*

Our experienced senior management and Directors have had a significant contribution to the growth of our business, and our future success is dependent on the continued service of our senior management team. An inability to retain any key management personnel may have an adverse effect on our operations. Our ability to execute orders and to obtain new clients also depends on our ability to attract, train, motivate and retain highly skilled professionals, particularly at managerial levels. We continue to face challenges in recruiting suitably skilled personnel, particularly as we continue to grow and diversify our operations. In particular, we may be unable to compete with other larger companies for suitably skilled personnel due to their ability to provide more competitive compensation and benefits. The loss of any of the members of our senior management team, our whole-time directors, or other key personnel or an inability to manage the attrition levels in different employee categories may materially and adversely impact our business, results of operations, financial condition, and growth prospects.

The success of our business is also dependent upon our ability to hire, retain, and utilize qualified personnel, including designers, and corporate management professionals who have the required experience and expertise. We also place extensive reliance on our design and production department which is critical to our business as they design the products which are reviewed by our customers. From time to time, it may be difficult to attract and retain qualified individuals with the expertise and in the timeframe demanded by our clients, and we may not be able to satisfy the demand for our services because of our inability to successfully hire and retain qualified personnel. We may be unable to compete with our competitors for such qualified personnel because of more competitive salaries and benefits provided by them.

For every new product we expand into, we require suitably skilled personnel. Such skilled personnel may not be available in the market or we may not be able to compete with competitors for such qualified personnel because of more competitive salaries and benefits packages provided by them. If we cannot attract and retain qualified personnel or effectively implement appropriate succession plans, it could have a material adverse impact on our business, financial condition, and the results of operations. Moreover, we may be unable to manage knowledge developed internally, which may be lost in the event of our inability to retain employees.

27. *Our ability to anticipate changes in consumer preference, and industry trends and to meet customers' demands is a significant factor to remain competitive, any failure to identify and understand the trends may materially adversely affect our business.*

Changes in consumer preferences, regulatory or industry requirements, or competitive technologies may render certain of our products obsolete or less attractive. Our ability to anticipate changes in technology and regulatory standards and to successfully introduce new and enhanced products on a timely basis is a significant factor to remain competitive. If we are unable to obtain such knowledge in a timely manner, or at all, we may be unable to effectively implement our strategies, and our business and our results of operations may be adversely affected. We are also subject to the risks generally associated with new products and applications, including lack of market acceptance and failure of products to operate properly. Customer preferences in the markets we operate are difficult to predict and changes in those preferences or the introduction of new products by our competitors could put our products at a competitive disadvantage. To compete effectively in the industry, we must be able to produce new products to meet our customers' demands in a timely manner. Our failure to successfully produce new products could materially and adversely affect our results of operations.

28. *If we are unable to manage/arrange funds (including at short notice) to meet our working capital requirements, there may be an adverse effect on our results of operations.*

Our business requires a significant amount of working capital to finance the purchase of raw materials before payments are received from customers. We cannot assure you that the budgeting of our working capital requirements for a particular year will be accurate. There may be situations where we may under budget for our working capital requirements, in which case there may be delays in arranging the additional working capital requirements, which may delay the execution of projects leading to loss of reputation, levy of liquidated damages, and an adverse effect on the cash flows. If we experience insufficient cash flows or are unable to borrow funds on a timely basis or at all to meet the working capital requirements, there may be an adverse effect on our results of operations. We may also be subject to fluctuations of interest rates for our financing. If we are unable to secure financing at favourable rates for this purpose, our ability to secure larger-scale projects will be impeded and our growth and expansion plans will be materially and adversely affected which in turn will materially and adversely affect our future financial performance.

Our indebtedness is secured by charges over Equipment, Stocks, Book Debts etc. If we are unable to repay or refinance our outstanding indebtedness, or if we are unable to obtain additional financing on terms acceptable to us, we may be unable to implement our growth strategy, and our business, prospects, financial condition, and results of operations may be adversely affected.

29. *We intend to repay certain loan facilities availed by our company from the IPO Proceeds.*

One of the objects of the Issue is the repayment of certain loan facilities, availed by our Company. We intend to use the proceeds from the Issue to repay the loans availed from Canara Bank. As of September 30, 2023, we have an outstanding loan of ₹ 2,110.82lakhs (fund and non fund based) and these loans were utilized for working capital needs & other business requirements of the Company from time to time. We intend to repay an aggregate of ₹ 500.00 lakhs of the said outstanding loan. We believe that the proposed repayment will enable us to save our interest, improve our debt-equity ratio and reduce the total secured loans. For details of the outstanding loans proposed for repayment or prepayment, in full or in part from the Net Proceeds, refer the chapter **“Objects of the Issue”** on page 72 of this Prospectus. The amount utilized to repay these loans will, therefore, not be available for investment in our business and will not result in any immediate increase in the value of your investment in our Equity Shares.

30. *Our management will have broad discretion in how we apply the Net Proceeds of the Issue and there is no assurance that the Objects of the Offer will be achieved within the time frame expected, or at all, or that the deployment of Net Proceeds in the manner intended by us will result in an increase in the value of your investment.*

We intend to use the Net Proceeds for the purposes described under the **“Objects of the Issue”** on page 72 of the Prospectus. The Objects of the Issue comprise (a) Funding Capital Expenditure towards Purchase of Additional Plant & Machinery, (b) Prepayment in full/part of certain borrowings availed by our Company (c) funding incremental working capital requirements of our Company, (c) for issue related expenses, and (d) for general corporate purposes (the amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds). Further, our Objects of the Issue have not been appraised by any bank, financial institution or other independent agency. Our management will have broad discretion to revise our business plans, estimates and budgets from time to time. Consequently, our funding requirements and deployment of funds may change, which may result in the rescheduling of the proposed utilization of Net Proceeds and increasing or decreasing expenditure for a particular activity, subject to compliance with applicable law and the investment policies approved by our management. Further, pursuant to Section 27 of the Companies Act, 2013, any variation in the Objects of the Issue would require a special resolution of the shareholders, and the promoter or controlling shareholders will be required to provide an exit opportunity to the shareholders who do not agree to such proposal to vary the Objects of the Issue, in accordance with applicable law.

In case of an increase in actual expenses or shortfall in requisite funds, additional funds for a particular activity will be met by any means available to us, including internal accruals and additional equity and/or debt arrangements. If actual utilization towards the Objects of the Issue is lower than the proposed deployment, such balance will be used for future growth opportunities, including funding other existing objects, if required. If the estimated utilization of the Net Proceeds is not completely met in a fiscal year, it shall be carried forward.

31. *The deployment of funds raised through this Issue shall not be subject to any Monitoring Agency and shall be purely dependent on the discretion of the management of our Company.*

Since the Issue size is less than Rs. 10,000.00 Lakh there is no mandatory requirement of appointing an independent monitoring agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised through this Issue, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials. However, our Audit Committee will monitor the utilization of the proceeds of this Issue and prepare the statement for utilization of the proceeds of this Issue.

32. *Our inability to effectively manage project execution and milestone schedules may lead to project delays which may adversely affect our business and the result of operations.*

Our business is dependent on our ability to effectively manage the execution of our projects. An inability to effectively manage our operations, including ineffective or inefficient project management procedures could increase our costs and expenses, resulting in project delays and thereby materially and adversely affect our profitability. Further, our purchase order / contracts typically provide specified milestones to be achieved within a specific timeframe, and we may be liable to our clients for any failure to meet such project milestones within the stipulated schedule in accordance

with the terms of the relevant purchase order / contract. The effectiveness of our project management processes and our ability to execute projects in a timely manner may be affected by various factors, including:

- delays in receipt of work schedules and designing inputs, approvals and decisions required from the client;
- delays in delivery of raw materials, components, or equipment;
- changes to project plans and process requirements;
- delays due to interface issues;
- delays due to environmental considerations;
- onsite accidents and accidents during delivery, and installation of our products;
- unavailability of skilled and unskilled labour;
- local strikes, work stoppages and curfews by political parties;
- adverse weather conditions, and
- adverse changes to the relevant legal, regulatory, or tax regimes.

Such factors would have an adverse effect on our results of operations and financial condition.

33. *If we are unable to source business opportunities effectively, we may not achieve our financial objectives.*

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees and to implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It also is possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

34. *We may not be able to secure new contracts and/or customers.*

Our business is order-based. We, therefore, have to continuously and consistently secure new customers and orders. While executing our orders, we need to ensure that our products are the best value-for-money products that is available in the market. For making our products to have the best value-for-money product, while ensuring that we make sufficient margins from the sale of our products, we have to ensure that our designs, the functioning of our teams and the after sales services are most efficient when compared with those of our competitors. For instance, during the execution of our orders, our design and manufacturing team designs the product before its production, and on the basis of such design, the requirement of raw material is determined. With greater access to technology, we expect our design and engineering team to design a product with the least possible raw materials without compromising on the safety and stability of the product. Any increase in the raw material value of our products would increase the amount of steel or aluminium to be used in such order, consequently increasing the cost of such order. There is no assurance that our competitors will not be able to increase the designing efficiency of the product by using the latest, state of the art technology.

There is no assurance that we will be able to provide our products to the customers in the most efficient manner resulting in securing new customers and projects. Executing projects with lower margins also affects our profitability. As such, our profitability and financial performance will depend on our ability to secure new projects that are profitable on a regular basis. If we are unable to do so for any reason, our profitability and financial performance will be materially and adversely affected.

35. *An inability to manage our growth could disrupt our business and reduce our profitability.*

We have experienced continuous growth in the preceding years. We expect our business to grow as a result of our plans to expand further. We expect any growth in our business to place additional demands on us and require us to continuously evolve and improve our operational, financial, and internal controls across the organization. In particular, continued expansion increases the challenges involved in:

- (i) maintaining high levels of client satisfaction;
- (ii) recruiting, training, and retaining sufficient skilled management, technical and marketing personnel;
- (iii) adhering to health, safety and environment and quality and process execution standards that meet client expectations;
- (iv) preserving a uniform culture, values, and work environment in operations; and

- (v) developing and improving our internal administrative infrastructure, particularly our financial, operational, communications and other internal systems.

Our ability to implement our business plans depend on, inter alia, global economic conditions, our capital resources, our R&D capabilities for new products and technology solutions, our ability to commercially realise the R&D results, our ability to obtain any necessary government or regulatory approval or licenses, and the availability of management, financial and other resources.

The success of our business will depend greatly on our ability to implement our business and strategies effectively. Even if we have successfully executed our business strategies in the past, there can be no assurance that we will be able to execute our strategies on time and within the estimated budget, or that we will meet the expectations of targeted customers. We expect our strategies to place significant demands on our management and other resources and require us to continue developing and improving our financial, operating, and other internal controls. Our inability to manage our business and strategies could have an adverse effect on our business, financial condition, and profitability.

36. *Our operations are subject to high working capital requirements. If we are unable to generate sufficient cash flows to allow us to make required payments, there may be an adverse effect on our results of operations.*

Our business requires significant amount of working capital and major portion of our working capital is utilized towards debtors and inventories. Our Trade Receivables for the period ended September 30, 2023 and for the financial year March 31, 2023, March 31, 2022, March 31, 2021 were ₹ 558.74 lakhs, ₹ 524.50 lakhs, ₹ 292.54 lakhs and ₹ 323.30 lakhs respectively and our inventories for the period ended September 30, 2023 and for the financial year March 31, 2023, March 31, 2022, March 31, 2021 were ₹ 1,094.02 lakhs, ₹ 1087.06 lakhs, ₹ 1062.85 lakhs and ₹ 1073.42 lakhs respectively.

The results of operations of our business are dependent on our ability to effectively manage our inventory and trade receivables. To effectively manage our trade receivables, we must be able to accurately evaluate the credit worthiness of our customers and ensure that suitable terms and conditions are given to them in order to ensure our continued relationship with them. However, if our management fails to accurately evaluate the terms and conditions with our customers, it may lead to write-offs bad debts and/ or delay in recoveries which could lead to a liquidity crunch, thereby adversely affecting our business and results of operations. A liquidity crunch may also result in increased working capital borrowings and, consequently, higher finance cost which will adversely impact our profitability.

Our inability to maintain sufficient cash flow, credit facility and other sourcing of funding, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations. In the event we are not able to recover our dues from our trade receivables or sell our inventory, we may not be able to maintain our Sales level and thus adversely affecting our financial health.

For further details of working capital requirements, please refer to the chapter titled “*Objects of the Issue*” on page 72 of the Prospectus.

37. *We appoint contract labour for carrying out certain of our operations and we may be held responsible for paying the wages of such workers, if the independent contractors through whom such workers are hired default on their obligations, and such obligations could have an adverse effect on our results of operations, cash flows and financial condition.*

We engage independent contractors through whom we engage contract labourers for performance of certain functions at our manufacturing facilities. Although we do not engage these labourers directly, we are responsible for any wage and statutory payments to be made to such labourers in the event of default by such independent contractors. Any requirement to fund their wage requirements may have an adverse impact on our results of operations and our financial conditions. In addition, we may be liable for or exposed to litigations, sanctions, penalties or losses arising from accidents or damages caused by our workers or contractors.

38. *Our inability to accurately forecast the total amount due to MSME Creditors may adversely affect our business operations and cash flows.*

Information as provided in Section-X: Legal and Other Information” under heading ‘Outstanding dues to Small Scale Undertakings or any other Creditors’ is based on the information available with the company regarding the status of supplier under the Micro, Small and Medium Enterprises Development Act, 2006 and as per restated financial statements. Our inability to accurately forecast the total number of MSME Creditors, total amount due to them, timely payment to MSME Creditors may adversely affect our business operations and cash flows.

39. *Our customers may claim against us and/or terminate our services in whole or in part prematurely should we fail to satisfy their requirements and expectations or for any other reason.*

Our purchase orders with our customers are of standard form and usually, inter-alia contain details relating to price, terms of payment, delivery schedule, and other standard terms and conditions. Any defect or malfunction in our system designs, products, and/or solutions, or failure to satisfy the requirements and expectations of our customers, could lead to claims made against us and/or termination of our services in whole or in part. This may arise from unsatisfactory design or workmanship, staff turnover and, human errors. However, our production doesn't start without manufacturing clearance is given by our Company and the Customers and a product design is tested before being taken up for production; likewise, approval is taken from the Company and the Customers before packaging of the product and hence it reduces the chances of defects in our product. Further, as our system designs, products, and technology solutions are applied in the process of finalizing the order, if it is established that any damages in and/or loss of property, as well as personal injuries and/or death resulted from defects in or malfunction of our products, we may be required to further compensate our customers and/or victims for such loss, damages, personal injuries and/or death.

In addition, we may also be subject to potential liability from legal suits for any losses suffered by our customers due to delay of the delivery of our products or services. In the event that we are involved in any legal dispute or court proceedings with our customers, our reputation will be adversely affected and we may have to spend a significant amount of resources to defend ourselves, which may adversely affect our business, cash flows and, financial performance.

40. *Our operations are subject to a variety of environmental laws and regulations including those relating to hazardous materials. Any failure to comply with applicable environmental laws and regulations could have an adverse effect on our financial condition and results of operations.*

Our operations are subject to numerous environmental protection laws and regulations, which are complex and stringent. The raw materials used in the development of our products and the impact of air & noise pollution from manufacturing activities are subject to various environmental laws and regulations. In the event that such regulations become more stringent, such as increasing the requirements for obtaining approvals or meeting government standards, this could result in changes to the infrastructure necessary for manufacturing activities, increasing the costs related to changing manufacturing methods in order to meet government standards and increasing penalties for non-compliance. Furthermore, we may incur significant expenditure relating to operating methodologies and standards in order to comply with applicable environmental laws and regulations.

In addition, our projects may involve the handling of hazardous materials, which, if improperly handled or disposed of, could subject us to civil and criminal liabilities. Further certain environmental laws provide for joint and several liabilities for remediation of releases of hazardous substances, rendering a person liable for environmental damage without regard to negligence or fault on the part of such person. In addition to potential liabilities that may be incurred in satisfying these requirements, we may be subject to claims alleging personal injury or property damage as a result of alleged exposure to hazardous substances. We are also subject to regulations dealing with occupational health and safety. Such laws and regulations may expose us to liability arising out of the conduct of operations or conditions caused by others, or for our own acts. Sanctions for failure to comply with these laws, rules, and regulations, many of which may be applied retroactively, may include administrative, civil and criminal penalties, revocation of permits and corrective orders. For further information on the regulatory authorities and applicable rules, and regulations, see the section titled "**Key Industry Regulations and Policies**" beginning on Page 129 of this Prospectus.

41. *Our revenues are highly dependent on clients located in India. Any decline in the economic health of India could adversely affect our business, financial condition and results of operations.*

We majorly sell our products and services to clients located in India. If the economic conditions of India become volatile or uncertain or the conditions in the financial market were to deteriorate, especially in recent times due to the COVID-19 pandemic, or if there are any changes in laws applicable to our services and operations or if any restrictive conditions are imposed on us or our business, the pricing of our services may become less favourable for us. Further, our clients located in these geographies may reduce or postpone their spending significantly which would adversely affect our operations and financial conditions. Any reduction in spending on third party logistic services may lower the demand for our services and negatively affect our revenues and profitability.

42. *We have entered into, and will continue to enter into, related party transactions.*

We have entered into and may in the ordinary course of our business continue to enter into transactions with related parties that include certain of our Promoter, Promoter Group, Directors and Key Managerial Personnel. For further details in relation to our related party transactions, see ***“Restated Financial Statements— Related Party Transaction”*** beginning on page 195 of this Prospectus. While we have entered into such transactions on an arm’s length basis and are in compliance with the applicable provisions of Companies Act, 2013 and other applicable law, there is no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. There can be no assurance that such transactions, will not have an adverse effect on our business, prospects, results of operations and financial condition. In addition, our business and growth prospects may decline if we cannot benefit from our relationships with them in the future. The related party transactions entered by the Company are in compliance with the applicable provisions of Companies Act, 2013 and other applicable law.

43. *Our Company’s Registered Office and manufacturing facility are not owned by us and we have only lease rights over them. In the event we lose such rights, our business, financial condition and results of operations, and cash flows could be adversely affected.*

Our Registered Office and Manufacturing Facility used by our Company have been obtained on a Lease basis from third parties. We cannot assure you that we will be able to renew our lease agreements or enter into new agreements in the future, on terms favourable to us, or at all. In the event that any lease agreements are not renewed, we will be required to expend time and financial resources to locate suitable land or building to set up our operations. Also, we may be unable to relocate to an appropriate location in a timely manner, or at all, and we cannot assure you that a relocated office will be as commercially viable. If any lease agreements are terminated, prior to its tenure or if it is not renewed, or if we are required to cease business operations at a property, for any reason whatsoever, our business, financial condition, and results of operations may be adversely affected. Further, if the vacated property is leased or sold to a competitor, we may also face increased competition in that geographic area, which could adversely affect our market share. For further information on our properties, see ***“Our Business”*** on page 110 of this Prospectus.

44. *Shortage or non-availability of essential utilities such as electricity could affect our manufacturing operations and have an adverse effect on our business, results of operations and financial condition.*

Our business operation is heavily dependent on continuous supply of electricity which is critical to our operations. While our power requirements are met through local state power grid, we cannot assure you that these will be sufficient and, or, that we will not face a shortage of electricity despite these arrangements. Further, any shortage or non-availability of electricity could result in temporary shut-down of a part, or all, of our operations at the location experiencing such shortage. Such shut-downs could, particularly if they are for prolonged periods, have an adverse effect on our business, results of operations and financial condition.

45. *Our Company has availed certain unsecured loan which can be recalled at any time.*

Our Company has availed certain unsecured loan amounting to ₹ 20.00 lakhs as on September 30, 2023. The unsecured loan taken by our Company from Rupali Ramesh may be recalled at any time. Though our Company intends to repay the loan amount in near future, sudden recall may disrupt our operations and also may force us to find alternative sources of financing, which may not be available on commercially reasonable terms or at all and we may have to opt for funding at higher interest rates, resulting in higher financial burden. We may not have adequate working capital to meet business requirements of our Company, and, as a result, any such demand by the lenders may affect our business, cash flows, financial condition and results of operations. Further, in respect of such unsecured loan, no proper agreement has been executed between the parties. For further details, please refer to the section ***“Financial Indebtedness”*** beginning on page no. 203 of this Prospectus.

46. *There have been some instances of delayed filing of returns and depositing of statutory dues with regulatory authorities”*

In the past, our company has at several instances, delayed in filing GST returns, EPF returns and deposit of statutory dues, as a result of which, we have been required to pay the late filing fees along with interest on delayed deposit of due taxes and statutory dues. Although the late filing fees levied are not significant but if we continue this practice, the accumulated amounts of each delay may adversely affect our cash flows. In the event of any cognizance being taken by the concerned authorities in respect of above, actions may be taken against our Company and our directors, in which event the financials of our Company and our directors may be affected. For further details of certain material legal proceedings involving our Company, our Promoters, our directors, see ***“Outstanding Litigation and Material Developments”*** beginning on page 214 of this Prospectus.

47. *There are certain outstanding litigation involving our Company, which, if determined adversely, may affect our business, operations and our reputation.*

Our erstwhile partnership firm has filed a case u/s 138 of the Negotiable Instruments Act for recovery of Rs. 25.70 lacs from a party who failed to render service as promised and dishonoured the cheques given towards return of the advance amount by way of two cheques which dishonoured due to insufficient funds. Any adverse rulings in this case may impact our business and financial condition. For further information, see “**Outstanding Litigation and Material Developments**” beginning on page 214 of Prospectus.

48. *Certain relevant copies of experience certificates of our promoters/Directors are not traceable.*


Relevant copies of experience certificates of our Promoters/Directors are not traceable. We can't assure you that back-ups for the relevant copies of experience certificates will be available in a timely manner or at all. We have relied on personal undertakings provided from them.

49. *Our business requires us to obtain and renew certain licenses and permits from government, regulatory authorities and other national/ international corporations and the failure to obtain or renew them in a timely manner may adversely affect our business operations.*

Our business requires us to obtain and renew from time to time, certain approvals, licenses, registrations and permits. In addition, we require certain approvals, licenses, registrations and permissions under various regulations, guidelines, circulars and statutes regulated by authorities such as the Government of India, the State Governments and certain other regulatory and government authorities, for operating our business. In particular, we are required to obtain certificate of registrations for carrying on certain of our business activities from the Government of India, the State Governments and other such regulatory authorities that are subject to numerous conditions. If we fail to maintain such registrations and licenses or comply with applicable conditions, our certificate of registration for carrying on a particular activity may be suspended and/or cancelled and we will not then be able to carry on such activity. This could materially and adversely affect our business, financial condition and results of operations.

We and our customers, may require various regulatory approvals, sanctions, licenses, registrations and permissions including environmental clearances in connection with our operations and the various development activities involved in such orders. We or our customers may face significant uncertainties due to various factors in obtaining or maintaining such approvals. If such approvals are not obtained in a timely manner or at all, there may be a material adverse effect on various development activities, including our operations, thereby adversely affecting our results of operations and financial condition. Furthermore, our government approvals and licenses are subject to numerous conditions, some of which are onerous and require us to incur substantial expenditures. If we fail to comply or a regulator alleges that we have not complied with these conditions, our business, prospects, financial condition and results of operations may be adversely affected. While we typically apply for the renewal of any existing regulatory approvals prior to their expiry dates, there can be no assurance that we will receive such renewal in time or at all.

50. *The Logo used by our Company is currently not registered under Trade Marks Act, 1999. Failure to protect our intellectual property rights may adversely affect our competitive business position, financial condition and profitability.*

Presently, our Company is using logo  and we have made an application being number 5967507 on 5th June, 2023 for the registration of the same under the Trade Marks Act, 1999. Therefore, as on date we do not enjoy the statutory provisions that are accorded to a registered trademark. Further, we may not be able to detect any unauthorized use or infringement or take appropriate and timely steps to enforce or protect our intellectual property, nor can we provide any assurance that any unauthorized use or infringement will not cause damage to our business prospects. Thus, we cannot guarantee that the application made for registration of our trademark will be allowed. In case we are unable to obtain the registration for the said trademark in our name, our business revenues and profitability may be impacted. For more information about the licenses and registrations obtained and pending applications, see the section titled “**Government and Other Approvals**” beginning on Page 219 of this Prospectus.

- 51. *In addition to our existing indebtedness for our operations, we may be required to obtain further loan during the course of business. There can be no assurance that we would be able to service our existing and/or additional indebtedness.***

In addition to our existing indebtedness for our existing operations we may be required to raise further debt in the form of term loans and working capital loans in the course of business. Increased borrowings, if any, would adversely affect our debt-equity ratio and our ability to further borrow at competitive rates. Any failure to service our indebtedness or otherwise perform our obligations under our financing agreements could lead to a termination of one or more of our credit facilities, trigger cross default provisions, penalties and acceleration of amounts due under such facilities which may adversely affect our business, financial condition and results of operations. For further details of our indebtedness, please refer to the chapter titled ***“Financial Indebtedness”*** on page 203 of this Prospectus.

- 52. *We are subject to risks resulting from foreign exchange rate fluctuations, which could adversely affect our results of operations.***

Our revenue from international operations during the period ended September 30, 2023 Fiscal 2023, Fiscal 2022 and Fiscal 2021 as a percentage of total revenue was 2.09%, 3.93%, 0.05% and 2.10%, respectively. Our Company also imports certain of its raw materials and components from China and for the period ended September 30, 2023 and for fiscal 2023, 2022 and 2021, our imports accounted for 0.00%, 0.45%, 2.35% and 5.42% of total purchases respectively. Changes in currency exchange rates influence our results of operations.

Over dependence on exports and imports may adversely affect our profitability in case the trade relations of India with any of these countries get strained in the future or these countries face any sort of problems due to internal issues of their countries. Also, the exchange rate between the Indian Rupee and currencies of the export countries as well as import countries may fluctuate and adversely affect our results of operations. The exchange rate between the Indian Rupee and foreign currencies has fluctuated significantly in recent years and may continue to fluctuate in the future. Volatility in the exchange rate and/or sustained appreciation of the Indian Rupee will negatively impact our revenue and operating results. We presently do not enter into hedging contracts for hedging our foreign exchange risks.

- 53. *We have not made any alternate arrangements for meeting our regular working capital requirements. If our operations do not generate the necessary cash flow, our working capital requirements may negatively affect our operations and financial performance.***

As on date, we have not made any alternate arrangements for meeting our working capital requirements, other than the existing sanctioned limits. We meet our additional working capital requirements through internal accruals. Any shortfall in internal accruals and our inability to raise debt would result in us being unable to meet our working capital requirements, which in turn will negatively affect our financial condition and results of operations.

- 54. *Certain Agreements /deeds may be in the previous name of the company.***

Our certain agreements and deeds may be in the name of the erstwhile name of the company i.e., Presston Engineering Corporation and Presstonic Engineering Private Limited. In case we fail to change the name in the agreements and deeds, it may cause adverse effect on Our company's business.

- 55. *Certain agreements may be inadequately stamped or may not have been registered as a result of which our operations may be adversely affected.***

Few of our agreements may not be stamped adequately or registered. The effect of inadequate stamping is that the document may not be admissible as evidence in legal proceedings and parties to that agreement may not be able to legally enforce the same, except after paying a penalty for inadequate stamping. The effect of non-registration, in certain cases, may make the document inadmissible in legal proceedings. Any potential dispute vis-à-vis the said premises and our non-compliance of local laws relating to stamp duty and registration may impact the continuance of our activity from such premises. None of the Lease Deed/Agreements of Registered Office and Manufacturing Unit have been registered.

- 56. *We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.***

Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and cause serious harm to our reputation and goodwill of our Company. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees and agents may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected.

- 57. *Major fraud, lapses of internal control or system failures could adversely impact the company's business.***

Our Company is vulnerable to risk arising from the failure of employees to adhere to approved procedures, system controls, fraud, system failures etc. Failure to protect fraud or breach in security may adversely affect our Company's operations and financial performance. Our reputation could also be adversely affected by significant fraud committed by our employees, agents, customers or third parties.

- 58. *We may not be successful in implementing our business strategies.***

The success of our business depends substantially on our ability to implement our business strategies effectively. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted clients. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations.

- 59. *Some of the approvals are required to be updated consequent to the change in the name of our Company.***

The Partnership Firm i.e. Presston Engineering Corporation was converted into Presstonic Engineering Private Limited and thereafter the name of our Company has been changed to Presstonic Engineering Limited. Due to such conversion and change, our Company is required to change its name in all approvals, licenses, registrations and permits in the name of Presstonic Engineering Limited. While we have updated our name in some of the registrations, permits or approvals, we are still required to update our name in some of the remaining registrations, permits or approvals.

- 60. *Our lenders have charge over our Machinery, book debts, stocks in respect of finance availed by us.***

We have secured our lenders by creating a charge over our Machinery, Stocks, Book Debts etc. in respect of loans / facilities availed by us from banks. The total amounts outstanding and payable by us as secured loans were ₹ 2,110.82 Lakhs as on September 30, 2023. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our assets may be forfeited by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. For further information on the "**Financial Indebtedness**" please refer to page 203 of this Prospectus.

- 61. *Excessive dependence on Canara Bank in respect of Loan facilities obtained by our Company.***

Our company has been sanctioned significant portion of credit facilities by Canara Bank. The Company is dependent on such facility for its Overdraft facilities and other funding requirement and any default under such arrangement with such lender may create problem for operation of the Company, which may affect the financial stability of the Company. At the same time this may result into difficulty in arranging for funds for re-payment and may also adversely affect the financial position of the Company.

- 62. *Our Promoters have provided personal guarantees for loans availed by our Company. Our business, financial condition, results of operations, cash flows and prospects may be adversely affected by the invocation of all or any personal guarantees provided by our Promoter.***

Our Promoters have 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 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 Promoters may be required to liquidate their

shareholding in our Company to settle the claims of the lenders, thereby diluting their shareholding in our Company. Also, if our Promoters revoke their personal guarantees and we may not be successful in procuring alternate guarantees and property satisfactory to the lenders, as a result we 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 ***“Financial Indebtedness”*** on page no. 203 of this Prospectus.

- 63. *We provide after sales service to our customers. Any failure or deterioration of after sale service could have an adverse effect on our business, reputation, results of operations or financial condition.***

We believe that our ability to provide effective after sales service has played a huge part in our success. Effective after sales service ensures repeat customers and also adds to our brand value. We cannot guarantee that we will be able to maintain the standard and quality of our after-sale services considering the volumes and the increasing number of customers across geographical territories coupled with the complexity of the requirements of diverse segment of customers. The performance and quality of our after sales service to our customers is critical to the success of our business. The effectiveness and quality of our after sales service depends significantly on the engineers' skill and experience which in turn is dependent on the quality of training. We cannot give any assurance that training given to the field service engineers is adequate or that they will continue to provide services after completion of their training. Any failure or deterioration of after sale service could have an adverse effect on our business, reputation, results of operations or financial condition.

- 64. *An inability to renew quality accreditations in a timely manner or at all, or any deficiencies in the quality of our products may adversely affect our business prospects and financial performance.***

We obtain and maintain quality certifications and accreditations from independent certification entities and also comply with prescribed specifications and standards of quality approved by the Government in connection with the products we manufacture. Such specifications and standards of quality is an important factor in the success and wide acceptability of our products. If we fail to comply with applicable quality standards or if the relevant accreditation institute or agency declines to certify our products, or if we are otherwise unable to obtain such quality accreditations in the future, in a timely manner or at all, our business prospects and financial performance will be materially and adversely affected.

- 65. *Any destruction, breakdown, theft our major plants or equipment or failures to repair or maintain the same may adversely affect our business, cash flows, financial condition and results of operations.***

One of the objects of Issue is to fund the purchase of additional plant and equipment. We are planning to invest significantly on plant and machinery of latest technology and higher capacity and efficiency for our manufacturing facility. We own a large number of equipment and machinery used in our operations. To maintain our capability to undertake jobs, we may have to purchase machines and equipment built with the latest technologies and knowhow. We cannot assure you that we will be immune from the associated operational risks such as the obsolescence of our plants or equipment, destruction, theft or major equipment breakdowns or failures to repair our major plants or equipment, which may result in their unavailability, project delays, cost overruns and even defaults in our order book.

The latest technologies used in newer models of equipment may improve productivity significantly and render our older equipment obsolete. Obsolescence, destruction, theft or breakdowns of our major plants or equipment may significantly increase our equipment purchase cost and the depreciation of our plants and equipment, as well as change the way our management estimates the useful life of our plants and equipment. We may have to incur high cost when our plants or equipment are not readily available from the market or requires services from original equipment manufacturers. We may experience significant price increases due to supply shortages, inflation, transportation difficulties or unavailability of bulk discounts. Such replacement, repair or maintenance failures or price increases may not be adequately covered by the insurance policies availed by our Company and may have an adverse effect on our business, cash flows, financial condition and results of operations.

- 66. *Orders placed by customers may be delayed, modified, cancelled or not fully paid for by our customers, which may have an adverse effect on our business, financial condition and results of operations.***

We may encounter problems in executing the orders in relation to our products, or executing it on a timely basis. Moreover, factors beyond our control or the control of our customers may postpone the delivery of such products or cause its cancellation, including delays or failure to obtain necessary permits, authorizations, permissions and other types of difficulties or obstructions. Due to the possibility of cancellations or changes in scope and schedule of delivery of such products, resulting from our customer's discretion or problems we encounter in the delivery of such products or reasons outside our control or the control of our customers, we cannot predict with certainty when, if or to what

extent we may be able to deliver the orders placed. Additionally, delays in the delivery of such products can lead to customers delaying or refusing to pay the amount, in part or full, that we expect to be paid in respect of such products. In addition, even where a delivery proceeds as scheduled, it is possible that the contracting parties may default or otherwise fail to pay amounts owed. Any material delay, reduction in scope, cancellation, execution difficulty, payment postponement or payment default with regard to the orders placed with us, or disputes with customers in respect of any of the foregoing, any such adverse event in the future could materially harm our cash flow position and revenue of our company. Further, we operate in competitive markets in relation to our products where it is difficult to predict whether and when we will receive such awards. As a result, our results of operations can fluctuate from quarter to quarter and year to year depending on whether and when such orders are awarded to us and the commencement and progress of work under the orders placed. For further details of our business, please refer chapter titled ***“Our Business”*** beginning on Page 110 of this Prospectus.

67. *Some of the KMPs is associated with our company for less than one year.*

Our Company Secretary is associated with the Company for a period of less than one year therefore they may not have been accustomed to the company affairs till date. For details of Key Management Personnel and their appointment, please refer to chapter ***“Our Management”*** beginning on page 142 of this Prospectus.

68. *Our manufacturing Unit is situated in Bangalore, Karnataka and our operations may be affected by various factors associated with the region where we operate.*

Our manufacturing Unit is located in the state of Karnataka. This concentration of our business in state of Karnataka, subjects us to various risks, including but not limited to the following risks:

- regional slowdown;
- regional natural disasters;
- vulnerability to change of policies, laws and regulations or the political and economic environment of Karnataka;
- constraints on our ability to diversify across states;

Further, since our manufacturing operations are concentrated in Karnataka; any political disruptions, natural calamities or civil disruptions, opposition and protests, particularly in locations where we operate, could adversely affect our business operations or strategy. There is no assurance that such disruption in business operations would not bring any hindrance in the functioning of our manufacturing Unit. Consequently, our business, results of operations, cash flows and financial condition may be adversely affected.

69. *Our Directors and certain Key Management Personnel hold Equity Shares in our Company and are therefore interested in the Company's performance in addition to their remuneration and reimbursement of expenses.*

Certain of our Directors and Key Management Personnel are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. There can be no assurance that our Key Management Personnel will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Directors and our Key Management Personnel may take or block actions with respect to our business which may conflict with the best interests of the Company or that of minority shareholders. For details, see the section titled ***“Capital Structure”*** on Page 61 of this Prospectus. There is no assurance that our Directors and/or our key management personnel will not provide competitive services or otherwise compete in business lines in which we are already present or will enter into in the future.

70. *Our Company' insurance policies may not protect us against certain operational risks or claims by our employees.*

We maintain several insurance policies, including Burglary, insurance for Building and Plant & Machinery, Plant & Machinery and Finished Stocks. While it is believed that the insurance coverage maintained by the company would reasonably be adequate to cover all normal risks associated with the operation of our business, there can be no assurance that any claim under the insurance policies maintained by the company will be honoured fully, in part or on time, nor that we have taken out sufficient insurance to cover all material losses. If we were to suffer loss or damage resulting from not obtaining or maintaining insurance or exceeding our insurance coverage, the loss would have to be borne by us and it could have a material adverse effect on our results of operations and financial condition.

- 71. *The Promoter and Promoter Group will continue to exercise control post completion of the Issue and will have considerable influence over the outcome of matters.***

Upon completion of this Issue, our Promoter and Promoter Group will continue to own a majority of our Equity Shares. As a result, our Promoters will have the ability to exercise significant influence over all matters requiring shareholders' approval. Our Promoters will also be in a position to influence any shareholder action or approval requiring a majority vote, except where they may be required by the applicable law to abstain from voting. This control could also delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from obtaining control of our Company even if it is in the best interests of our Company. The interests of our Promoters could conflict with the interests of our other equity shareholders, and the Promoters could make decisions that materially and adversely affect your investment in the Equity Shares.

- 72. *Our Company does not have any listed peer companies for comparison of performance and therefore, investors must rely on their own examination of accounting ratios of our Company for the purposes of investment in the Issue.***

Business models of some of the listed companies which undertake certain business, which may be considered similar to our business are not comparable to our business model based on (i) percentage of contribution made by their business activities to the total revenue of these listed companies; and (ii) nature and extent of activities in diverse sectors undertaken by these listed companies. Therefore, there are no listed companies that may be considered as the peer group of our Company. Therefore, investors must rely on their own examination of accounting ratios of our Company for the purposes of investment in the Issue.

For Details of our financial ratios, please refer chapter titled ***“Financial Information as Restated”*** beginning on Page 166 of this Prospectus.

- 73. *We are subject to risks arising from interest rate fluctuations, which could adversely affect our business, financial condition and results of operations.***

Interest rates for borrowings have been volatile in India in recent periods. Our operations are funded to a significant extent by working capital debt facilities and increases in interest rate (and consequent increase in the cost of servicing such debt) may have an adverse effect on our results of operations and financial condition. Our current debt facilities carry interest at variable rates as well as fixed rates. Although we may in the future engage in interest rate hedging transactions from time to time, there can be no assurance that these agreements will protect us adequately against interest rate risks.

- 74. *The future operating results are difficult to predict and may fluctuate or adversely vary from the past performance.***

The company's operating results may fluctuate or adversely vary from past performances in the future due to a number of factors, many of which are beyond the company's control. The results of operations during any financial year or from period to period may differ from one another or from the expected results of operation. Its business, results of operations and financial conditions may be adversely affected by, inter alia, a decrease in the growth and demand for the products and services offered by us or any strategic alliances which may subsequently become a liability or non-profitable. Due to various reasons including the above, the future performance may fluctuate or adversely vary from our past performances and may not be predictable. For further details of our operating results, section titled ***“Financial Information as Restated”*** beginning on Page 166 of this Prospectus.

- 75. *Portion of our Issue Proceeds are proposed to be utilized for general corporate purposes amounting to ₹ 350.00 lakhs which constitute 15.02% of the total Issue Proceeds.***

As on date we have not identified the use of such funds. Portion of our Issue Proceeds are proposed to be utilized for general corporate purposes amounting to ₹ 350.00 lakhs which constitute 15.02% of the total Issue Proceeds. As on the date of this Prospectus, we have not identified the general corporate purposes for which these funds may be utilized. The deployment of such funds is entirely at the discretion of our management in accordance with policies established by our Board of Directors from time to time and subject to compliance with the necessary provisions of the Companies Act. For details, please refer the chapter titled ***“Objects of the Issue”*** beginning on Page 72 of this Prospectus.

- 76. *Our Board of Directors and management may change our operating policies and strategies without prior notice or shareholder approval.***

Our Board of Directors and management has the authority to modify certain of our operating policies and strategies without prior notice (except as required by law) and without shareholder approval. We cannot predict the effect that any changes to our current operating policies or strategies would have on our business, operating results and the price of our Equity Shares.

- 77. *Industry information included in this prospectus has been derived from industry reports. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.***

We have relied on the reports of certain independent third party for purposes of inclusion of such information in this prospectus. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective 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 for other economies 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 may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this prospectus.

B. Issue Related Risks

- 78. *In the event there is any delay in the completion of the Issue, there would be a corresponding delay in the completion of the objects of this Issue which would in turn affect our revenues and results of operations.***

The funds that we receive would be utilized for the Objects of the Issue as has been stated in the Chapter “*Objects of the Issue*” on page 72 of this Prospectus. The proposed schedule of implementation of the objects of the Issue is based on our management’s estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Issue, we may have to revise our business, development and working capital plans resulting in unprecedented financial mismatch and this may adversely affect our revenues and results of operations.

- 79. *There is no guarantee that our Equity Shares will be listed on the Emerge Platform of National Stock Exchange of India Limited in a timely manner or at all.***

In accordance with Indian law and practice, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Issue and until Allotment of Equity Shares pursuant to this Issue. In accordance with current regulations and circulars issued of SEBI, our Equity Shares are required to be listed on the Emerge Platform of National Stock Exchange of India Limited within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

- 80. *The requirements of being a public listed company may strain our resources and impose additional requirements.***

We have no experience as a public listed company or with the increased scrutiny of its affairs by shareholders, regulators and the public at large that is associated with being a public listed company. As a public listed company, we will incur significant legal, accounting, corporate governance, and other expenses that we did not incur as a unlisted company. We will also be subject to the provisions of the listing agreements signed with the Stock Exchange which require us to file unaudited financial results on a half-yearly basis. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, our management’s attention may be diverted from other business concerns, which could have an adverse effect on our business and operations. There can be no assurance that we will be able to satisfy our reporting obligations and/or readily determine and report any changes to our results of operations in a timely manner as other listed companies. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner.

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

The Issue price is based on numerous factors and may not be indicative of the market price for our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. There can be no assurance that you will be able to resell your Shares at or above the Issue Price. Among the factors that could affect our Share price are: variations in the rate of growth of our financial indicators, such as earnings per share, net profit and income; changes in income or earnings estimates or publication of research reports by analysts; speculation in the press or investment community; general market conditions; and domestic and international economic, legal and regulatory factors unrelated to our performance.

82. *After this Issue, the price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not be sustained.*

Prior to this Issue, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained upon the completion of this Issue. The initial public offering price of the Equity Shares offered hereby was determined through our negotiations with the LM and may not be indicative of the market price of the Equity Shares after this Issue. The market price of our Equity Shares after this Issue will be subject to significant fluctuations in response to, among other factors:

- variations in our operating results and the performance of our business;
- regulatory developments in our target markets affecting us, our customers, or our competitors;
- changes in financial estimates by securities research analysts;
- addition or loss of executive officers or key employees;
- loss of one or more significant customers;
- the performance of the Indian and global economy;
- significant developments in India's economic liberalization and deregulation policies, and the fiscal regime;
- volatility in the Indian and global securities markets;
- performance of our competitors and perception in the Indian market about investment in our industry; and
- adverse media reports, if any, on our Company, or the industry.

Many of these factors are beyond our control. There has been recent volatility in the Indian stock markets and our share price could fluctuate significantly as a result of such volatility in the future. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Issue, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Issue.

83. *The investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Issue.*

We have applied to National Stock Exchange of India Limited to use its name as the Stock Exchange in this offer document for listing our shares on the Emerge Platform of National Stock Exchange of India Limited. In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Offer will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a delay in listing the Equity Shares on the Emerge Platform of National Stock Exchange of India Limited. Any delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

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

Once listed, we would be subject to circuit breakers imposed by stock exchange, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on circuit breakers is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

- 85. *Any future issuance of Equity Shares may dilute the investors' shareholdings or sales of our Equity Shares by our Promoters or Promoter Group may adversely affect the trading price of our Equity Shares.***

Any future equity issuances by us or sales of our Equity Shares by our Promoters or Promoter Group may adversely affect the trading price of our Equity Shares and our Company's ability to raise capital through an issue of securities. In addition, any perception by potential investors that such issuances or sales might occur could also affect the trading price of our Equity Shares. Additionally, the disposal, pledge or encumbrance of our Equity Shares by any of our Company's major shareholders, or the perception that such transactions may occur may affect the trading price of our 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.

- 86. *Our Company has not paid any dividends till now and there can be no assurance that we will pay dividends in future.***

Our ability to pay dividends in the future will depend upon a variety of factors such as future earnings, financial condition, cash flows, working capital requirements, and restrictive covenants in our financing arrangements. Our Company has not paid any dividends till now and there can be no assurance that we will pay dividends in future. Our ability to pay dividends in the future will depend on our earnings, financial condition and capital requirements. Dividends distributed by us will attract dividend distribution tax at rates applicable from time to time. There can be no assurance that we will generate sufficient income to cover our operating expenses and pay dividends to our shareholders, or at all. Our ability to pay dividends could also be restricted under the existing or certain financing arrangements that we may enter into.

- 87. *Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.***

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see "**Dividend Policy**" on page 165 of this prospectus.

- 88. *You may be subject to Indian taxes arising out of capital gains on sale of Equity Shares.***

Under the current Indian Income Tax provisions, all transactions of purchase and sales of securities on Indian stock exchanges are subject to levy of securities transaction tax (STT) which will be collected by respective stock exchange on which the securities are transacted. Accordingly, the Indian Income Tax Act has special capital gains tax provisions for all transactions of purchase and sale of equity shares carried out on the Indian Stock Exchanges. Under the current Indian Income Tax provisions, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India.

- 89. *Applicants to this Issue are not allowed to withdraw their Applications after the Issue Closing Date.***

In terms of the SEBI (ICDR) Regulations, Applicants in this Issue are not allowed to withdraw their Applications after the Issue Closing Date. The Allotment in this Issue and the credit of such Equity Shares to the Applicant's demat account with its depository participant shall be completed within such period as prescribed under the applicable laws. There is no assurance, however, that material adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, material adverse changes in our business, results of operation or financial condition, or other events affecting the Applicant's decision to invest in the Equity Shares, would not arise between the Issue Closing Date and the date of Allotment in this Issue. Occurrence of any such events after the Issue Closing Date could also impact the market price of our Equity Shares. The Applicants shall not have the right to withdraw their applications in the event of any such occurrence. We cannot assure you that the market price of the Equity Shares will not decline below the Issue Price. To the extent the market price for the Equity Shares declines below the Issue Price after the Issue Closing Date, the shareholder will be required to purchase Equity Shares at a price that will be higher than the actual market price of the Equity Shares at that time. Should that occur, the shareholder will suffer an immediate unrealized loss as a result. We may complete the Allotment even if such events may limit the Applicants' ability to sell our Equity Shares after this Issue or cause the trading price of our Equity Shares to decline.

90. *Foreign investors may be restricted in their ability to purchase or sell Equity Shares.*

Under foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing and reporting requirements specified by the RBI or in the alternate, the pricing is in compliance with the extant provisions of SEBI ICDR Regulations. If the transfer of shares is not in compliance with such pricing or reporting requirements and does not 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 Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection or a tax clearance certificate from the income tax authority. We cannot assure that any required approval from the RBI or any other government agency can be obtained on any particular terms or at all.

91. *The investors may be restricted in their ability to exercise pre-emptive rights under Indian law and may be adversely affected by future dilution of their ownership position.*

Under the Companies Act, 2013, a Company incorporated in India must offer its holders of shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages before the issuance of any new shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the shares which are voted on the resolution. However, if the law of the jurisdiction the investors are in does not permit them to exercise their pre-emptive rights without us filing an offering document or registration statement with the applicable authority in the jurisdiction they are in, they will not be able to exercise their pre-emptive rights unless we make such a filing. If we elect not to make such a filing, the new securities may be issued to a custodian, who may sell the securities for the investors' benefit. The value such custodian would receive upon the sale of such securities if any, and the related transaction costs cannot be predicted. To the extent that the investors' are unable to exercise pre-emptive rights granted in respect of the Equity Shares, their proportional interest in us would be reduced.

92. *Rights of shareholders under Indian law may be more limited than under the laws of other jurisdictions.*

The Companies Act and related regulations, the Articles of Association, and the Listing Agreements to be entered into with the Stock Exchange govern the corporate affairs of the Company. The Legal principles relating to these matters and the validity of corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as a shareholder than as a shareholder of a corporation in another jurisdiction.

93. *Our Equity Shares are quoted in Indian Rupees in India, and therefore investors may be subject to potential losses arising out of exchange rate risk on the Indian Rupee and risks associated with the conversion of Indian Rupee proceeds into foreign currency.*

Investors are subject to currency fluctuation risk and convertibility risk since the Equity Shares are quoted in Indian Rupees on the Indian stock exchanges on which they are listed. Dividends on the Equity Shares will also be paid in Indian Rupees. The volatility of the Indian Rupee against the U.S. dollar and other currencies subjects investors who convert funds into Indian Rupees to purchase our Equity Shares to currency fluctuation risks.

EXTERNAL RISK FACTORS

94. *The COVID-19 pandemic, or any future pandemic or widespread public health emergency, could materially and adversely impact our business, financial condition, cash flows and results of operations.*

In late 2019, COVID-19 emerged and by March 11, 2020 was declared a global pandemic by The World Health Organization. Governments and municipalities around the world instituted measures in an effort to control the spread of COVID-19, including quarantines, shelter-in-place orders, school closings, travel restrictions, lock down of cities and closure of non-essential businesses. By the end of March, the macroeconomic impacts became significant, exhibited by, among other things, a rise in unemployment and market volatility. The outbreak of COVID-19 in many countries, including India, the United Kingdom and the United States, has significantly and adversely impacted economic activity and has contributed to significant volatility and negative pressure in financial markets, and it is possible that the outbreak of COVID-19 will cause a prolonged global economic crisis, recession or depression,

despite monetary and fiscal interventions by governments and central banks globally. On March 24, 2020, the Government of India ordered a national lockdown in response to the spread of COVID-19. Although some governments are beginning to ease or lift these restrictions, the impacts from the severe disruptions caused by the effective shutdown of large segments of the global economy remain unknown and no prediction can be made of when any of the restrictions currently in place will be relaxed or expire, or whether or when further restrictions will be announced.

The outbreak, or threatened outbreak, of any severe communicable disease (particularly COVID-19) could materially adversely affect overall business sentiment and environment, particularly if such outbreak is inadequately controlled. The spread of any severe communicable disease may also adversely affect the operations of our clients and service providers, which could adversely affect our business, financial condition and results of operations. The outbreak of COVID-19 has resulted in authorities implementing several measures such as travel bans and restrictions, quarantines, shelter in place orders, and shutdowns. These measures have impacted and may further impact our workforce and operations, the operations of our clients, and those of our respective service providers. There is currently substantial medical uncertainty regarding COVID-19. A rapid increase in severe cases and deaths where measures taken by governments fail or are lifted prematurely, may cause significant economic disruption in India and in the rest of the world. The scope, duration and frequency of such measures and the adverse effects of COVID-19 remain uncertain and could be severe. 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 used for our operations. 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. The spread of COVID-19 has caused us to modify our business practices (including employee travel, employee work locations, and cancellation of physical participation in meetings, events and conferences), and we may take further actions as may be required by government authorities or that we determine are in the best interests of our employees, customers, partners, and suppliers. There is no certainty that such measures will be sufficient to mitigate the risks posed by the outbreak, and our ability to perform critical functions could be harmed. The extent to which the COVID-19 further impacts our results will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the coronavirus and the actions taken globally to contain the coronavirus or treat its impact, among others. Existing insurance coverage may not provide protection for all costs that may arise from all such possible events. The degree to which COVID-19 impacts our results will depend on future developments, which are highly uncertain and cannot be predicted, including, but not limited to, the duration and spread of the outbreak, its severity, the actions taken to contain the outbreak or treat its impact, and how quickly and to what extent normal economic and operating conditions can resume. The above risks can threaten the safe operation of our facilities and cause disruption of operational activities, environmental harm, loss of life, injuries and impact the wellbeing of our people.

Further in case the lockdown is extended, it could result in muted economic growth or give rise to a recessionary economic scenario, in India and globally, which could adversely affect the business, prospects, results of operations and financial condition of our Company. The full extent to which the COVID-19 pandemic, or any future pandemic or widespread public health emergency impacts our business, operations and financial results will depend on numerous evolving factors that we may not be able to accurately predict, including: the scope, severity, and duration of the pandemic; actions taken by governments, business and individuals in response to the pandemic; the effect on customer demand for and ability to pay for our products; the impact on our capital expenditure; disruptions or restrictions on our employees' and suppliers' ability to work and travel; any extended period of remote work arrangements; and strain on our or our customers' business continuity plans, and resultant operational risk.

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

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our products may be adversely affected by an economic downturn in domestic, regional and global economies. Economic growth in the country in which we operate is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports of materials, global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production. Consequently, any future slowdown in the Indian economy could harm our business, results of operations, financial condition and cash flows. Also, a change in the government or a change in the economic and deregulation policies

could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margin.

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

Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business. Please refer to “**Key Industry Regulations and Policies**” on page 129 of this Prospectus for details of the laws currently applicable to us.

There can be no assurance that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. Our Company will comply with relevant regulations as and when applicable. However, any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment to, or change to governing laws, regulation or policy in the jurisdictions in which we operate may have a material adverse effect on our business, financial condition and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

GST has been implemented with effect from July 1, 2017 and has replaced the indirect taxes on goods and services such as central excise duty, service tax, central sales tax, state VAT and surcharge being collected by the central and state governments. The GST has led to increase tax incidence and administrative compliance. Any future amendments may affect our overall tax efficiency, and may result in significant additional taxes becoming payable.

Further, the general anti avoidance rules (“GAAR”) provisions have been made effective from assessment year 2018-19 onwards, i.e.; financial Year 2017-18 onwards and the same may get triggered once transactions are undertaken to avoid tax. The consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. If such tax laws, rules and regulations are amended, new adverse laws, rules or regulations are adopted or current laws are interpreted adversely to our interests, the results could increase our tax payments (prospectively or retrospectively) and/or subject us to penalties. Further, changes in capital gains tax or tax on capital market transactions or sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

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

Inflation is typically impacted by factors such as governmental policies, regulations, commodity prices, liquidity and global economic environment. Any change in the government or a change in the economic and deregulation policies could adversely affect the inflation rates. Continued high rates of inflation may increase our costs such as salaries, travel costs and related allowances, which are typically linked to general price levels. There can be no assurance that we will be able to pass on any additional costs to our clients or that our revenue will increase proportionately corresponding to such inflation. Accordingly, high rates of inflation in India could have an adverse effect on our profitability and, if significant, on our financial condition.

98. *Any downgrading of India's debt rating by an independent agency may harm our ability to raise financing.*

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely affect our ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our capital expenditure plans, business and financial performance and the price of our Equity Shares.

- 99. *We have not prepared, and currently do not intend to prepare, our financial statements in accordance with the International Financial Reporting Standards (“IFRS”). Our transition to IFRS reporting could have a material adverse effect on our reported results of operations or financial condition.***

Public companies in India, including us, may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap for convergence with IFRS announced by the Ministry of Corporate Affairs, Government of India through a press note dated January 22, 2010 (the “IFRS Convergence Note”). The Ministry of Corporate Affairs by a press release dated February 25, 2011 has notified that 35 Indian Accounting Standards are to be converged with IFRS. The date of implementation of such converged Indian accounting standards has not yet been determined. Our financial condition, results of operations, cash flows or changes in shareholders’ equity may appear materially different under IFRS than under Indian GAAP or our adoption of converged Indian Accounting Standards may adversely affect our reported results of operations or financial condition. This may have a material adverse effect on the amount of income recognized during that period and in the corresponding (restated) period in the comparative Fiscal/period.

- 100. *Financial difficulty and other problems in certain long-term lending institutions and investment institutions in India could have a negative impact on our business.***

We are exposed to the risks of the Indian financial system which may be affected by the financial difficulties faced by certain Indian financial institutions because the commercial soundness of many financial institutions may be closely related as a result of credit, trading, clearing or other relationships. This risk, which is referred to as “systemic risk,” may adversely affect financial intermediaries, such as clearing agencies, banks, securities firms and exchanges with whom we interact on a daily basis. Our transactions with these financial institutions expose us to credit risk in the event of default by the counter party, which can be exacerbated during periods of market illiquidity. As the Indian financial system operates within an emerging market, we face risks of a nature and extent not typically faced in more developed economies, including the risk of deposit runs notwithstanding the existence of a national deposit insurance scheme. The problems faced by individual Indian financial institutions and any instability in or difficulties faced by the Indian financial system generally could create adverse market perception about Indian financial institutions and banks. This in turn could adversely affect our business, financial condition, results of operations and cash flows.

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

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

- 102. *Political instability or changes in the Government could adversely affect economic conditions in India generally and our business in particular.***

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. Elimination or substantial change of policies or the introduction of policies that negatively affect the Company’s business could cause its results of operations to suffer. Any significant change in India’s economic policies could disrupt business and economic conditions in India generally and the Company’s business in particular.

- 103. *Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares.***

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India’s economy and our business. Incidents such as the Mumbai terrorist attacks and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade as well the global equity markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company’s business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

SECTION IV: INTRODUCTION

THE ISSUE

The present Issue of 32,36,800 Equity Shares in terms of prospectus has been authorized pursuant to a resolution of our Board of Directors held on August 14, 2023 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013, at the Extra Ordinary General Meeting of the members held on August 14, 2023.

The following is the summary of the Issue:

PARTICULARS	DETAILS
Present Issue ⁽¹⁾	Up to 32,36,800 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹72/- per Equity Share aggregating to ₹ 2,330.50 Lakhs.
Out of which:	
Market Maker Reservation Portion	Up to 1,63,200 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹72/- per Equity Share aggregating to ₹ 117.50 Lakhs.
Net Issue to the Public ⁽²⁾	Up to 30,73,600 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹72/- per Equity Share aggregating to ₹ 2,212.99 Lakhs.
Out of which:	
Allocation to Retail Individual Investors for up to Rs. 2.00 lakh	15,37,600 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹72/- per Equity Share aggregating to ₹ 1,107.07 Lakhs.
Allocation to other investors for above Rs. 2.00 lakh	15,36,000 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹72/- per Equity Share aggregating to ₹ 1,105.92 Lakhs.
Pre- and Post-Issue Equity Shares	
Equity Shares outstanding prior to the Issue	44,70,680 Equity Shares having face value of ₹10/- each
Equity Shares outstanding after the Issue*	77,07,480 Equity Shares having face value of ₹10/- each
Objects of the Issue	Please refer to the section titled “ <i>Objects of the issue</i> ” beginning on page no. 72 of this prospectus.
Issue Opens on	Monday, December 11, 2023
Issue Closes on	Wednesday, December 13, 2023

*Assuming Full Allotment

⁽¹⁾ The present Issue is being made by our Company in terms of Regulation 229(1) of the 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⁾ This Issue is being made in terms of Section IX of the SEBI (ICDR) Regulations 2018, as amended from time to time. The Issue is being made through the Fixed Price method and hence, as per Regulation 253, sub regulation (2) of SEBI (ICDR) Regulations 2018, the allocation in the net issue to public category shall be made as follow:

(a) Minimum 50% to the Retail individual investors; and

(b) remaining to:

- i. individual applicants other than retail individual investors; and
- ii. other investors including corporate bodies or institutions; irrespective of the number of specified securities applied for;

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

Explanation: For the purpose of Regulation 253, sub-Regulation (2), if the retail individual investor category is entitled to more than fifty percent of the issue size on proportionate basis, the retail individual investors shall be allocated that higher percentage.

For further details, kindly refer the chapter titled “*Terms of the Issue*” beginning on page 234 of this prospectus.

SUMMARY OF FINANCIAL INFORMATION

ANNEXURE-I RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Rs. in Lakhs)

	PARTICULARS	Note No	As at 30th Sep 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
	<u>EQUITY AND LIABILITIES</u>					
1)	Shareholders' funds					
a	Share capital	V-1	447.07	223.53	223.53	223.53
b	Reserves and surplus	V-2	198.50	269.83	13.69	(0.37)
2)	Non-Current Liabilities					
a	Long-term borrowings	V-3	238.10	333.96	432.54	375.65
b	Deferred tax liabilities	V-4	-	-	-	-
c	Long-term provisions	V-5	14.89	15.34	11.78	9.59
3)	Current liabilities					
a	Short-term borrowings	V-6	1,298.87	1,311.31	1,364.54	1,399.30
b	Trade payables	V-7				
	total outstanding dues of micro enterprises and small enterprises; and		-	-	-	-
	total outstanding dues of creditors other than micro enterprises and small enterprises		338.21	345.56	328.61	299.73
c	Other current liabilities	V-8	164.17	139.16	114.13	78.06
d	Short-term provisions	V-9	150.88	98.99	7.89	1.48
	TOTAL		2,850.69	2,737.68	2,496.71	2,386.97
	<u>ASSETS</u>					
1)	Non-current assets					
a	Property, Plant and Equipment and Intangible Assets	V-10				
	Property, Plant and Equipment	(i)	350.71	378.88	458.94	347.57
	Intangible assets	(ii)	0.75	1.35	4.95	7.72
	Capital work-in-progress	(iii)	398.33	373.56	269.00	133.86
b	Deferred tax assets (net)	V-4	14.22	12.92	7.66	6.72
c	Other non-current assets	V-11	22.50	22.80	21.30	21.30
2)	Current assets					
a	Inventories	V-12	1,094.02	1,087.06	1,062.85	1,073.42
b	Trade receivables	V-13	558.74	524.50	292.54	323.20
c	Cash and Bank Balances	V-14	267.16	219.64	188.80	238.11
d	Short-term loans and advances	V-15	84.93	57.63	131.33	175.73
e	Other current assets	V-16	59.33	59.33	59.33	59.33
	TOTAL		2,850.69	2,737.68	2,496.71	2,386.97

For further details, kindly refer the chapter titled **“Financial Statements as Restated”** beginning on page 166 of this prospectus.

ANNEXURE-II
RESTATED STATEMENT OF PROFIT AND LOSS

(Rs in Lakhs except per share data)

	PARTICULARS	Note No	Half year ended 30th Sep 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
I	Revenue from operations	V-17	1,425.21	2,103.06	1,262.80	761.36
II	Other Income	V-18	6.46	10.20	9.41	8.08
III	Total Income (I + II)		1,431.67	2,113.27	1,272.21	769.44
IV	Expenses					
	Cost of materials consumed	V-19	652.17	798.41	391.07	237.14
	Changes in inventories	V-20	-43.77	78.19	108.40	(173.89)
	Employee benefits expense	V-21	94.71	115.11	97.79	129.92
	Finance costs	V-22	143.62	262.84	217.78	244.12
	Depreciation and amortisation expense	V-23	35.08	87.94	71.19	78.48
	Other expenses	V-24	346.29	415.22	364.53	275.47
	Total expenses		1,228.10	1,757.71	1,250.77	791.25
V	Profit before exceptional and extraordinary items and tax (III - IV)		203.57	355.55	21.44	(21.80)
VI	Exceptional items		-	-	-	-
VII	Profit before extraordinary items and tax (V - VI)		203.57	355.55	21.44	(21.80)
VIII	Extraordinary items		-	-	-	-
IX	Profit before tax (VII- VIII)		203.57	355.55	21.44	(21.80)
X	Tax expense:					
	Current Tax		52.66	104.67	8.33	1.86
	Deferred Tax		(1.30)	(5.26)	(0.95)	(6.72)
XI	Profit After Tax (IX-X)		152.21	256.14	14.06	(16.94)
	Earnings per equity share:					
	Basic & Diluted		3.40	5.73	0.31	-

For further details, kindly refer the chapter titled **“Financial Statements as Restated”** beginning on page 166 of this prospectus.

ANNEXURE III
RESTATED CASH FLOW STATEMENT

(Rs. in Lakhs)

PARTICULARS	Half Year Ended	For the Year Ended		
	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
A) Cash Flow From Operating Activities :				
Net Profit before tax	203.57	355.55	21.44	(21.80)
Adjustment for :				
Depreciation and amortization	35.08	87.94	71.19	78.48
Interest Paid	143.62	262.84	217.78	244.12
Provision for Gratuity	1.23	3.69	2.35	2.35
Interest Income	(5.64)	(9.49)	(8.93)	(7.62)
Operating profit before working capital changes	377.86	700.54	303.84	295.53
Changes in Working Capital				
(Increase)/Decrease in Trade Receivables	(34.24)	(231.96)	30.65	(121.93)
(Increase)/Decrease in Inventory	(6.96)	(24.22)	10.58	(214.13)
(Increase)/Decrease in Short Term Loans & Advances	(27.30)	73.70	48.40	133.00
(Increase)/Decrease in Other Current Assets	0.00	-	-	(59.33)
(Increase)/Decrease in Other Non Current Assets	0.30	(1.50)	-	0.10
Increase/(Decrease) in Trade Payables	(7.35)	16.94	28.88	58.09
Increase/(Decrease) in Other Current Liabilities	25.01	24.76	36.06	44.22
Cash generated from operations	327.33	558.27	458.41	135.53
Taxes Paid	(2.46)	(13.43)	(6.07)	(0.80)
Net cash flow from operating activities A	324.87	544.84	452.34	134.73
B) Cash Flow From Investing Activities :				
Net Sale /Purchase of Property, plant & equipment	(6.31)	(4.28)	(179.79)	(93.13)
Capital Work in Progress	(24.77)	(104.56)	(135.14)	(33.73)
Investment made/Sold during the year	-	-	-	15.00
Interest Income	5.64	9.49	8.93	7.62
Net cash flow from investing activities B	(25.44)	(99.35)	(306.00)	(104.24)
C) Cash Flow From Financing Activities :				
Additional Capital From Partners	-	-	-	27.10
Repayment of capital on conversion	-	-	-	(82.47)
Increase/(Decrease) in Short Term Borrowings	(12.44)	(53.23)	(34.76)	449.97
Increase/(Decrease) in Long Term Borrowings	(95.86)	(98.59)	56.90	(42.69)
Interest Paid	(143.62)	(262.84)	(217.78)	(244.12)
Net cash flow from financing activities C	(251.92)	(414.65)	(195.65)	107.79
Net Increase/(Decrease) In Cash & Cash Equivalents (A+B+C)	47.51	30.84	(49.30)	138.28
Cash and Bank Balances at the beginning of the year	219.64	188.80	238.11	99.83
Cash and Bank Balances at the end of the year	267.16	219.65	188.80	238.11
Notes:-				
PARTICULARS	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Component of Cash and Cash equivalents				
Cash on hand	5.99	6.30	4.57	2.03
Balance With banks	62.76	20.01	2.56	45.75
Other Bank Balances				
Balances with banks to the extent held as margin money or security against the borrowings, guarantees	198.41	193.34	181.68	190.33

1) Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the company are segregated.

2) The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated summary financial information (Annexure IV) are an integral part of this statement.

See accompanying notes to the restated financial statements

For further details, kindly refer the chapter titled **“Financial Statements as Restated”** beginning on page 166 of this prospectus.

SECTION V: GENERAL INFORMATION

GENERAL INFORMATION

Our Company was originally formed as a Partnership Firm under the name and style of “**Presston Engineering Corporation**” pursuant to a Deed of Partnership dated June 03, 1996. M/s. Presston Engineering Corporation was thereafter converted into a Private Limited Company in the name of “**Presstonic Engineering Private Limited**” on March 23, 2021 under the provisions of the Companies Act, 2013 bearing Corporate Identification Number U28995KA2021PTC145718 issued by Registrar of Companies, Central Registration Centre. Subsequently, our company was converted into Public Limited Company under the Companies Act, 2013 and the name of our Company was changed to “**Presstonic Engineering Limited**” vide a fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company dated July 31, 2023 bearing Corporate Identification Number U28995KA2021PLC145718 issued by Registrar of Companies – Bangalore. For further details of change in name and registered office of our company, please refer to section titled “**Our History and Certain Corporate Matters**” beginning on page no 138 of the Prospectus.

Brief of Company and Issue Information	
Registered & Corporate Office	Presstonic Engineering Limited Sy. No. 2, Khatha No. 145, Hoysala Main Road, Pillappa Industrial Layout, Srigandhadakavalu, Sunkadakatte, Viswaneedam, Bangalore, North Bangalore, Karnataka – 560091, India Contact Person: Mrs. Sudha Gajanana Hegde Contact No: +91 80 23480001 Email ID: cs@presstonengg.co Website: www.presstonic.com
Date of Incorporation	March 23, 2021
Corporate Identification Number	U28995KA2021PLC145718
Company Category	Company Limited by Shares
Company Subcategory	Indian Non-Government Company
Address of Registrar of Companies	Registrar of Companies - Bangalore 'E' Wing, 2nd Floor, Kendriya Sadana, Kormangala, Bangalore-560034, Karnataka
Designated Stock Exchange[^]	National Stock Exchange of India Limited, SME EMERGE Platform of NSE (“NSE EMERGE”) Exchange Plaza, Plot no. C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai – 400051
Company Secretary and Compliance Officer	Mrs. Sudha Gajanana Hegde Presstonic Engineering Limited Sy. No. 2, Khatha No. 145, Hoysala Main Road, Pillappa Industrial Layout, Srigandhadakavalu, Sunkadakatte, Viswaneedam, Bangalore, North Bangalore, Karnataka – 560091, India Contact No: +91 77956 36079 Email ID: cs@presstonengg.co Website: www.presstonic.com
Chief Financial Officer	Mr. Yermal Giridhar Rao Presstonic Engineering Limited Sy. No. 2, Khatha No. 145, Hoysala Main Road, Pillappa Industrial Layout, Srigandhadakavalu, Sunkadakatte, Viswaneedam, Bangalore, North Bangalore, Karnataka – 560091, India Contact No: +91 93412 27833 Email ID: giri@presstonengg.co Website: www.presstonic.com

Brief of Company and Issue Information

Peer Review / Statutory Auditor of the company	M/s. G R S M & Associates , Chartered Accountants No. 8/90, 1st Floor, Pampa Mahakavi Road, Shankarapuram, Bangalore – 560004, Karnataka, India Contact Person: Mr. Rajgopal A Email ID: rajgopal@grsmca.com Contact No.: +91 98450 08345 Designation: Partner Membership No.: 205296 Firm Registration No: 000863S Peer Review Certificate No: 013045, Valid up to April 30, 2024
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^ In compliance with Regulation 230(1)(a) of SEBI (ICDR) Regulation, 2018, we have made an application to NSE on the EMERGE Platform only for listing of our equity shares.

Board of Directors of Our Company

Our Company's Board comprises of the following Directors:

Sl. No.	Name of the Director	DIN	Current Designation	Age	Address
1	Herga Poornachandra Kedilaya	09120129	Managing Director	52	No 151 Ashwini, 11 th Main Between 16 th and 17 th Cross, Near Cloud Nine Hospital, Malleswaram, Bangalore – 560055, Karnataka
2	Yermal Giridhar Rao	09120130	Joint Managing Director	53	No B-208 Renaissance Temple Bells, Yeswanthpuram, Opp Iskcon Temple, Bangalore – 56022, Karnataka
3	Kodipadi Yerkadithaya Supriya Murthy	10191903	Non-Executive Director	57	#8 Ayodhya, 24 th Main Road, Near RV Dental College, JP Nagar, 1 st Phase, South Bangalore – 560078, Karnataka
4	Vidyalakshmi Rao	10191959	Non-Executive Director	45	No B-208 Renaissance Temple Bells, Yeswanthpuram, Opp Iskcon Temple, Bangalore – 56022, Karnataka
5	Nagendra Dattathreya Rao	05100840	Independent Director	51	#130, Shree Ranga, 4th Main, Near Srinivasa Kalyana mantapa, Anjaneyanagar, Banashankari 3rd Stage, Bangalore – 560085, Karnataka
6	Jyotsna Rajsekar Belliappa	07241358	Independent Director	58	No S-1, 2 nd Floor, Chamundi Aprt, Lakshmipuram, JLB Road, Mysore – 570004, Karnataka

For further details of the Board of Directors, please refer to the Section titled **"Our Management"** beginning on page no 142 of this prospectus.

Details of Key Intermediaries pertaining to this Issue and our Company:

LEAD MANAGER	REGISTRAR TO THE ISSUE
FINSHORE MANAGEMENT SERVICES LIMITED 'Anandlok', Block-A, 2 nd Floor, Room No. 207, 227 A.J.C Bose Road, Kolkata-700020, West Bengal, India Telephone: 033 – 2289 5101 / 4603 2561 Email: info@finshoregroup.com Website: www.finshoregroup.com Investor Grievance Email: investors@finshoregroup.com Contact Person: Mr. S. Ramakrishna Iyengar SEBI Registration No: INM000012185 CIN: U74900WB2011PLC169377	CAMEO CORPORATE SERVICES LIMITED "Subramanian Building", #1, Club House Road, Chennai - 600 002, India Telephone: +91-44-40020700, 28460390 Facsimile: +91-44-28460129 Email: ipo@cameoindia.com Contact Person: Ms. K. Sreepriya Website: www.cameoindia.com SEBI Registration Number: INR000003753 CIN: U67120TN1998PLC041613

BANKER TO THE ISSUE AND SPONSOR BANK	LEGAL ADVISOR TO THE ISSUE
ICICI Bank Limited Capital Market Division, 163, 5 th Floor, HT Parekh Marg, Backbay Reclamation, Churchgate, Mumbai-400020 Tel No.: 022 - 68052182 Email: ipo.cmg@icicibank.com Website: www.icicibank.com Contact Person: Mr. Varun Badai	J. MUKHERJEE & ASSOCIATES D-1, MMS Chambers, 1 st Floor, 4A Council House Street, Kolkata-700001, West Bengal, India Telephone: +91 9830640366 Email ID: jmukherjeeandassociates@gmail.com Contact Person: Mr. Jayabrata Mukherjee

Note: Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Issue and/or the Lead Manager, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc. For all Issue related queries and for redressal of complaints, Applicants may also write to the Lead Manager. All complaints, queries or comments received by Stock Exchange/SEBI shall be forwarded to the Lead Manager, who shall respond to the same.

All grievances in relation to the application through 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, giving details such as the full name of the sole or First Applicant, ASBA Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of ASBA Form, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder, ASBA Account number in which the amount equivalent to the Bid Amount was blocked and UPI ID used by the Retail Individual Investors. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

Statement of Inter Se Allocation of Responsibilities

Finshore Management Services Limited is the sole Lead Manager to this Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

Self-Certified Syndicate Banks ("SCSBs")

The lists of banks that have been notified by SEBI to act as SCSB for the ASBA process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For details of the Designated Branches which shall collect Application Forms, please refer to the above-mentioned SEBI link.

Issuer Banks for UPI

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Issuer Bank for UPI mechanism are provided on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the above-mentioned SEBI link.

Registered Brokers

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the Stock Exchange, at National Stock Exchange of India Limited at www.nseindia.com as updated from time to time.

Brokers to This Issue

All brokers registered with SEBI and members of the Recognised Stock Exchange can act as brokers to the Offer.

Registrar to Issue and Share Transfer Agents

The list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of Stock Exchange at National Stock Exchange of India Limited, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange at National Stock Exchange of India Limited, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Credit Rating

This being an Issue of Equity Shares, credit rating is not required.

Trustees

As the Issue is of Equity Shares, the appointment of trustees is not required.

Debenture Trustees

As the Issue is of Equity Shares, the appointment of Debenture trustees is not required.

IPO Grading

Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 there is no requirement of appointing an IPO Grading agency.

Monitoring Agency

As per regulation 262(1) of the SEBI ICDR Regulations 2018, the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs.10,000 Lakhs. Since the Issue size is only of ₹ 2,330.50 Lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

Appraising Entity

No appraising entity has been appointed in respect of any objects of this Issue.

Filing of Draft Prospectus/Prospectus with the SEBI/ROC

In terms of Regulation 246(1) of the SEBI (ICDR) Regulations, 2018, a copy of the Prospectus shall be filed with the Board (SEBI) through the Lead Manager, immediately upon filing of the offer document with the Registrar of Companies. However, as per Regulation 246(2) of the SEBI (ICDR) Regulations, 2018, the Board (SEBI) shall not issue any observation on the offer document.

In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, 2018, a copy of the Prospectus shall also be furnished to the Board in a soft copy.

A copy of the Prospectus shall be filed electronically with the SEBI through the SEBI intermediary portal at <https://siportal.sebi.gov.in> in terms of the circular (No. SEBI/HO/CFD/DIL1/CIR/P/2018/011) dated January 19, 2018 issued by the SEBI and with the Designated Stock Exchanges. Further, in light of the SEBI notification dated March 27, 2020, a copy of the Prospectus will be mailed at the e-mail address: cfddil@sebi.gov.in

A copy of the Prospectus, along with the documents required to be filed under Section 26 & 32 of the Companies Act, 2013 would be delivered for filing to the **Registrar of Companies – Bangalore**.

Issue Programme

Issue Opening Date	Monday, December 11, 2023
Issue Closing Date	Wednesday, December 13, 2023
Finalisation of Basis of Allotment with NSE EMERGE	Thursday, December 14, 2023 (T+1)
Initiation of Allotment / Refunds/ unblocking of ASBA Accounts	Friday, December 15, 2023 (T+2)
Credit of Equity Shares to demat accounts of the Allottees	Friday, December 15, 2023 (T+2)
Commencement of trading of the Equity Shares on NSE EMERGE	Monday, December 18, 2023 (T+3)

Expert Opinion

Our Company has not obtained any expert opinions except we have received consent from the Peer Review Auditors of the Company to include their name as an expert in this prospectus in relation to the (a) Peer Review Auditors' reports on the restated Audited financial statements; and (b) Statement of Tax Benefits by the Peer review Auditors and such consent has not been withdrawn as on the date of this prospectus.

Change in Auditors during the last three (3) years

Name of the Auditor	M/s. D. N. Joshi & Co.	M/s. Prasad Girish and Co.	M/s. GRSM & Associates
FRN/Mem. No	205216	002754S	000863S
Peer Review No.	-	--	013045
Date of Appointment	31-03-2021	23-05-2022	03-07-2023
Date of Resignation	08-03-2022	01-07-2023	--
Period From	23-03-2021	01-04-2021	01-04-2023
Period to	31-03-2021	31-03-2023	31-03-2024
Email ID	dnjoshi1970@gmail.com	prasadgirishco@yahoo.com	services@grsmca.com
Address	No.14, Sri Samartha, 60 Feet Road, Pattegarpalya Main Road, (Opp. to Shk Kalyana Mantapa), Bangalore – 560079, Karnataka, India	No. 5, 3 rd Cross, 4 th Block, Kumara Park West, Bangalore – 560020, Karnataka, India	No. 8/90, 1 st Floor, Pampa Mahakavi Road, Shankarapuram, Bangalore – 560004, Karnataka, India
Reason for Change	Due to pre-occupation in other assignments	Due to absence of experience staff, Firm not in a position to do the Audit of the Company	Appointed in case of Casual Vacancy and Holds a Peer Review Certificate

Underwriter

In terms of Regulation 260 (1) of the SEBI (ICDR) Regulations, 2018, the initial public offer shall be underwritten for hundred per cent (100%) of the offer and shall not be restricted up to the minimum subscription level and as per sub regulation (2) The lead manager(s) shall underwrite at least fifteen per cent of the issue size on their own account(s).

Our Company and Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated December 01, 2023 and pursuant to the terms of the underwriting agreement, obligations of the underwriter are subject to certain conditions specified therein. The underwriter has indicated their intention to underwrite following number of specified securities being offered through this Issue.

Name, Address, Telephone, and Email of the Underwriter	Indicated number of Equity Shares to be Underwritten	Amount Underwritten	% of the total Issue Size Underwritten
Finshore Management Services Limited Anandlok, Block-A, 2 nd Floor, Room No. 207, 227 A.J.C. Bose Road, Kolkata-700020, West Bengal, India Tel No: 033 – 2289 5101 / 4603 2561 Website: www.finshoregroup.com Email: info@finshoregroup.com Investor Grievance Email: investors@finshoregroup.com Contact Person: Mr. S. Ramakrishna Iyengar SEBI Registration No: INM000012185	32,36,800 Equity Shares*	₹ 2,330.50 Lakhs	100.00%

*Includes 1,63,200 Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker vide their agreement dated December 01, 2023 in order to comply with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, as amended.

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

Details of Market Making Arrangement for This Issue

Our Company and the Lead Manager has entered into Market Making Agreement dated December 01, 2023 with the following Market Maker to fulfil the obligations of Market Making for this Issue:

Name	Nikunj Stock Brokers Limited
Address	A-92, Ground Floor, Left Portion, Kamla Nagar, New Delhi-110007
Contact Person	Mrs. Monika
Telephone	+91 11 49863108 / +91 8700240043
E-mail	complianceofficer@nikunjonline.com
Website	www.nikunjonline.com
SEBI Registration No	INZ000169335
CIN	U74899DL1994PLC060413
MM Registration No.	NSE/MEM/278/06913

M/s. Nikunj Stock Brokers Limited, registered with National Stock Exchange of India Limited, will act as the market maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified in SEBI (ICDR) Regulations as amended from time to time.

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

- *In terms of regulation 261(1) of SEBI ICDR Regulations 2018, the Market Making arrangement through the Market Maker will be in place for a period of three years from the date of listing of our Equity Shares and shall be carried out in accordance with SEBI ICDR Regulations and the circulars issued by the NSE and SEBI regarding this matter from time to time.*
- *In terms of regulation 261(2) of SEBI ICDR Regulations 2018, The market maker or issuer, in consultation with the lead manager(s) may enter into agreements with the nominated investors for receiving or delivering the specified securities in market making, subject to the prior approval of the NSE EMERGE.*
- *In terms of regulation 261(3) of SEBI ICDR Regulations 2018, Following is a summary of the key details pertaining to the Market Making arrangement*
 1. The Market Maker “Nikunj Stock Brokers Limited” shall be required to provide a two-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).
 2. 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 NSE EMERGE and SEBI from time to time.
 3. The Market Maker is required to comply with SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012 and SEBI ICDR Regulations and relevant Exchange Circulars requirement for Market Makers on SME platform.
 4. The minimum depth of the quote shall be Rs.1.00 Lakh. However, the investors with holdings of value less than Rs. 1.00 Lakh shall be allowed to offer their holding to the Market Maker 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.
 5. 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.
 6. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on NSE EMERGE (in this case currently the minimum trading lot size is 1,600 equity shares; however, the same may be changed by the NSE EMERGE from time to time).
 7. The shares of the Company will be traded in Trade for Trade Segment for the first 10 days from commencement of trading (as per SEBI Circular no: CIR/MRD/DP/ 02/2012 dated January 20, 2012) on EMERGE Platform of NSE and market maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.

8. The Market Maker shall start providing quotes from the day of the listing / the day when designated as the Market Maker for the respective scrip and shall be subject to the guidelines laid down for market making by the National Stock Exchange of India Limited.
9. 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.
10. In terms of regulation 261(6) of SEBI ICDR Regulations 2018, Market Maker shall not buy the Equity Shares from the Promoters or Persons belonging to promoter group of **Presstonic Engineering Limited** or any person who has acquired shares from such promoter or person belonging to promoter group, during the compulsory market making period.
11. In terms of regulation 261(7) of SEBI ICDR Regulations 2018, The Promoters' holding of **Presstonic Engineering Limited** shall not be eligible for offering to the Market Maker during the Compulsory Market Making Period. However, the promoters' holding of **Presstonic Engineering Limited** which is not locked-in as per the SEBI (ICDR) Regulations, 2018 as amended, can be traded with prior permission of the EMERGE Platform of NSE, in the manner specified by SEBI from time to time.
12. The Lead Manager may be represented on the Board of the Issuer Company in compliance with Regulation 261 (8) of SEBI (ICDR) Regulations, 2018.
13. The Market Maker shall not be responsible to maintain the price of the Equity Shares of the Issuer Company at any particular level and is purely supposed to facilitate liquidity on the counter of **Presstonic Engineering Limited** via its 2-way quotes. The price of the Equity Shares shall be determined and be subject to market forces.
14. **Risk containment measures and monitoring for Market Maker:** NSE EMERGE will have all margins which are applicable on the 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.
15. **Punitive Action in case of default by Market Maker(s):** 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 they are 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.

The Market Maker(s) shall have the right to terminate said arrangement by giving 3 (three) months' notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).

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 Lead Manager to arrange for another Market Maker(s) 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. Further the Company and the Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the relevant laws and regulations applicable at that particular point of time.

16. 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

17. 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 Rs.20 Crore	25%	24%
Rs. 20 to Rs.50 Crore	20%	19%
Rs. 50 to Rs.80 Crore	15%	14%
Above Rs. 80 Crore	12%	11%

18. 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.

19. **Price Band and Spreads:** 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:

- 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.
- 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 trading shall take place in TFT segment for first 10 days from commencement of trading. 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.

- *In terms of regulation 261(4) of SEBI ICDR Regulations 2018, The specified securities being bought or sold in the process of market making may be transferred to or from the nominated investors with whom the lead manager(s) and the issuer have entered into an agreement for market making: Provided that the inventory of the market maker, as on the date of allotment of the specified securities, shall be at least five per cent. of the specified securities proposed to be listed on NSE EMERGE.*
- *In terms of regulation 261(5) of SEBI ICDR Regulations 2018, The market maker shall buy the entire shareholding of a shareholder of the issuer in one lot, where the value of such shareholding is less than the minimum contract size allowed for trading on the NSE EMERGE: Provided that market maker shall not sell in lots less than the minimum contract size allowed for trading on the NSE EMERGE.*

SECTION VI: CAPITAL STRUCTURE

CAPITAL STRUCTURE

Our Equity Share capital before the Issue and after giving effect to the Issue, as at the date of this prospectus, is set forth below:

(Rs. in Lakhs except share data)

No.	Particulars	Aggregate Nominal Value	Aggregate Value at Issue Price
A.	Authorized Share Capital		
	80,00,000 Equity Shares of ₹10/- each	800.00	--
B.	Issued, Subscribed & Paid-up Share Capital prior to the Offer ⁽¹⁾		
	44,70,680 Equity Shares of ₹10/- each	447.07	--
C.	Present issue in terms of the prospectus ⁽²⁾		
	32,36,800 Equity Shares of ₹10/- each for cash at a price of ₹72/- per share	323.68	2,330.50
Which Comprises of			
D.	Reservation for Market Maker portion		
	1,63,200 Shares of ₹10/- each for cash at a price a ₹72/- per Equity Share	16.32	117.50
E.	Net Issue to the Public		
	30,73,600 Equity Shares of ₹10/- each for cash at a price a ₹72/- per Equity Share, out of which:	307.36	2,212.99
	15,37,600 Equity Shares of ₹10/- each for cash at a price a ₹72/- per Equity Share will be available for allotment to Retail Individual Investors of up to ₹2.00 lakhs	153.76	1,107.07
	15,36,000 Equity Shares of ₹10/- each for cash at a price a ₹72/- per Equity Share will be available for allocation for allotment to Other Investors of above ₹2.00 lakhs	153.60	1,105.92
F.	Paid up Equity capital after the Issue		
	77,07,480 Equity Shares of ₹10/- each	770.75	
G.	Securities Premium Account		
	Before the Issue	Nil	
	After the Issue	2,006.82	

⁽¹⁾ Our Company has only one class of share, i.e., Equity Shares having face value of ₹10/- each and there are no partly paid-up Equity Shares or preference shares or convertible securities outstanding for conversion as on the date of this prospectus.

⁽²⁾ The present Issue of 32,36,800 Equity Shares in terms of prospectus has been authorized pursuant to a resolution of our Board of Directors dated **August 14, 2023** and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General meeting of the members held on **August 14, 2023**.

Details of changes in Authorized Share Capital of our Company since incorporation:

Date of Shareholders approval	EGM/AGM/ Postal Ballot	Authorized Share Capital (Rs.)	Details of change
23-03-2021	On Incorporation	3,00,00,000	Incorporated with an Authorized Share Capital of ₹3,00,00,000 comprising of 30,00,000 Equity Shares of ₹10/- each.
27-04-2023	EGM	8,00,00,000	Increase in Authorized Share Capital from ₹3,00,00,000 comprising of 30,00,000 Equity Shares of ₹10/- each to ₹ 8,00,00,000 comprising of 80,00,000 Equity Shares of ₹10/- each.

Notes to Capital Structure

Share capital history of our Company

(a) Equity shares capital history of our Company:

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

Date of Allotment	No. of Equity Shares	Face Value (In ₹)	Issue Price (In ₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-up Capital (in ₹)	Cumulative Share Premium (in ₹)
23-03-2021 ⁽¹⁾	22,35,340	10.00	10.00	Cash	Subscription to MOA	22,35,340	2,23,53,400	-
22-05-2023 ⁽²⁾	22,35,340	10.00	-	Nil	Bonus Issue	44,70,680	4,47,06,800	-

(1) Allotment on Initial subscription to the Memorandum of Association dated 23-03-2021:

Sl. No.	Name of the allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares allotted
1	Herga Poornachandra Kedilaya	10.00	10.00	Subscription to MOA	11,17,670
2	Yermal Giridhar Rao	10.00	10.00	Subscription to MOA	11,17,670
Total					22,35,340

(2) Further on 22-05-2023, Company has allotted 22,35,340 Equity Shares as a Bonus Share in the ratio 1:1 i.e. One Equity Share for every one fully paid-up equity share held by existing shareholders of Face Value Rs. 10/- each as per details given below:

Sl. No.	Name of the allottee	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Number of Equity Shares allotted
1	Herga Poornachandra Kedilaya	10.00	-	Bonus Issue	11,17,370
2	Yermal Giridhar Rao	10.00	-	Bonus Issue	11,17,370
3	Herga Chandrasekhar Kedilaya	10.00	-	Bonus Issue	100
4	Manjula Tadipatri	10.00	-	Bonus Issue	100
5	Herga Sukanya Kedilaya	10.00	-	Bonus Issue	100
6	Vidyalakshmi Rao	10.00	-	Bonus Issue	100
7	Anirudh Rao Yermal	10.00	-	Bonus Issue	100
8	Aditya Rao Yermal	10.00	-	Bonus Issue	100
Total					22,35,340

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

(b) Equity shares issued for consideration other than cash:

As on the date of this prospectus, Our Company has not issued Equity shares for consideration other than cash except as mentioned below.

Date of Allotment	Number of Equity Shares allotted	Issue Price (In ₹)	Consideration	Reason for Allotment	Name of the Allottee	Benefit accruing to the company
22-05-2023	22,35,340	Nil	Nil	Bonus Issue	#	Capitalization of reserves

#For list of allottees, see note 2 of paragraph titled "Equity Share Capital History of our Company" mentioned above.

(c) Revaluation of our assets:

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

(d) If shares have been issued in terms of any scheme approved under section 230-234 of the Companies Act, 2013:

Our Company has not issued any Equity Shares in terms of any scheme approved under section 230-234 of the Companies Act, 2013.

(e) If shares have been issued under one or more employee stock option schemes:

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

(f) Issue of Equity Shares in the last one year below the Issue Price:

Date of Allotment	Number of Equity Shares allotted	Issue Price (In ₹)	Consideration	Reason for Allotment	Name of the Allottee	Benefit accruing to the company
22-05-2023	22,35,340	Nil	Nil	Bonus Issue	#	Capitalization of reserves

#For list of allottees, see note 2 of paragraph titled "Equity Share Capital History of our Company" mentioned above.

(g) Shareholding Pattern of our Company:

The table below presents the current shareholding pattern of our Company as on the date of this prospectus.

Category (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)#
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Share s held (Sb)	
								Class: X	Class: Y	Total								
A1	Promoter	2	44,69,480	-	-	44,69,480	99.97%	44,69,480	-	44,69,480	99.97%	-	99.97%	-	-	-	-	44,69,480
A2	Promoter Group	6	1,200	-	-	1,200	0.03%	1,200	-	1,200	0.03%	-	0.03%	-	-	-	-	1,200
B	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		8	44,70,680	-	-	44,70,680	100.00%	44,70,680	-	44,70,680	100.00%	-	100.00%	-	-	-	-	44,70,680

As on date of this prospectus, 1 Equity share holds 1 vote.

As on date, we have only one class of Equity Shares of face value of Rs. 10/- each.

All Pre-IPO equity shares of our company will be locked-in as per regulations of SEBI ICDR prior to listing of shares on EMERGE Platform of NSE.

In terms of regulation 230(1)(d) of SEBI ICDR Regulation 2018, all specified securities held by promoters are dematerialized.

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the Listing Regulation, one day prior to the listing of the Equity shares. The Shareholding pattern will be uploaded on the website of National Stock Exchange of India Limited before commencement of trading of such Equity Share.

- (i) *List of Major Shareholders holding 1% or more of the paid-up equity share capital aggregating to atleast 80% of capital of our Company as on the date of the prospectus:*

Sl. No.	Name of Shareholders	Number of Equity Shares	% of the Pre-Issue paid-up capital
1	Herga Poornachandra Kedilaya	22,34,740	49.99%
2	Yermal Giridhar Rao	22,34,740	49.99%
Total		44,69,480	99.97%

- (ii) *List of Major Shareholders holding 1% or more of the paid-up equity share capital aggregating to atleast 80% of capital of our Company as on a date 10 days before the date of the prospectus:*

Sl. No.	Name of Shareholders	Number of Equity Shares	% of the Pre-Issue paid-up capital
1	Herga Poornachandra Kedilaya	22,34,740	49.99%
2	Yermal Giridhar Rao	22,34,740	49.99%
Total		44,69,480	99.97%

- (iii) *List of Major Shareholders holding 1% or more of the paid-up equity share capital aggregating to atleast 80% of capital of our Company as on a date 1 (one) year before the date of the prospectus:*

Sl. No.	Name of Shareholders	Number of Equity Shares	% of the Pre-Issue paid-up capital
1	Herga Poornachandra Kedilaya	11,17,670	50.00%
2	Yermal Giridhar Rao	11,17,670	50.00%
Total		22,35,340	100.00%

- (iv) *List of Major Shareholders holding 1% or more of the paid-up equity share capital aggregating to atleast 80% of capital of our Company as on a date 2 (two) year before the date of the prospectus:*

Sl. No.	Name of Shareholders	Number of Equity Shares	% of the Pre-Issue paid-up capital
1	Herga Poornachandra Kedilaya	11,17,670	50.00%
2	Yermal Giridhar Rao	11,17,670	50.00%
Total		22,35,340	100.00%

- (h) *Proposal or intention to alter our capital structure within a period of 6 months from the date of opening of the Issue:*

Our Company does not have any intention or proposal to alter our capital structure within a period of 6 months from the date of opening of the Issue by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or bonus, rights, further public issue or qualified institutions placement or otherwise. 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 opening of the Issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company after obtaining relevant approvals.

- (i) *The Details of Shareholding of Promoters of Our Company;*

Capital Build-up of our Promoters in our Company: The current promoters of our Company are Mr. Herga Poornachandra Kedilaya and Mr. Yermal Giridhar Rao.

Pursuant to Regulation 236 of SEBI (ICDR) Regulations 2018, minimum promoters' contribution should be not less than 20% of the post Issue equity share capital of our Company. As on the date of this prospectus, our Promoters collectively hold 44,69,480 Equity Shares, which constitutes approximately 99.97% of the pre-IPO issued, subscribed and paid-up Equity Share capital of our Company and approximately 57.99% of the post-IPO issued, subscribed and paid-up Equity Share capital assuming full allotment of the shares offered in IPO. The Details are as under:

Particulars	Pre-Issue Shareholding		Post-Issue Shareholding	
	Number of Shares	Percentage holding	Number of Shares	Percentage holding
Promoters				
Herga Poornachandra Kedilaya	22,34,740	49.99%	22,34,740	28.99%
Yermal Giridhar Rao	22,34,740	49.99%	22,34,740	28.99%
Total Promoters Shareholding	44,69,480	99.97%	44,69,480	57.99%

All the Equity Shares allotted and held by our Promoters were fully paid at the time of allotment itself. Further, none of the Equity Shares held by our Promoters are subject to any pledge.

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

i) Mr. Herga Poornachandra Kedilaya

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Face Value	Issue/ Transfer Price per Equity Share	Nature of Consideration	Nature of transaction	Pre-issue Share Holding%	Post-issue Share Holding%	Pledge
23-03-2021	11,17,670	10.00	10.00	Cash	Subscription to MoA	25.00%	14.50%	No
11-05-2023	-100	10.00	20.00	Cash	Transferred to Herga Chandrasekhar Kedilaya	0.00%	0.00%	No
11-05-2023	-100	10.00	20.00	Cash	Transferred to Herga Sukanya Kedilaya	0.00%	0.00%	No
11-05-2023	-100	10.00	20.00	Cash	Transferred to Manjula Tadipatri	0.00%	0.00%	No
22-05-2023	11,17,370	10.00	-	Nil	Bonus Issue	24.99%	14.50%	No
Total	22,34,740					49.99%	28.99%	

ii) Mr. Yermal Giridhar Rao

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Face Value	Issue/ Transfer Price per Equity Share	Nature of Consideration	Nature of transaction	Pre-issue Share Holding%	Post-issue Share Holding%	Pledge
23-03-2021	11,17,670	10.00	10.00	Cash	Subscription to MoA	25.00%	14.50%	No
11-05-2023	-100	10.00	20.00	Cash	Transferred to Vidyalakshmi Rao	0.00%	0.00%	No
11-05-2023	-100	10.00	20.00	Cash	Transferred to Anirudh Rao Yermal	0.00%	0.00%	No
11-05-2023	-100	10.00	20.00	Cash	Transferred to Aditya Rao Yermal	0.00%	0.00%	No
22-05-2023	11,17,370	10.00	-	Nil	Bonus Issue	24.99%	14.50%	No
Total	22,34,740					49.99%	28.99%	

Note: All the Equity Shares held by our Promoters were fully paid up as on the respective dates of acquisition of such Equity Shares and there are no partly paid-up Equity Shares as on the date of filing of this prospectus.

(j) As on date of this prospectus, our Company has 8 (Eight) shareholders only.

- (k) *The aggregate shareholding of the Promoters and Promoter Group and of the directors of the promoters, where the promoter is a body corporate:*

Our Promoters do not include a Body corporate. The Aggregate shareholding of the Promoters & Promoter Group are as under:

Particulars	Pre-Issue Shareholding		Post-Issue Shareholding	
	Number of Shares	Percentage holding	Number of Shares	Percentage holding
Promoters				
Herga Poornachandra Kedilaya	22,34,740	49.99%	22,34,740	28.99%
Yermal Giridhar Rao	22,34,740	49.99%	22,34,740	28.99%
Total Promoters Shareholding (A)	44,69,480	99.97%	44,69,480	57.99%
Promoter Group				
Herga Chandrasekhar Kedilaya	200	0.00%	200	0.00%
Manjula Tadipatri	200	0.00%	200	0.00%
Herga Sukanya Kedilaya	200	0.00%	200	0.00%
Vidyalakshmi Rao	200	0.00%	200	0.00%
Anirudh Rao Yermal	200	0.00%	200	0.00%
Aditya Rao Yermal	200	0.00%	200	0.00%
Total Promoters Group Shareholding (B)	1,200	0.03%	1,200	0.02%
Total Promoters & Promoters Group (A+B)	44,70,680	100.00%	44,70,680	58.00%

- (l) *The aggregate number of specified securities purchased or sold by the promoter group and/or by the directors of the company and their relatives in the preceding six months: Nil*

- (m) *There are no financing arrangements whereby the promoter group, the directors of the company which is a promoter of the issuer, the directors of the issuer and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity in the six months immediately preceding the date of filing of the offer document.*

- (n) *Promoter's Contribution:*

(i) Details of Promoter's Contribution Locked-in of Equity Shares for Three (3) Years

Pursuant to Regulation 236 of SEBI (ICDR) Regulations 2018, minimum promoters' contribution should be not less than 20% of the post Issue equity share capital of our Company.

Further, in terms of Regulation 238(a) of SEBI ICDR Regulations, minimum promoter's contribution will be locked-in for a period of three years from the date of Allotment or date of commencement of commercial production, whichever is later and the Equity Shares held by Promoter of our Company in excess of minimum promoter's contribution will be locked-in for a period of one year from the date of Allotment.

As on the date of this prospectus, our Promoters collectively hold 44,69,480 Equity Shares constituting 57.99% of the Post offer issued, subscribed and paid-up Equity Share capital of our Company, out of which 15,41,496 equity shares being 20.00% of the post Issue equity share capital of our Company are eligible for the Promoter's Contribution margin.

An aggregate of minimum 20.00% of the post-issue capital, held by our Promoters shall be considered as Promoter's Contribution ("Minimum Promoter's Contribution") and locked-in for a period of three years from the date of allotment. The lock-in of the 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.

Our Promoters have granted their consents to include such number of Equity Shares held by them as may constitute minimum 20.00% of the post-issue Equity Share Capital of our Company as Promoter's Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's Contribution from the date of filing of this prospectus until the completion of the lock-in period specified above.

The details of lock-in of shares for 3 (three) years are as under:

Date of Allotment / Acquisition	Date when made fully paid up	Nature of Allotment / Transfer	No. of Equity Shares	Face Value	Issue Price/ Transfer price	% of Pre Issue Equity Share Capital	% of Post Issue Equity Share Capital	Lock in Period
HERGA POORNACHANDRA KEDILAYA								
23-03-2021	23-03-2021	Subscription to MoA	7,70,748	10.00	10.00	17.24%	10.00%	3 Years
YERMAL GIRIDHAR RAO								
23-03-2021	23-03-2021	Subscription to MoA	7,70,748	10.00	10.00	17.24%	10.00%	3 Years
Total			15,41,496			34.48%	20.00%	

15,41,496 Pre-IPO equity shares of our company held by Our Promoter will be locked-in for 3 (three) years as mentioned above prior to listing of shares.

In terms of Regulation 237 of SEBI ICDR Regulations, our Company confirms that none of the Equity Shares forming part of minimum promoter's contribution –

- Are acquired by our Promoter during preceding three financial years;
 - For consideration other than cash and where revaluation of assets or capitalization of intangible assets was involved; or
 - Through bonus issue of Equity Shares made by utilizing the revaluation reserves or unrealized gain or through bonus issue against equity shares which are ineligible for minimum promoter's contribution;
- Are pledged by our Promoter with any creditor;
- Consist of Equity Shares acquired by our Promoter during preceding one year at a price lower than the Issue Price.

Our Company was incorporated under the Companies Act, 2013 and was incorporated by converting the partnership firm.

The Promoters have severally confirmed that the Equity Shares are eligible in terms of Regulation 237 of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares are free from any lien, encumbrance or third-party rights. The Promoters have also severally confirmed that they are the legal and beneficial owners of the Equity.

All the Equity Shares held by our Promoters were fully paid up as on the respective dates of acquisition of such Equity Shares. Our Promoters have confirmed to our Company and the Lead Manager that the Equity Shares held by our Promoters have been financed from their personal funds, as the case may be, and no loans or financial assistance from any bank or financial institution has been availed of by them for such purpose.

(ii) Details of Equity Shares Locked-in for one (1) year

In excess of minimum 20% of the post-Issue shareholding of our Company held by the Promoter (locked in for three years as specified above), the balance pre-issue share capital of our Company held by promoters shall be locked in for a period of one year from the date of Allotment in this Issue as provided in clause 238(b) of SEBI (ICDR) Regulations 2018.

Further, in terms of Regulation 239 of SEBI ICDR Regulations, entire pre-Issue equity shares capital of our Company held by persons other than our Promoter will be locked-in for a period of one year from the date of Allotment in the Issue.

The details of lock-in of shares for 1 (one) year are as under:

<i>Name of Shareholders</i>	<i>Category</i>	<i>No of Shares Held</i>	<i>Lock-in for 3 Years</i>	<i>Lock-in for 1 Year</i>
Herga Poornachandra Kedilaya	Promoter	22,34,740	7,70,748	14,63,992
Yermal Giridhar Rao	Promoter	22,34,740	7,70,748	14,63,992
Herga Chandrasekhar Kedilaya	Promoter Group	200	-	200
Manjula Tadipatri	Promoter Group	200	-	200
Herga Sukanya Kedilaya	Promoter Group	200	-	200
Vidyalakshmi Rao	Promoter Group	200	-	200
Anirudh Rao Yermal	Promoter Group	200	-	200
Aditya Rao Yermal	Promoter Group	200	-	200
Total		44,70,680	15,41,496	29,29,184

(iii) Other requirements in respect of lock-in

➤ **Inscription or recording of non-transferability:**

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription “Non-Transferable” and specify the lock-in period and in case such equity shares are dematerialized, the Company shall ensure that the lock in is recorded by the Depository.

➤ **Pledge of Locked-in Equity Shares**

Pursuant to Regulation 242 of the SEBI ICDR Regulations, the locked-in Equity Shares held by the Promoter, as specified above, can be pledged with any scheduled commercial banks or public financial institutions or systemically important non-banking finance company or housing finance company as collateral security for loans granted by such scheduled commercial banks or public financial institutions or systemically important non-banking finance company or housing finance company, subject to fulfilment of following conditions:

- In respect of Equity Shares which are locked in for a period of one year, the pledge of the Equity Shares is one of the terms of the sanction of the loan;
- In respect of Equity Shares which are locked in for a period of three years, the loan has been granted by such scheduled commercial bank or public financial institution or systemically important non-banking finance company or housing finance company to our Company or our Subsidiary (ies) for the purpose of financing one or more of the objects of the Issue and the pledge of the Equity Shares is one of the terms of the sanction of the loan.

➤ **Transfer of Locked-in Equity Shares**

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable;

- The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters’ Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
- The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters’ Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

(iv) Sale/Purchase by Promoter Group and/or by directors of Company which is promoter of our company and/or by the director of our company and their immediate relatives during six months preceding the date of this prospectus:

There is no other Sale/Purchase by Promoter Group and/or by directors of Company which is promoter of our company and/or by the director of our company and their immediate relatives during six months preceding the date of this prospectus except as mentioned in this chapter and prospectus.

- (o)** Our Company, its Directors, Promoters or the Lead Manager have not entered into any buy-back or standby arrangements for the purchase of the Equity Shares of our Company.
- (p)** The Equity Shares issued pursuant to this Issue shall be fully paid-up.
- (q)** The Lead Manager and its associates do not hold any Equity Shares in our Company as on the date of filing this prospectus.
- (r)** There are no options granted or equity shares issued under any scheme of employee stock option or employee stock purchase of issuer, in the preceding three years (separately for each year) and on a cumulative basis for all options or equity shares issued prior to the date of the prospectus.
- (s)** There are no outstanding warrants, options or rights to convert debentures, loans or other instruments into Equity Shares as on the date of this prospectus.

Other miscellaneous disclosures:

1. None of the Equity Shares of our Company are subject to any pledge as on the date of this prospectus.
2. None of the shareholding of the Promoters & Promoter Group is subject to lock-in as on date of this prospectus.
3. Except as disclosed in the chapter titled **“Our Management”** beginning on page 142 of this prospectus, none of our directors or Key Managerial Personnel or Senior Management holds any Equity Shares in our Company.
4. None of our Promoters, Promoter Group, our directors and their relatives has entered into any financing arrangements or financed the purchase of the Equity shares of our Company by any other person during the period of six (6) months immediately preceding the date of filing of the prospectus.
5. We hereby confirm that there will be no further issue of capital whether by the way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the prospectus until the Equity shares offered have been listed or application money unblocked on account of failure of issue.
6. Our Company undertakes that there shall be only one (1) denomination for the Equity Shares of our Company, unless otherwise permitted by law. Our Company shall comply with such disclosure and accounting norms as specified by SEBI from time to time.
7. Our Company has not issued Equity Shares out of Revaluation Reserves.
8. Our Company shall comply with such disclosures and accounting norms as may be specified by NSE, SEBI and other regulatory authorities from time to time.
9. Our Company has not made any public issue of any kind or class of securities of our Company within the immediately preceding two (2) years prior to filing this prospectus.
10. Our Company has not raised any bridge loan against the proceeds of this issue.
11. Our Company, Directors, Promoters or members of our Promoter Group shall not make any payments, direct or indirect, discounts, commissions, allowances or otherwise under this Issue except as disclosed in this prospectus.
12. Our Company has not revalued its assets since incorporation.

13. An over-subscription to the extent of 10% of the Net Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Net 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 Promoter and subject to three (3) years lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
14. 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 Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.
15. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of SEBI (ICDR) Regulations.
16. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
17. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net offer to the public portion.
18. There are no Equity Shares against which depository receipts have been issued.
19. Other than the Equity Shares, there is no other class of securities issued by our Company.
20. This issue is being made through Fixed Price method.
21. This Issue is being made in terms of Section IX of the SEBI (ICDR) Regulations 2018, as amended from time to time. The Issue is being made through the Fixed Price method and hence, as per Regulation 253, sub regulation (2) of SEBI (ICDR) Regulations 2018, the allocation in the net issue to public category shall be made as follow:
 - (a) Minimum 50% to the Retail individual investors; and
 - (b) remaining to:
 - i. individual applicants other than retail individual investors; and
 - ii. other investors including corporate bodies or institutions; irrespective of the number of specified securities applied for;

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

Explanation: For the purpose of Regulation 253, sub-Regulation (2), if the retail individual investor category is entitled to more than fifty percent of the issue size on proportionate basis, the retail individual investors shall be allocated that higher percentage.
22. *Our Promoters and members of our Promoter Group will not participate in the Issue.*

SECTION VII: PARTICULARS OF THE ISSUE

OBJECT OF THE ISSUE

The Issue includes a fresh Issue of **32,36,800** Equity Shares of our Company having face value of Rs. 10/- each at an Issue Price of ₹72/- per Equity Share aggregating to ₹ **2,330.50** Lakhs. Our Company proposes to utilize the funds which are being raised through this Issue towards the below mentioned objects and gain benefits of listing on Stock Exchange.

The Objects of the Issue are:

- A. Funding Capital Expenditure towards purchase of additional plant and machinery
- B. Prepayment in full of certain borrowings availed by our Company
- C. To meet the Working Capital Requirements
- D. To meet the Issue Expenses
- E. General Corporate Purposes

Our Company believes that listing will enhance our Company's corporate image, brand name and create a public market for its Equity Shares in India. It will also make future financing easier and affordable in case of expansion or diversification of the business. Further, listing attracts interest of institutional investors as well as foreign institutional investors.

The main objects clause of our Memorandum enables our Company to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution.

Requirement of Funds

The following table summarizes the requirement of funds:

(₹ in Lakhs)

Sr. No.	Particulars	Estimated Amount	% of total issue size	Amount to be financed from Issue Proceeds
A	Funding Capital Expenditure towards purchase of additional plant and machinery	232.12	9.96%	232.12
B	Prepayment in full of certain borrowings availed by our Company	500.00	21.45%	500.00
C	Working Capital Requirements	923.38	39.62%	923.38
D	Issue Related Expenses	325.00	13.95%	325.00
E	General Corporate Expenses	350.00	15.02%	350.00
	Total IPO Proceeds	2,330.50	100.00%	2,330.50
E	Less: Issue Related Expenses	325.00	13.95%	325.00
	Net Issue Proceeds	2,005.50	86.05%	2,005.20

The issue proceeds are estimated to be utilized in the FY 2023-24 itself.

Presstonic Engineering Limited is engaged in the manufacturing of Metro Rail Rolling Stock Products, Metro Rail Signaling Products, Infrastructure Products and supplies to renowned Global and Domestic OEM's engaged in the Rail and Metro Rail Rolling stock and Signaling equipment manufacturing and servicing companies. Our manufacturing facility is spread over approx. 28,317.50 sq.ft. situated at Bengaluru. We are well equipped with latest machineries, equipment and instruments which is capable of manufacturing of diverse products for Railways, Metros and Vande Bharat Coaches.

The products manufactured by us are usually customized as per client's specification and there are very few manufacturers in India and Abroad for some of the products. We are continuously working for improving our selves by developing new unique products and for modernization of our equipment and plant & machineries. In last 3-4 years, we have expended around ₹600.00 Lakhs to improve our production quality & capacity as capital expenditure, wherein our research and development team has worked very hard for design and development of advance machineries which will be helpful for us to do Intermittent in-house testing to increase product quality and to compete with international standard for quality, avoid outsourcing of some components which will result in better margin, increase design flexibility which will result into getting more orders and will increase plant capacity.

It is also pertinent to note here that, after the due effort and hard work by our R & D team, on April 25, 2023, we had filed for registration of 3 (three) products under the provision of the Designs Act, 2000 and the Designs Rules, 2001 for the Design Patent Right for the product called "Retractable Ramp Assembly", "Stainless Steel Saloon Bucket Type Seat and Frame Assembly" and "Stainless Steel Flip-up Seat Assembly". Out of three, the design for Retractable Ramp Assembly has been approved and registered in our name and approval for remaining two is pending for approval. The said patent right will help us to stay ahead in the competition and No Indian Competitor can manufacture & supply these products once in demand. The commercial results for these designs are expected in coming years as it has been designed and developed keeping in mind the modernization and future requirements of Indian as well International Railway and Metro Rail coaches.

Accordingly, our board decided to go public to raise fresh fund of ₹ 2,330.50 Lakhs via IPO. We are planning to make a further fresh capital investment for purchase of automated advanced equipment and machineries worth ₹ 232.12 Lakhs from the IPO proceeds and ₹923.38 Lakhs will be used for enhanced working capital requirements as per management estimation. Further, we also proposed to reduce our existing working capital borrowing limit by ₹ 500.00 Lakhs to reduce our interest cost burden and better profit margin in coming years. Rest of the fund will be utilized for General Corporate Expenses and to meet the IPO related expenses as mentioned above.

With the growing infrastructure development for the construction of new Metro Rail projects, Vande Bharat projects and modernization of existing railway coaches, we can cater to execute more orders with this capital expenditure in future. Further, due to Government thrust for "Make in India" products, we are also expecting a growth in demand of products manufactured by us in the coming years as more focus is being diverted to procure indigenous products for the manufacturing of Indian Rail, Metro and Vande Bharat coaches and other Railway products.

Further, our collective effort for improving ourselves by developing new unique products and for modernization of our equipment and plant & machineries resulted into increase of our top line and better profit margin from Fiscal 2021 to Fiscal 2023 which has been improved from loss of 2.20% to Net profit of 12.12% of total revenue as per Restated Financial Statements.

Details breakup of the Use of the Proceeds

A. Funding Capital Expenditure towards Purchase of Additional Plant & Machinery

Our Company currently has one manufacturing facility located at Sy. No. 2, Khatha No. 145, Hoysala Main Road, Pillappa Industrial Layout, Srigandhadakavalu, Sunkadakatte, Viswaneedam, Bangalore, North Bangalore, Karnataka – 560091. We propose to augment our capacities & in-house capabilities by installing additional plant and machinery for the following purposes:

- **Consistent growth in Order Book and to fulfil unexecuted Orders:** Our Company has an unexecuted order book of ₹ 6389.57 lakhs as on March 31, 2023 and further April 01, 2023 onwards, our company has been awarded additional order of ₹ 456.87 lakhs. Due to consistent growth in our Order Book and to achieve the unexecuted orders in stipulated period, we require additional machineries which will enhance our capacities and in-house capabilities.
- **To be Self-reliant in manufacturing and to reduce operational cost:** Our Company is carrying out certain manufacturing processes through outsourcing i.e. Anodising, Laser Cutting, CNC Punching, Electro Polishing, Machining, Plating, Powder Coating etc. Our Company is proposing to install Laser Cutting Machine for which our company does not have to be dependent on job workers for laser cutting activities.
- **Growth in Demand of our Products and be equipped for imminent opportunities:** With the growing infrastructure development for the construction of new Metro Rail projects, Vande Bharat projects and modernization of existing railway coaches, we can cater to execute more orders with this capacity enhancement in future. Further, due to Government thrust for "Make in India" products, we are also expecting a growth in demand

of products manufactured by us in the coming years as more focus is being diverted to procure indigenous products for the manufacturing of Indian Rail, Metro and Vande Bharat coaches and other Railway products. Also, in Electronic Vehicle (EV) and Stainless-Steel Sector, our unique experience in Forming (Drawing, Bending etc.) and Joining (Welding) of various forms of Aluminium and Stainless products has made itself to be one of the most eligible downstream choice for producing components to the OEM's of Aluminium and Stainless Steel equipment.

Hence, our Company intends to utilize ₹ 232.12 lakhs from the Net Proceeds for the purchase of plant and machinery at this manufacturing facility. We believe, this will enable us to cater the growing demand of our customers with enhanced quality and increased efficiency. We are yet to place orders for such plant and machinery.

The details of such machinery and equipment are set forth below:

Name of Machinery/Equipment	Name of Supplier	Date of Quotation	Quotation Valid Upto	Date of Placement of Order	Expected Date of Supply	Amount (₹ in lakhs)
Diesel Generator - 160 kVA	OJUS Power and Technologies Private Limited	02-12-2023	02-02-2024	Order not placed		10.57
Fiber Laser Cutting Machine 3000 W (Model: VS 4020) (Source: RAYCUS)	KEESS Technologies	02-12-2023	29-02-2024	Order not placed		61.36
CNC Pipe Rolling Machine	Blechfab Machinery & Services	02-12-2023	29-02-2024	Order not placed		12.33
CNC Pipe Bending Machine	Blechfab Machinery & Services	02-12-2023	29-02-2024	Order not placed		28.50
Screw Air Compressor 25 HP, 3 Phase (Make: Elgi) (Model: C40)	Tanu Trading Co.	02-12-2023	29-02-2024	Order not placed		5.85
Inverter based Welding Machine with Water Cooling, Earth Cable and Regulator	DRAG	02-12-2023	29-02-2024	Order not placed		6.84
AMS Turn Mill (Model: T40-680)	Pruthvi CNC Tech	02-12-2023	29-02-2024	Order not placed		55.46
NC Hydraulic Press Brake with Estun E21 system Invertor drive (Model: WC67Y-300T/4000)	Adept Technology Services	02-12-2023	29-02-2024	Order not placed		30.56
Web based ERP Application	NthCore Technologies	02-12-2023	31-12-2023	Order not placed		20.65
TOTAL						232.12

Inclusive of GST & Cess where input credit is not available, wherever applicable.

- ☐ We have considered the above quotations for the budgetary estimate purposes and as on date of this Prospectus, neither our company has placed any orders nor made any payment towards purchase of above plant and machinery. The actual cost of procurement and actual supplier may vary.
- ☐ We have not entered into definitive agreements with any of these suppliers and there can be no assurance that the same suppliers would be engaged to eventually supply the equipment or at the same costs.
- ☐ We do not intend to purchase any second-hand machinery or equipment. The quantity of plant and machinery to be purchased is based on quotations received from suppliers and estimates of our management. The Management shall have the flexibility to revise such quantities/ estimates (including but not limited to change of the supplier or addition/ deletion of any quantity of plant and machinery) at the time of actual placement of the order. Furthermore, if any surplus from the proceeds remains after meeting the total cost of the plant and machinery 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.
- ☐ 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 the plant and machinery proposed to be acquired by us at the actual time of purchase, resulting in increase in the cost.

Further, cost can be escalated on account of freight expenses and incidental charges. Such cost escalation would be met out of either of surplus portion of net issue proceeds (if any) or our internal accruals.

- ☐ The purchase of equipment/machinery and the proposed deployment is subject to final terms and conditions agreed with the supplier including the finalization of price, payment/credit terms, delivery schedule, technology advancement and other market factors prevailing at that time.
- ☐ Any additional costs incurred towards applicable taxes, freight charges, installation charges, exchange rate fluctuations, including any contingencies etc. in relation to above object, will be met from internal accruals of our Company.

B. Prepayment in full of certain borrowings availed by our Company

We avail majority of our borrowings in the ordinary course of business from banks, financial institutions. For further information on the financial indebtedness availed by our Company, please see **“Financial Indebtedness”** on page 203 of Prospectus.

Our Company proposes to utilize an aggregate amount of ₹ 500.00 lakhs from the Net Proceeds towards repayment / pre-payment, in full or in part, of certain borrowings as identified below, availed by our Company. The selection and extent of loans proposed to be prepaid and/or repaid from our Company’s loans mentioned below, as the case may be, will be based on various commercial considerations including, amongst others, the interest rate of the relevant loan, prepayment charges, the amount of the loan outstanding and the remaining tenor of the loan. Given the nature of these borrowings, the terms of prepayment and the terms of repayment, the aggregate outstanding amounts under these loans may vary from time to time and our Company, as the case may be, may, in accordance with the relevant repayment schedule, repay or refinance some of its existing borrowings prior to receipt of proceeds from the Fresh Issue. The prepayment or scheduled repayment will help us reduce our outstanding indebtedness and debt servicing costs, assist us in maintaining a favourable debt to equity ratio and enable utilization of our internal accruals for further investment in business growth and expansion. In addition, the improvement in the debt-to-equity ratio of our Company, as the case may be, is intended to enable it to raise further resources in the future to fund potential business development opportunities and plans to grow and expand the business in the future.

The following table provides details of certain borrowings availed by our Company as on September 30, 2023 which we propose to prepay or repay, in full or in part, from the Net Proceeds:

(₹ in lakhs)

Name of Lender	Nature of Loan	Sanctioned Amount	Loan taken date	Rate of Interest	Total Outstanding as on September 30, 2023
Canara Bank	Overdraft limit for Working Capital	500.00	09-06-2022	10.30%	500.85
Total		500.00			500.85

C. Working Capital Requirement and basis of estimation:

Our business is highly working capital intensive and Our company funds a majority of our working capital requirement through internal accruals and short-term borrowings. The major working capital are required for procuring the raw materials and products we deal in, Work in Progress for Finished Goods, and Sundry Debtors etc as the money gets blocked in them. Our revenue from operations has been increased from ₹ 761.36 Lakhs in FY 2020-21 to ₹ 2,103.06 Lakhs in FY 2022-23. In FY 2022-23, our working capital requirement on restated basis was ₹1,364.45 Lakhs from the existing level of business operations.

As on March 31, 2023, we have an unexecuted order book of ₹6,389.57 lakhs. Further April 01, 2023 onwards our company has been awarded additional order of ₹456.87 lakhs. Currently, India boasts of a total operational metro network of 868 km, across 15 cities. Further, around 714 km is under construction and 1425 km has been proposed. If things work to plan, India will have a total metro network spanning around 3942 km in the next few years. (Source: <https://metrorailtoday.com/page/metro-rail-projects-in-india>). On the basis of proposed additional metro rail network, the company expects a good opportunity in the near future in Metro Rail Segment as well as Vande Bharat Express.

As per our management estimation, the working capital requirement for FY 2023-24 and FY 2024-25 is expected to be ₹ 2,689.80 Lakhs and ₹ 3,781.91 Lakhs respectively based on our current and future orders that may be received, for funding future growth requirements of our Company and for other strategic, business and corporate purposes. The major capital will be invested in the procuring of the raw materials for the products we deal in, maintaining stocks and Sundry Debtors as the money gets blocked in them resulting in additional working capital requirements.

Basis of estimation of Working Capital Requirements

Details of Company's working capital for the period ended September 30, 2023 and for the Financial Year ended March 31, 2023, March 31, 2022 and March 31, 2021 and the source of funding, on the basis of Restated Financial Information of our Company `as set out in the table below:

₹ in lakhs

Particulars	31-03-2021	31-03-2022	31-03-2023	30-09-2023	31-03-2024	31-03-2025
	As per Restated				Estimated	
Cash & Bank Balance	238.11	188.80	219.64	267.16	306.05	334.41
Sundry Debtors	323.20	292.54	524.50	558.74	875.00	1,250.00
Inventory - Raw Material	340.26	438.09	540.50	503.69	612.50	875.00
Inventory - WIP	733.16	624.76	546.56	590.33	810.00	1,100.00
Short Term Loans and Advances	175.73	131.33	57.63	84.93	250.00	400.00
Other Current Assets	59.33	59.33	59.33	59.33	150.00	250.00
Total Current Assets	1,869.80	1,734.85	1,948.16	2,064.18	3,003.55	4,209.41
Sundry Creditors	299.73	328.61	345.56	338.21	183.75	262.50
Current Liabilities for Expenses	78.06	114.13	139.16	164.17	75.00	100.00
Short Term Provisions	1.48	7.89	98.99	150.88	55.00	65.00
Total Current Liabilities	379.27	450.63	583.71	653.26	313.75	427.50
Working Capital Gap	1,490.53	1,284.22	1,364.45	1,410.92	2,689.80	3,781.19
Source of Working Capital						
Proceeds from IPO	-	-	-	-	923.38	-
Short Term Borrowings for working capital	1,315.41	1,152.25	1,159.55	1,153.70	637.50	670.00
Internal Accrual	175.12	131.97	204.90	257.22	1,128.92	3,111.91
Total	1,490.53	1,284.22	1,364.45	1,410.92	2,689.80	3,781.19

Assumption on working capital requirement:

We have estimated our working capital requirement based on the following holding periods which are as per industry standard:

Particulars	31-03-2021	31-03-2022	31-03-2023	30-09-2023	31-03-2024	31-03-2025
	As per Restated				Estimated	
Sundry Debtors Holding period (In Months)	5.09	2.78	2.99	2.35	3.00	3.00
Inventory Holding Period (In Months) - Raw Material	17.22	13.44	8.12	4.63	5.00	5.00
Inventory Holding Period (In Months) - WIP	17.94	7.62	4.59	3.53	4.05	3.94
Sundry Creditor Holding Period (In Months)	15.17	10.08	5.19	3.11	1.50	1.50
Current Liabilities for Expenses (In Months)	2.31	2.96	3.15	2.23	1.03	0.97

Justification for Holding Period:

Particulars	Details
Sundry Debtors Holding period	<p>In Fiscal 2021, 2022 and 2023 our average Debtor holding period was 5.09 months, 2.78 month and 2.99 months respectively. FY 2021 was one of the most difficult years during this century due to COVID-19 pandemic and all economic activities were hit very badly because of ban/restriction on movement men and material resulting in economic chaos. The economic activity improved with the ending of COVID-19 pandemic and the Receivable Holding Levels are in line with Industry Standards.</p> <p>Going forward, we are estimating to maintain the Debtor holding period at levels of 3.00 months from Fiscal 2024 onwards as per the customer demand, prevailing market condition and estimated topline growth in future. The Debtors will gradually increase in proportion to boost our topline growth also.</p>
Inventory Holding Period - Raw Material	<p>Inventory levels are maintained by our Company depending upon the demand and delivery schedules of the current and future expected orders. In Fiscal 2021, 2022 and 2023 our average Inventory holding period was 17.22 months, 13.44 months and 8.12 months respectively. Our Company had procured Raw Materials taking into consideration the Orders placed by our customers for supply of Metro Rolling Stocks and Railway Signalling Products. However, due to COVID-19 all the metro projects work were put on hold by the Companies which were implementing Metro Projects across the Country. As a result, our customers could not provide with proper delivery schedules resulting in the high level of Raw Material Holdings during the years 2021 and 2022. The Holding level was considerably reduced during the year 2023.</p> <p>Since, the all-round economic activity in the Country has improved and there are no delays in lifting the finished products of the Company by our Customers. Going forward, we are estimating to maintain the Inventory holding period at levels of 5.00 months from Fiscal 2024 onwards as per the customer demand, prevailing market condition and estimated topline growth in future. By carrying inventory of our components, we will be able to acquire and service more customers which will have a positive impact on our topline and bottom line. It is also expected to aid in faster delivery of projects leading to lower costs, better margin and customer satisfaction.</p>
Inventory Holding Period - WIP	<p>In Fiscal 2021, 2022 and 2023 our average Inventory work in process holding period was 17.94 months, 7.62 months and 4.59 months respectively. As explained above the COVID-19 pandemic caused disruption in the manufacturing operations of the Company during the FY 2021, which started recovering during FY 2022 onwards, resulting in steep fall in the Holding Period of Stock in Process. This has further improved during the FY 2023.</p> <p>Going forward, we are estimating to maintain the Stock in process period at levels of 4.05 months from Fiscal 2024 and 3.94 months from Fiscal 2025 onwards as per the customer demand, prevailing market condition and estimated topline growth in future. By carrying Inventory WIP of our components, we will be able to acquire and service more customers which will have a positive impact on our topline and bottom line. It is also expected to aid in faster delivery of projects leading to lower costs, better margin and customer satisfaction.</p>
Sundry Creditor Holding Period	<p>In Fiscal 2021, 2022 and 2023 our average Creditor holding period was 15.17 month, 10.08 months and 5.19 month respectively. The high level of Sundry Creditors Holding Period which was a high of 15.17 months in the year 2021 was gradually brought down to 5.19 months in the year 2023. The COVID-19 had contributed to having high level of Sundry Creditors as the Company could not generate sufficient cashflows to service them due to blockage of fund into Sundry Debtors and Inventory.</p>

Particulars	Details
	However, going forward we are estimating to maintain the Creditor holding period at levels of 1.50 months for Fiscal 2024 onwards due to better cash flow in future to avail better pricing and reducing the cost of purchase.
Current Liabilities for Expenses	<p>In Fiscal 2021, 2022 and 2023 our average current liabilities for expenses holding period were 2.31 months, 2.96 months and 3.15 months respectively which consist of Statutory payables, Expenses Payable and Advance from customers etc.</p> <p>However, going forward we are estimating to maintain the average current liabilities for expenses holding period at levels of 1.03 months for Fiscal 2024 and 0.97 months for Fiscal 2025 onwards due to better cash flow in future.</p>

D. General Corporate Purpose:

The Net Proceeds will be first utilized towards the Objects as mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the amount being raised by our Company through this issue, in compliance with the Chapter IX, Regulation 230 (2) of SEBI ICDR Regulations, 2018. Our Company intends to deploy the balance Net Proceeds i.e., ₹ 350.00 Lakhs, which is 15.02% of the amount being raised by our company through this issue, towards general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

- (i) Strategic initiatives, partnerships, joint ventures and acquisitions;
- (ii) Brand building and strengthening of promotional & marketing activities;
- (iii) Meeting exigencies and contingencies which our company in the ordinary course of business may not foresee; and
- (iv) Any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head "General Corporate Purposes" and the business requirements of our Company, from time to time. We, in accordance with the policies of our Board, will have flexibility in utilizing the balance Net Proceeds for general corporate purposes, as mentioned above.

E. Issue Related Expense:

The expenses for this Issue include issue management fees, underwriting fees, selling commission, registrar fees, legal advisor fees, printing and distribution expenses, issue related advertisement expenses, depository charges and listing fees, statutory expenses etc. All the Issue related expenses shall be met out of the proceeds of the Issue and the break-up of the same is as follows:

Activity	Estimated Expenses (₹ In Lakhs)	% of Total Issue Expenses	% of the Total Issue Size
Lead Manager Fees, Underwriting commission, including other intermediaries Fees, Printing and distribution of Issue Stationary	38.00	11.69%	1.63%
Regulators Including Stock Exchanges	12.00	3.69%	0.51%
Advertising and Marketing Expenses	275.00	84.62%	11.80%
Total	325.00	100.00%	13.95%

Note:

- **ASBA Bankers:** The SCSBs will be entitled to selling commission of 0.03% (plus GST) of the amount allotted (product of the no. of equity shares allotted and the issue price) for the forms directly procured by them and uploaded on the electronic system of the stock exchange by them on the portion of Retail Individual Bidders and Non-Institutional Bidders. No other fees/commission shall be payable on the application forms directly procured by them.

The SCSBs would be entitled to processing fees of 0.03% (plus GST) of the amount allotted (product of the no. of equity shares allotted and the issue price), for processing the application forms procured by other intermediaries and submitted to SCSBs for processing.

- **SYNDICATE ASBA:** Other intermediaries (syndicate/sub-syndicate/registered broker/CRTAs/CDPs or for using 3-in-1 type account i.e. linked online trading, demat and bank account provided by some of the registered brokers) will be entitled to selling commission of ₹10/- (plus GST) per valid application form for the forms directly procured by them and submitted to SCSBs for processing by them on the portion of Retail Individual Bidders and Non-Institutional Bidders.
- **Issuer banks for UPI Mechanism** as registered with SEBI would be entitled to a processing fee of ₹10/- (plus GST) per valid application form made by the Retail Individual Bidders using the UPI mechanism for processing. 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 and other applicable laws.
- The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant registered broker and other intermediaries.
- Any expenses incurred towards IPO related expenses will be reimbursed/recouped out of the gross proceeds of the Issue.
- 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 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and such payment of processing fees to the SCSBs shall be made in compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.
- Further, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs/LM, 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.

Means of Finance:

We propose to meet the additional requirement of funds for the stated objects of the Issue from the IPO Proceeds and internal accruals. Accordingly, we confirm that we are in compliance with the requirements under Regulation 230(1)(e) of the SEBI ICDR Regulations and Clause 9(C) of Part A of Schedule VI of the SEBI (ICDR) Regulations (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the Issue Proceeds and existing identifiable internal accruals).

The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy, as discussed further below. In case of variations in the actual utilization of funds allocated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt.

We may have to revise our fund requirements and deployment as a result of changes in commercial and other external factors, which may not be within the control of our management. This may entail re-scheduling, revising or cancelling the fund requirements and increasing or decreasing the fund requirements for a particular purpose from its fund requirements mentioned below, at the discretion of our management. In case of any shortfall or cost overruns, we intend to meet our estimated expenditure from internal accruals and/or debt. In case of any such re-scheduling, it shall be made by compliance of the relevant provisions of the Companies Act, 2013 / Companies Act, 1956.

Appraisal by Appraising Fund:

None of the Objects have been appraised by any bank or financial institution or any other independent third-party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including variations in interest rate structures, changes in our financial condition and current commercial conditions and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

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 this prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement/cash credit facility with our lenders, to finance additional working capital needs until the completion of the Issue.

Interim Use of Proceeds

Pending utilization for the purposes described above, our Company intends to invest the funds in with scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934. Our management, in accordance with the policies established by our Board of Directors from time to time, will deploy the Net Proceeds. Further, our Board of Directors hereby undertake that full recovery of the said interim investments shall be made without any sort of delay as and when need arises for utilization of process for the objects of the issue.

Monitoring Utilization of Funds

As the Issue size is less than Rs. 10,000 Lakh, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency.

Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee. Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications 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 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. The statement will be certified by the Statutory Auditors of our Company.

No part of the Issue Proceeds will be paid by our Company as consideration to our Promoters, our Directors, Key Managerial Personnel or Senior Management or companies promoted by the Promoters, except as may be required in the usual course of business and for working capital requirements.

Variation in Objects

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Initial Public Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through a postal ballot. Further, pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoters will be required to provide an exit opportunity to such shareholders who do not agree to the above stated proposal, at a price as may be prescribed by SEBI, in this regard.

Other Confirmations

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

BASIS FOR ISSUE PRICE

The Issue Price of ₹72/- per Equity Share has been determined by our Company, in consultation with the Lead Manager and justified by our Company, on the basis of an assessment of market demand for the Equity Shares through the Fixed Price Process and on the basis of the following qualitative and quantitative factors. The face value of the Equity Share of our Company is ₹10/- and Issue Price is ₹72/- which is 7.2 times of the face value. Investors should also refer “*Our Business*”, “*Risk Factors*” and “*Financial Statements as Restated*” beginning on page no. 110, 21 and 166 respectively, of this prospectus, to have an informed view before making an investment decision.

QUALITATIVE FACTORS:

Some of the qualitative factors, which form the basis for computing the price, are –

- Established and proven track record;
- Leveraging the experience of our Promoters;
- Experienced management team and a motivated and efficient work force;
- Cordial relations with our customers
- Quality Assurance & Control

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to Section titled, “*Our Business*”, beginning on page no. 89 of this prospectus.

QUANTITATIVE FACTORS:

The information presented in this section is derived from our Company’s restated financial statements for the period ended September 30, 2023 and for the financial year ended on 31st March 2023, 31st March 2022 and 31st March 2021 prepared in accordance with Indian GAAP, the Companies Act and Restated in accordance with SEBI (ICDR) Regulations. For details, refer chapter titled “*Financial Statements as Restated*” beginning on page no 166 of this prospectus. Some of the quantitative factors, which form the basis for computing the price, are as follows:

1. Basic & Diluted Earnings per share (EPS) as adjusted for changes in capital for last 3 years:

Earnings Per Share as per the Company’s Restated Financial Information

Particulars	Basic & Diluted EPS (Rs.)		Weight
	As per Restated	With Retrospective Effect	
Year ended March 31, 2021	-0.76	-0.38	1
Year ended March 31, 2022	0.63	0.31	2
Year ended March 31, 2023	11.46	5.73	3
Weighted Average*	5.81	2.91	
For the period ended September 30, 2023 (Not annualized)	3.40	3.40	-

a. **Basic & Diluted EPS:** EPS has been calculated as PAT/Weighted average no. of shares outstanding for particular period/year in accordance with Accounting Standard 20 (AS-20) 'Earnings per Share' issued by ICAI.

b. **Weighted average:** Aggregate of weights i.e. [(EPS x Weight) for each year] / [Total of weights]

On May 22, 2023, Company has allotted 22,35,340 Equity Shares as Bonus Share in the ratio of 1:1 i.e. One Equity Share for every One fully paid-up equity share. The EPS has been shown separately giving retrospective effect of Bonus allotment. (For further details, please refer chapter “*Capital Structure*” and “*Financial Statements as Restated*” beginning from page no. 61 and 166 respectively of this prospectus.)

2. **Price to Earning (P/E) Ratio in relation to the Issue Price of ₹72/- per equity share of face value of Rs. 10/- each**

Particulars	P/E Ratio	
	As per Restated	With Retrospective Effect
P/E ratio based on the Basic & Diluted EPS as on March 31, 2023	6.28	12.57
P/E ratio based on the Weighted Average EPS	12.39	24.74
P/E ratio based on the Basic & Diluted EPS for the period ended September 30, 2023 (Not annualized)	21.18	21.18

3. **Average Return on Net Worth (RoNW) for last 3 years as per the Company's Restated Financial Information**

Particulars	RONW in %	Weight
Year ended March 31, 2021	-7.59%	1
Year ended March 31, 2022	5.93%	2
Year ended March 31, 2023	51.92%	3
Weighted Average	26.67%	
For the period ended September 30, 2023 (Not annualized)	23.58%	

Weighted average: Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e. $[(Return\ on\ Net\ Worth \times Weight)\ for\ each\ year] / [Total\ of\ weights]$

Note: Net worth has been computed by aggregating share capital and reserves and surplus as per the audited restated financial information. Revaluation reserve or miscellaneous expenditure (to the extent not written off) is not considered for calculating Reserve & Surplus.

4. **Net Assets Value:**

Particulars	With Retrospective Effect	As per Restated
Net Asset Value per Equity Share as of March 31, 2023	11.04	22.07
For the period ended September 30, 2023 (Not annualized)	14.44	14.44
Net Asset Value per Equity Share after the Issue	36.64	
Issue Price per equity share	72.00	

Note: Net Asset Value per equity share represents "total assets less total liability (excluding deferred tax) as per the restated financial information as divided by the number of equities shares outstanding as at the end of year/period.

5. **Comparison with other listed companies/Industry peers:**

We believe that none of the listed companies in India offer products or services across the various business segments in which we operate. Hence a strict comparison is not possible.

The Company in consultation with the Lead Manager and after considering various valuation fundamentals including Book Value and other relevant factors believes that the issue price of ₹72/- per equity share for the Public Issue is justified in view of the above parameters. The investors may also want to peruse the "Risk Factors" beginning on page no 21 of this prospectus and Financials of the company as set out in the "Financial Statements as Restated" beginning on page no 166 of this prospectus to have more informed view about the investment proposition. The Face Value of the Equity Shares is Rs. 10/- per share and the Issue Price is 7.2 times of the face value i.e. ₹72/- per share.

STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors,
Presstonic Engineering Limited
Sy. No.2, Khata No.145, Srigandadakavalu,
Hoysalanagara Main Road, Pillappa Industrial
Layout, Sunkdakatte, Bengaluru – 560 091

Dear Sirs,

Sub: Statement of possible Special tax benefit ('the Statement') available to Presstonic Engineering Limited and its shareholders prepared in accordance with the requirements under Schedule VI-Clause 9L 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 Presstonic Engineering Limited ('the Company') states the possible special tax benefits available to the Company and the shareholders of the Company under the Income – tax Act, 1961 ('Act') as amended time to time, the Gift Tax Act, 1958, 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.

We shall not be liable to Company for 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 of intentional misconduct.

The enclosed Annexure is intended solely for your information and for inclusion in the Draft 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 GRSM & Associates

Chartered Accountants

Firm Reg. No: 000863S

Sd/-

RAJGOPAL A

Partner

Membership No: 205296

UDIN: 23205296BGWRT08001

Place: Bengaluru

Date: 27th November 2023

Annexure to the statement of possible Tax Benefits

Outlined below are the possible 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.

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.

Signed in terms of our separate report of even date.

For GRSM & Associates

Chartered Accountants

Firm Reg. No: 000863S

Sd/-

RAJGOPAL A

Partner

Membership No: 205296

UDIN: 23205296BGWRT08001

Place: Bengaluru

Date: 27th November 2023

SECTION VIII: ABOUT THE COMPANY AND THE INDUSTRY

INDUSTRY OVERVIEW

Unless noted otherwise, the information in this section is obtained or extracted from “www.ibef.org” and also extracted from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have independently verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.

INDIAN ECONOMY

INTRODUCTION

Strong economic growth in the first quarter of FY 2022-23 helped India overcome the UK to become the fifth-largest economy after it recovered from repeated waves of COVID-19 pandemic shock. Real GDP in the first quarter of 2022–23 is currently about 4% higher than its corresponding 2019-20, indicating a strong start for India's recovery from the pandemic. Given the release of pent-up demand and the widespread vaccination coverage, the contact-intensive services sector will probably be the main driver of development in 2022–2023. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

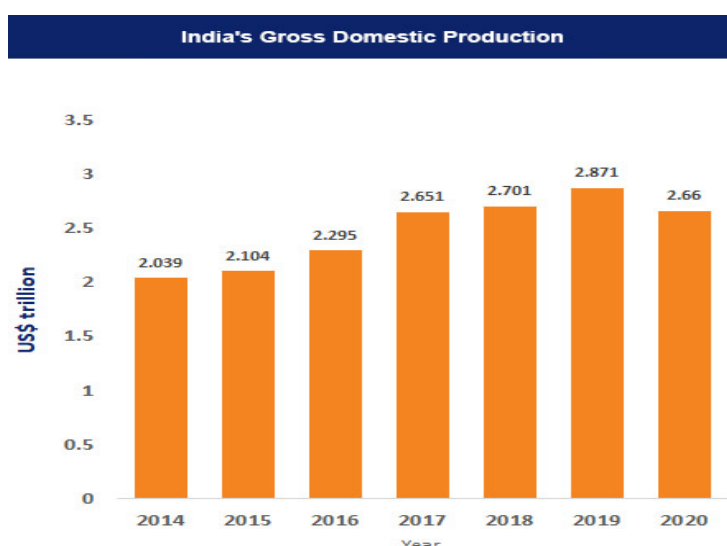
Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers, and with the revival in monsoon and the Kharif sowing, agriculture is also picking up momentum. The contact-based services sector has largely demonstrated promise to boost growth by unleashing the pent-up demand over the period of April-September 2022. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

MARKET SIZE

India's nominal GDP at current prices was estimated at Rs. 232.15 trillion (US\$ 3.12 trillion) in FY22. With more than 100 unicorns valued at US\$ 332.7 billion, India has the third-largest unicorn base in the world. The government is also focusing on renewable sources to generate energy, and is planning to achieve 40% of its energy from non-fossil sources by 2030.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between this period. India's current account deficit (CAD), primarily driven by an increase in the trade deficit, stood at 1.2% of GDP in 2021-22.



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

RECENT DEVELOPMENTS

India is primarily a domestic demand-driven economy, with consumption and investments contributing 70% to the country's economic activity. With the economic scenario improving on recovering from the COVID-19 pandemic shock, several investments and developments have been made across various sectors of the economy. According to World Bank, India must continue to prioritise lowering inequality while also launching growth-oriented policies to boost the economy. In view of this, the country witnessed many developments in the recent past, some of which are mentioned below.

- As of September 21, 2022, India's foreign exchange reserves stood at US\$ 524,520 million.
- The private equity-venture capital (PE-VC) sector investments stood at US\$ 2 billion in September 2022.
- Merchandise exports in September 2022 stood at US\$ 32.62 billion.
- PMI Services remained comfortably in the expansionary zone at 56.7 during April-September 2022
- In September 2022, the gross Goods and Services Tax (GST) revenue collection stood at Rs. 147,686 crore (US\$ 17.92 billion).
- Between April 2000-June 2022, cumulative FDI equity inflows to India stood at US\$ 604,996 million.
- In August 2022, the overall IIP (Index of Industrial Production) stood at 131.3. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 99.6, 131.0 and 191.3, respectively, in August 2022.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 7.41% in September 2022.
- In FY 2022-23, (until October 28, 2022), Foreign Portfolio Investment (FPI) outflows stood at Rs. 58,762 crore (US\$ 7.13 billion).
- The wheat procurement in Rabi 2021-22 and the anticipated paddy purchase in Kharif 2021-22 would include 1208 lakh (120.8 million) metric tonnes of wheat and paddy from 163 lakh (16.7 million) farmers, as well as a direct payment of MSP value of Rs. 2.37 lakh crore (US\$ 31.74 billion) to their accounts.

GOVERNMENT INITIATIVES

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The Indian government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy. Over recent decades, India's rapid economic growth has led to a substantial increase in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, are aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- Home & Cooperation Minister Mr. Amit Shah, laid the foundation stone and performed Bhoomi Pujan of Shri Tanot Mandir Complex Project under Border Tourism Development Programme in Jaisalmer in September 2022.
- In August 2022, Mr. Narendra Singh Tomar, Minister of Agriculture and Farmers Welfare inaugurated four new facilities at the Central Arid Zone Research Institute (CAZRI), which has been rendering excellent services for more than 60 years under the Indian Council of Agricultural Research (ICAR).
- In August 2022, a Special Food Processing Fund of Rs. 2,000 crore (US\$ 242.72 million) was set up with National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in setting up Mega Food Parks (MFP) as well as processing units in the MFPs.
- In July 2022, Deendayal Port Authority (DPA) announced plans to develop two Mega Cargo Handling Terminals on a Build-Operate-Transfer (BOT) basis under Public-Private Partnership (PPP) Mode at an estimated cost of Rs. 5,963 crore (US\$ 747.64 million).
- In July 2022, the Union Cabinet chaired by the Prime Minister Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India & Maldives. This MoU will provide a platform to tap the benefits of information technology for court digitization and can be a potential growth area for the IT companies and start-ups in both the countries.
- India and Namibia entered into a Memorandum of Understanding (MoU) on wildlife conservation and sustainable biodiversity utilization on July 20, 2022, for establishing the cheetah into the historical range in India.
- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (INR) in order to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.

- In June 2022, Prime Minister Mr. Narendra Modi inaugurated and laid the foundation stone of development projects worth Rs. 21,000 crore (US\$ 2.63 billion) at Gujarat Gaurav Abhiyan at Vadodara.
- Mr. Rajnath Singh, Minister of Defence, launched 75 newly-developed Artificial Intelligence (AI) products/technologies during the first-ever 'AI in Defence' (AIDef) symposium and exhibition organized by the Ministry of Defence in New Delhi on 11 July 2022.
- In June 2022:
 - Prime Minister Mr. Narendra Modi laid the foundation stone of 1,406 projects worth more than Rs. 80,000 crore (US\$ 10.01 billion) at the ground-breaking ceremony of the UP Investors Summit in Lucknow.
 - The projects encompass diverse sectors such as Agriculture and Allied industries, IT and Electronics, MSME, Manufacturing, Renewable Energy, Pharma, Tourism, Defence & Aerospace and Handloom & Textiles.
- The Indian Institute of Spices Research (IISR) under the Indian Council for Agricultural Research (ICAR) inked a Memorandum of Understanding (MoU) with Lysterra LLC, a Russia-based company for the commercialization of biocapsule, an encapsulation technology for bio-fertilization on 30 June, 2022.
- As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners including major trade agreements like the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).
- The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment, and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at Rs. 10.68 lakh crore (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).
- Under PM GatiShakti Master Plan, the National Highway Network will develop 25,000 km of new highways network, which will be worth Rs. 20,000 crore (US\$ 2.67 billion). In 2022-23. Increased government expenditure is expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.
- In February 2022, Minister for Finance and Corporate Affairs Ms. Nirmala Sitharaman said that productivity linked incentive (PLI) schemes would be extended to 14 sectors to achieve the mission of AtmaNirbhar Bharat and create 60 lakh jobs with an additional production capacity of Rs. 30 lakh crore (US\$ 401.49 billion) in the next five years.
- In the Union Budget of 2022-23, the government announced funding for the production linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crore (US\$ 3.21 billion).
- In the Union Budget of 2022-23, the government announced a production linked incentive (PLI) scheme for Bulk Drugs which was an investment of Rs. 2500 crore (US\$ 334.60 million).
- In the Union Budget of 2022, Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced that a scheme for design-led manufacturing in 5G would be launched as part of the PLI scheme.
- In September 2021, Union Cabinet approved major reforms in the telecom sector, which are expected to boost employment, growth, competition, and consumer interests. Key reforms include rationalization of adjusted gross revenue, rationalization of bank guarantees (BGs), and encouragement of spectrum sharing.
- In the Union Budget of 2022-23, the government has allocated Rs. 44,720 crore (US\$ 5.98 billion) to Bharat Sanchar Nigam Limited (BSNL) for capital investments in the 4G spectrum.
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman allocated Rs. 650 crore (US\$ 86.69 million) for the Deep Ocean mission that seeks to explore vast marine living and non-living resources. Department of Space (DoS) has got Rs. 13,700 crore (US\$ 1.83 billion) in 2022-23 for several key space missions like Gaganyaan, Chandrayaan-3, and Aditya L-1 (sun).
- In May 2021, the government approved the production linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crore (US\$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US\$ 6.07 billion).
- Minister for Finance & Corporate Affairs Ms Nirmala Sitharaman announced in the Union Budget of 2022-23 that the Reserve Bank of India (RBI) would issue Digital Rupee using blockchain and other technologies.
- In the Union Budget of 2022-23, Railway got an investment of Rs. 2.38 lakh crore (US\$ 31.88 billion) and over 400 new high-speed trains were announced. The concept of "One Station, One Product" was also introduced.
- To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.
- In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.
- In November 2020, the Government of India announced Rs. 2.65 lakh crore (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction, and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country.

- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of an average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.
- On January 29, 2022, the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to Rs. 50,000 crore (US\$ 6.69 billion) about 15 accounts by March 31, 2022. India Debt Resolution Co. Ltd (IDRCL) will control the resolution process. This will clean up India's financial system and help fuel liquidity and boost the Indian economy.
- National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY2022-23; it is expected to raise Rs. 4 lakh crore (US\$ 53.58 billion) in the next three years.
- By November 1, 2021, India and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs. Both sides have renewed their commitment to boost trade in a manner that benefits all.
- In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US\$ 400 billion merchandise export target by FY22.
- In August 2021, Prime Minister Mr. Narendra Modi launched a digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.
- In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US\$ 110 billion by 2030.
- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025.

ROAD AHEAD

In the second quarter of FY 2022-23, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2022. India's comparatively strong position in the external sector reflects the country's generally positive outlook for economic growth and rising employment rates. India ranked fifth in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in FY 2022–23 (until August 2022), stood 46.8% higher than the same period last year. The ratio of revenue expenditure to capital outlay decreased from 6.4 in the previous year to 4.5 in the current year, signaling a clear change in favour of higher-quality spending. Stronger revenue generation as a result of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

Despite the continued global slowdown, India's exports climbed at the second highest rate this quarter. With a reduction in port congestion, supply networks are being restored. The CPI-C and WPI inflation reduction from April 2022 already reflects the impact. In August 2022, CPI-C inflation was 7.0%, down from 7.8% in April 2022. Similarly, WPI inflation has decreased from 15.4% in April 2022 to 12.4% in August 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

UNION BUDGET 2023-24

INTRODUCTION

Union Budget 2023–24 builds on the vision set out in the previous budgets and provides a blueprint for steering the economy towards a sustained high-growth trajectory. The Union Minister of Finance and Corporate Affairs Ms. Nirmala Sitharaman presented the Union Budget 2023-24 in Parliament on 1st February 2023.

Key Highlights of the Budget:

- Per capita income has more than doubled to Rs.1.97 lakh (US\$ 2,400) in around nine years.
- Indian economy has increased in size from being 10th to 5th largest in the world in the past nine years.
- EPFO membership has more than doubled to 27 crore.
- 7,400 crore digital payments of Rs.126 lakh crore (US\$ 1,535.7 billion) have taken place through UPI in 2022.
- 11.7 crore household toilets constructed under Swachh Bharat Mission.
- 9.6 crore LPG connections provided under Ujjwala.
- 220 crore covid vaccination of 102 crore persons.
- 47.8 crore PM Jan Dhan bank accounts.
- Insurance cover for 44.6 crore persons under PM Suraksha Bima and PM Jeevan Jyoti Yojana.
- Cash transfer of Rs. 2.2 lakh crore (US\$ 26.8 billion) to over 11.4 crore farmers under PM Kisan Samman Nidhi.
- Targeted Fiscal Deficit to be below 4.5% by 2025-26.
- The maximum deposit limit for Senior Citizen Savings Scheme to be enhanced from Rs. 15 lakh (US\$ 18,276.5) to Rs. 30 lakh (US\$ 36,553).
- ‘Effective Capital Expenditure’ of Centre to be Rs. 13.7 lakh crore (US\$ 167.26 billion).
- More than 39,000 compliances reduced and more than 3,400 legal provisions decriminalized to enhance Ease of Doing Business.
- Jan Vishwas Bill to amend 42 Central Acts have been introduced to further trust-based governance.
- PAN will be used as the common identifier for all digital systems of specified government agencies to bring Ease of Doing Business.

INCLUSIVE DEVELOPMENT (PART – A)

- Seven priorities of the budget ‘Saptarishi’, are inclusive development, reaching the last mile, infrastructure and investment, unleashing the potential, green growth, youth power, and the financial sector.
- Atmanirbhar Clean Plant Program: This program shall be launched with an outlay of Rs. 2,200 crore (US\$ 268 million) to boost the availability of disease-free, quality planting material for high-value horticultural crops.
- Centre to recruit 38,800 teachers and support staff for the 740 Eklavya Model Residential Schools, serving 3.5 lakh tribal students over the next three years.
- PM Awas Yojana: The outlay for PM Awas Yojana is being enhanced by 66% to over Rs. 79,000 crore (US\$ 9.6 billion).
- Capital outlay of Rs. 2.40 lakh crore (US\$ 29.2 billion) has been provided for the Railways, which is the highest ever outlay and about nine times the outlay made in 2013-14.
- Urban Infrastructure Development Fund (UIDF): UIDF will be established through the use of priority sector lending shortfall and shall be managed by the National Housing Bank and will be used by public agencies to create urban infrastructure in Tier 2 and Tier 3 cities.
- Entity DigiLocker: Entity DigiLocker is to be setup for use by MSMEs, large businesses, and charitable trusts to store and share documents online securely.
- Revamped credit guarantee scheme for MSMEs to take effect from 1st April 2023 through the infusion of Rs. 9,000 crore (US\$ 1.09 billion) in the corpus. This scheme would enable additional collateral-free guaranteed credit of Rs. 2 lakh crore (US\$ 24.4 billion) and also reduce the cost of the credit by about 1%.
- 100 labs to be setup for 5G services-based application development to realize a new range of opportunities, business models, and employment potential.

GOBARdhan (Galvanizing Organic Bio-Agro Resources Dhan) scheme:

- 500 new ‘waste to wealth’ plants shall be established under the scheme for promoting a circular economy at a total investment of Rs. 10,000 crore (US\$ 1.21 billion).
- 5% compressed biogas mandate to be introduced for all organizations marketing natural and biogas.

- Centre to facilitate one crore farmers to adopt natural farming over the next three years. For this, 10,000 Bio-Input Resource Centres are to be set-up, creating a national-level distributed micro-fertilizer and pesticide manufacturing network.

Pradhan Mantri Kaushal Vikas Yojana 4.0:

- This scheme aims to skill lakhs of youth within the next three years covering new-age courses for Industry 4.0 like coding, AI, robotics, mechatronics, IoT, 3D printing, drones, and soft skills.
- 30 Skill India International Centres to be set up across different States to skill the youth for international opportunities.

Central Processing Centre:

- Central Processing Centre to be set up to ensure faster response to companies through centralized handling of various forms filed with field offices under the Companies Act.

Agriculture

- Agriculture Accelerator Fund to be set up to encourage agri-startups by young entrepreneurs in the rural area.
- To make India a global hub for 'Shree Anna', the Indian Institute of Millet Research, Hyderabad will be supported as the Centre of Excellence for sharing best practices, research, and technologies at the international level.
- Rs. 20 lakh crore (US\$ 243.7 billion) agricultural credit targeted at animal husbandry, dairy, and fisheries.
- A new sub-scheme of PM Matsya Sampada Yojana with a targeted investment of Rs. 6,000 crore (US\$ 731 million) to be launched to further enable activities of fishermen, fish vendors, and micro & small enterprises, improve value chain efficiencies, and expand the market.
- Massive decentralised storage capacity to be set up to help farmers store their produce and realize remunerative prices through sale at appropriate times.
- Computerisation of 63,000 Primary Agricultural Credit Societies (PACS) with an investment of Rs. 2,516 crore (US\$ 306.7 million) initiated.

Health:

- 157 new nursing colleges to be established in co-location with the existing 157 medical colleges established since 2014.
- Sickle Cell Anaemia elimination mission to be launched.
- Joint public and Private Medical research to be encouraged via select ICMR labs for encouraging collaborative research and innovation.
- New Programme to promote research in Pharmaceuticals to be launched.
- Aspirational Blocks Programme covering 500 blocks launched for saturation of essential government services across multiple domains such as health, nutrition, education, agriculture, water resources, financial inclusion, skill development, and basic infrastructure.
- Rs. 15,000 crore (US\$ 1.82 billion) for implementation of the Pradhan Mantri PVTG Development Mission over the next three years under the Development Action Plan for the Scheduled Tribes.
- Investment of Rs. 75,000 crore (US\$ 9.14 billion), including Rs. 15,000 crore (US\$ 1.82 billion) from private sources, for one hundred critical transport infrastructure projects, for last and first-mile connectivity for ports, coal, steel, fertilizer, and food grains sectors.
- New Infrastructure Finance Secretariat was established in order to enhance opportunities for private investment in infrastructure.

Education:

- District Institutes of Education and Training to be developed as vibrant institutes of excellence for Teachers' Training.
- A National Digital Library for Children and Adolescents to be set-up for facilitating the availability of quality books across geographies, languages, genres and levels, and device-agnostic accessibility.
- Rs. 5,300 crore (US\$ 645.9 million) to be given as central assistance to the Upper Bhadra Project to provide sustainable micro irrigation and filling up of surface tanks for drinking water.
- 'Bharat Shared Repository of Inscriptions' to be set up in a digital epigraphy museum, with the digitization of one lakh ancient inscriptions in the first stage.

- Continuation of a 50-year interest-free loan to state governments for one more year to spur investment in infrastructure and to incentivize them for complementary policy actions.
- Encouragement to states and cities to undertake urban planning reforms and actions to transform our cities into 'sustainable cities of tomorrow'.
- Transition from manhole to the machine-hole mode by enabling all cities and towns to undertake 100% mechanical desludging of septic tanks and sewers.
- iGOT Karmayogi, an integrated online training platform, has been launched to provide continuous learning opportunities for lakhs of government employees to upgrade their skills and facilitate a people-centric approach.
- Three centres of excellence for Artificial Intelligence to be set up in top educational institutions to realise the vision of "Make AI in India and Make AI work for India".
- National Data Governance Policy to be brought out to unleash innovation and research by start-ups and academia.
- One-stop solution for the purpose of reconciliation and updating the identity and address of individuals to be established using DigiLocker service and Aadhaar as foundational identity.
- 95% of the forfeited amount relating to bid or performance security, shall be returned to MSMEs by the government and government undertakings in cases wherein the MSMEs failed to execute contracts during the Covid period.
- Result Based Financing to allocate scarce resources in order to compete for development needs.
- Phase-3 of the E-Courts project is to be launched with an outlay of Rs. 7,000 crore (US\$ 852.9 million) for the efficient administration of justice.
- R & D grant for Lab Grown Diamonds (LGD) sector to act as an encouraging factor for the indigenous production of LGD seeds and machines and to further reduce import dependency.

Energy Sector:

- Annual production of 5 MMT under the Green Hydrogen Mission to be targeted by 2030 to facilitate the transition of the economy to low carbon intensity and to reduce dependence on fossil fuel imports.
- Rs. 35,000 crore (US\$ 4.3 billion) outlay for energy security, energy transition, and net zero objectives.
- Battery energy storage systems to be promoted to steer the economy on the sustainable development path.
- Rs. 20,700 crore (US\$ 2.52 billion) outlay provided for renewable energy grid integration and evacuation from Ladakh.
- PM-PRANAM: 'PM Programme for Restoration, Awareness, Nourishment and Amelioration of Mother Earth' (PM-PRANAM) to be launched to incentivize States and Union Territories to promote alternative fertilizers and balanced use of chemical fertilizers.
- MISHTI: 'Mangrove Initiative for Shoreline Habitats & Tangible Incomes', (MISHTI), to be taken up for mangrove plantation along the coastline and on salt pan lands, through convergence between MGNREGS, CAMPA Fund, and other sources.
- Green Credit Program: Green Credit Programme is to be notified under the Environment (Protection) Act in order to incentivize and mobilize additional resources for environmentally sustainable and responsive actions.
- Amrit Dharohar scheme to be implemented over the next three years in order to encourage the optimal usage of wetlands, enhance biodiversity, carbon stock, eco-tourism opportunities, and help in income generation for local communities.
- A unified Skill India Digital Platform to be launched in order to enable demand-based formal skilling, linking with employers including MSMEs, and facilitating access to entrepreneurship schemes.
- Direct Benefit Transfer under a pan-India National Apprenticeship Promotion Scheme to be rolled out with the objective of providing stipend support to 47 lakh youth in three years.
- Tourism: At least 50 tourist destinations are to be selected through challenge mode and to be further developed as a complete package for domestic and foreign tourists.
- Dekho Apna Desh: Sector-specific skilling and entrepreneurship development to be dovetailed to achieve the objectives of the 'Dekho Apna Desh' initiative.
- Vibrant Villages Programme: Tourism infrastructure and amenities to be facilitated in border villages under the purview of the Vibrant Villages Programme.
- Unity Mall: States are to be encouraged to set up a Unity Mall for the promotion and sale of their own and also all other states' ODOPs (One District, One Product), GI products, and handicrafts.
- National Financial Information Registry: National Financial Information Registry to be set up which shall serve as the central repository of financial and ancillary information in order to facilitate the efficient flow of credit, promoting financial inclusion, and fostering financial stability. A new legislative framework is to be designed in consultation with RBI to govern this credit public infrastructure.
- Financial sector regulators to carry out a comprehensive review of existing regulations in consultation with public and regulated entities. Time limits to decide the applications under various regulations would also be laid down.

Following measures to be taken in order to enhance business activities in GIFT IFSC:

- Delegating powers under the SEZ Act to IFSCA to avoid dual regulation.
- Setting up a single window IT system for registration and approval from IFSCA, SEZ authorities, GSTN, RBI, SEBI, and IRDAI.
- Permitting acquisition financing by IFSC Banking Units of a foreign bank.
- Establishing a subsidiary of EXIM Bank for trade refinancing.
- Amending IFSCA Act for statutory provisions for arbitration, ancillary services, and avoiding dual regulation under SEZ Act.
- Recognizing offshore derivative instruments as valid contracts.
- Amendments proposed to the Banking Regulation Act, the Banking Companies Act, and the Reserve of India Act to improve bank governance and enhance investors' protection.
- Countries looking for digital continuity solutions would be facilitated for setting up their Data Embassies in GIFT IFSC.
- SEBI to be empowered to develop, regulate, maintain, and enforce norms and standards for education in the National Institute of Securities Markets and to recognize the award of degrees, diplomas and certificates.
- Integrated IT portal to be established to enable investors to easily reclaim the unclaimed shares and unpaid dividends from the Investor Education and Protection Fund Authority.
- Mahila Samman Savings Certificate: To commemorate Azadi Ka Amrit Mahotsav, a one-time new small savings scheme, Mahila Samman Savings Certificate to be launched. It will offer deposit facility upto Rs. 2 lakh (US\$ 2,437.6) in the name of women or girls for tenure of 2 years (up to March 2025) at fixed interest rate of 7.5% with partial withdrawal option.
- The maximum deposit limit for Monthly Income Account Scheme to be enhanced from Rs. 4.5 lakh (US\$ 5,482.8) to Rs. 9 lakh (US\$ 10,965.5) for a single account and from Rs. 9 lakh (US\$ 10,965.5) to Rs. 15 lakh (US\$ 18,276.5) for a joint account.
- The entire fifty-year interest-free loan to states to be spent on capital expenditure within 2023-24. Part of the loan is conditional on States increasing actual Capital expenditure and parts of the outlay shall be linked to States undertaking specific loans.
- Fiscal Deficit of 3.5% of GSDP allowed for States of which 0.5% is tied to Power sector reforms.

ESTIMATES

Revised Estimates 2022-23:

- The total receipts other than borrowings is Rs. 24.3 lakh crore (US\$ 296.1 billion), of which the net tax receipts are Rs. 20.9 lakh crore (US\$ 254.7 billion).
- The total expenditure is Rs. 41.9 lakh crore (US\$ 510.6 billion), of which the capital expenditure is about Rs. 7.3 lakh crore (US\$ 88.9 billion).
- The fiscal deficit is 6.4% of GDP, adhering to the Budget Estimate.

Budget Estimates 2023-24:

- The total receipts other than borrowings is estimated at Rs. 27.2 lakh crore (US\$ 331.5 billion) and the total expenditure is estimated at Rs. 45 lakh crore (US\$ 548.4 billion).
- The net tax receipts are estimated at Rs. 23.3 lakh crore (US\$ 283.9 billion).
- The fiscal deficit is estimated to be 5.9% of GDP.
- To finance the fiscal deficit in 2023-24, the net market borrowings from dated securities are estimated at Rs. 11.8 lakh crore (US\$ 143.8 billion).
- The gross market borrowings are estimated at Rs. 15.4 lakh crore (US\$ 187.7 billion).

DIRECT TAXES (PART – B)

- △ Direct Tax proposals aim to maintain the continuity and stability of taxation, further simplify and rationalise various provisions to reduce the compliance burden, promote the entrepreneurial spirit, and provide tax relief to citizens.
- △ Constant endeavour of the Income Tax Department to improve taxpayers' services by making compliance easy and smooth.
- △ To further improve taxpayer services, a proposal to roll out a next-generation Common IT Return Form for taxpayer convenience, along with plans to strengthen the grievance redressal mechanism.
- △ Rebate limit of Personal Income Tax to be increased to Rs. 7 lakh (US\$ 8,528.4) from the current Rs. 5 lakh (US\$ 6,093) in the new tax regime. Thus, persons in the new tax regime, with income up to Rs. 7 lakh (US\$ 8,528.4) do not pay any tax.
- △ Tax structure in the new personal income tax regime, introduced in 2020 with six income slabs, to change by reducing the number of slabs to five and increasing the tax exemption limit to Rs. 3 lakh (US\$ 3,654.9). Change to provide major relief to all taxpayers in the new regime.
- △ Proposal to extend the benefit of a standard deduction of Rs. 50,000 (US\$ 609.2) to salaried individuals, and deduction from family pensions up to Rs. 15,000 (US\$ 182.8), in the new tax regime.
- △ Highest surcharge rate to reduce from 37% to 25% in the new tax regime. This will further result in a reduction of the maximum personal income tax rate to 39%.
- △ The limit for tax exemption on leave encashment on the retirement of non-government salaried employees to increase to Rs. 25 lakh (US\$ 30,462.2).
- △ The new income tax regime to be made the default tax regime. However, citizens will continue to have the option to avail the benefit of the old tax regime.
- △ Enhanced limits for micro-enterprises and certain professionals for availing the benefit of presumptive taxation proposed. Increased limit to apply only in case the amount or aggregate of the amounts received during the year, in cash, does not exceed 5% of the total gross receipts/turnover.
- △ Deduction for expenditure incurred on payments made to MSMEs to be allowed only when payment is actually made in order to support MSMEs in timely receipt of payments.
- △ New co-operatives that commence manufacturing activities till 31.3.2024 to get the benefit of a lower tax rate of 15%, as presently available to new manufacturing companies.
- △ Opportunity provided to sugar co-operatives to claim payments made to sugarcane farmers for the period prior to the assessment year 2016-17 as an expenditure. This is expected to provide them relief of almost Rs. 10,000 crore (US\$ 1.21 billion).
- △ Provision of a higher limit of Rs. 2 lakh (US\$ 2,436.8) per member for cash deposits to and loans in cash by Primary Agricultural Co-operative Societies (PACS) and Primary Co-operative Agriculture and Rural Development Banks (PCARDBs).
- △ A higher limit of Rs. 3 crore (US\$ 365,578.1) for TDS on cash withdrawal to be provided to co-operative societies.
- △ Date of incorporation for income tax benefits to start-ups to be extended from 31.03.23 to 31.3.24.
- △ Proposal to provide the benefit of carry forward of losses on change of shareholding of start-ups from seven years of incorporation to 10 years.
- △ Deduction from capital gains on investment in residential houses under sections 54 and 54F to be capped at Rs. 10 crore (US\$ 1.21 million) for better targeting of tax concessions and exemptions.
- △ Proposal to limit income tax exemption from proceeds of insurance policies with very high value, where the aggregate of premium for life insurance policies (other than ULIP) issued on or after 1st April 2023 is above Rs. 5 lakh (US\$ 6,093), income from only those policies with aggregate premium up to Rs. 5 lakh (US\$ 6,093) shall be exempted.
- △ Income of authorities, boards, and commissions set up by statutes of the Union or State for the purpose of housing, development of cities, towns and villages, and regulating, or regulating and developing an activity or matter, proposed to be exempted from income tax.
- △ Minimum threshold of Rs. 10,000 (US\$ 121.8)/- for TDS to be removed and taxability relating to online gaming to be clarified. Proposal to provide for TDS and taxability on net winnings at the time of withdrawal or at the end of the financial year.
- △ Conversion of gold into the electronic gold receipt and vice versa not to be treated as capital gain.
- △ TDS rate to be reduced from 30% to 20% on taxable portion of EPF withdrawal in non-PAN cases.
- △ Income from Market Linked Debentures to be taxed.
- △ Deployment of about 100 Joint Commissioners for disposal of small appeals in order to reduce the pendency of appeals at the Commissioner level.
- △ Increased selectivity in taking up appeal cases for scrutiny of returns already received this year.
- △ Period of tax benefits to funds relocating to IFSC, GIFT City extended till 31.03.2025.
- △ Certain acts of omission of liquidators under section 276A of the Income Tax Act are to be decriminalized with effect from 1st April 2023.

- △ Carry forward losses on strategic disinvestment including that of IDBI Bank to be allowed.
- △ Agniveer Fund to be provided EEE (exempt-exempt-exempt) status. The payment received from the Agniveer Corpus Fund by the Agniveers enrolled in Agnipath Scheme, 2022 proposed to be exempt from taxes. Deduction in the computation of total income is proposed to be allowed to the Agniveer on the contribution made by him or the Central Government to his Seva Nidhi account.

INDIRECT TAXES

- △ Number of basic customs duty rates on goods, other than textiles and agriculture, reduced to 13 from 21.
- △ Minor changes in the basic customs duties, cesses, and surcharges on some items including toys, bicycles, automobiles, and naphtha.
- △ Excise duty exempted on GST-paid compressed biogas contained in blended compressed natural gas.
- △ Customs Duty on specified capital goods/machinery for the manufacture of lithium-ion cell for use in the battery of electrically operated vehicles (EVs) extended to 31.03.2024.
- △ Customs duty exempted on vehicles, specified automobile parts/components, sub-systems, and tyres when imported by notified testing agencies, for the purpose of testing and/ or certification, subject to conditions.
- △ Customs duty on the camera lens and its inputs/parts for use in the manufacture of camera module of cellular mobile phones was reduced to zero and concessional duty on lithium-ion cells for batteries was extended for another year.
- △ Basic customs duty reduced on parts of open cells of TV panels to 2.5%.
- △ Basic customs duty on electric kitchen chimney increased to 15% from 7.5%.
- △ Basic customs duty on heat coil for manufacture of electric kitchen chimneys reduced to 15% from 20%.
- △ Denatured ethyl alcohol used in chemical industry exempted from basic customs duty.
- △ Basic customs duty reduced on acid grade fluorspar (containing by weight more than 97% of calcium fluoride) to 2.5% from 5%.
- △ Basic customs duty on crude glycerin for use in the manufacture of epichlorohydrin reduced to 2.5% from 7.5%.
- △ Duty reduced on key inputs for domestic manufacture of shrimp feed.
- △ Basic customs duty reduced on seeds used in the manufacture of lab-grown diamonds.
- △ Duties on articles made from dore and bars of gold and platinum increased.
- △ Import duty on silver dore, bars, and articles increased.
- △ Basic Customs Duty exemption on raw materials for the manufacture of CRGO Steel, ferrous scrap, and nickel cathode continued.
- △ Concessional BCD of 2.5% on copper scrap is continued.
- △ Basic customs duty rate on compounded rubber increased to 25% from 10% or 30 per kg whichever is lower.
- △ National Calamity Contingent Duty (NCCD) on specified cigarettes revised upwards by about 16%.
- △ Legislative Changes in Customs Laws:
 - Customs Act, 1962 to be amended to specify a time limit of nine months from the date of filing an application for passing the final order by the Settlement Commission.
 - Customs Tariff Act to be amended to clarify the intent and scope of provisions relating to Anti-Dumping Duty (ADD), Countervailing Duty (CVD), and Safeguard Measures.
- △ CGST Act to be amended:
 - To raise the minimum threshold of tax amount for launching prosecution under GST from Rs. 1 crore to 2 crore.
 - To reduce the compounding amount from the present range of 50 to 150% of the tax amount to the range of 25 to 100%.
 - Decriminalise certain offences.
 - To restrict filing of returns/statements to a maximum period of three years from the due date of filing of the relevant return/statement.
 - To enable unregistered suppliers and composition taxpayers to make intra-state supply of goods through E-Commerce Operators (ECOs).

INDIAN RAILWAY INDUSTRY REPORT

INTRODUCTION

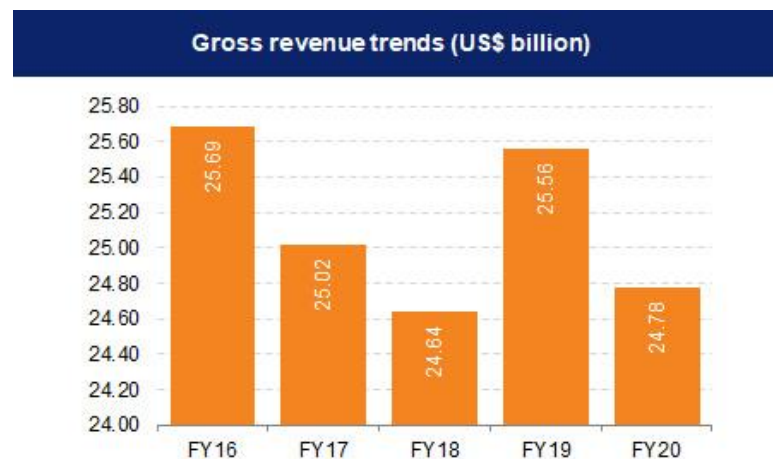
The Indian railway system is regarded as the foundation and lifeblood of the economy. Indian railways span thousands of kilometres practically covering the entire nation, making it the fourth largest in the world after the US, China, and Russia. The Railways Board, which has a monopoly over the provision of rail services in India, oversees overseeing the whole infrastructure. Due to its low cost and effective operations, railways continue to be the most popular means of transportation for most Indians when travelling long distances.

India's railway network is recognised as one of the largest railway systems in the world under single management. The railway network is also ideal for long-distance travel and movement of bulk commodities, apart from being an energy-efficient and economic mode of conveyance and transport. Indian Railways is the preferred carrier of automobiles in the country.

The government of India has focused on investing in railway infrastructure by making investor-friendly policies. It has moved quickly to enable Foreign Direct Investment (FDI) in railways to improve infrastructure for freight and high-speed trains. At present, several domestic and foreign companies are also looking to invest in Indian rail projects.

MARKET SIZE

India has the fourth largest railway network with over 22,593 operating trains (9141 freight and 13,452 passengers) with a daily passenger count of 24 million passengers and 203.88 million tonnes of freight. In FY22 passenger traffic stood at 3.54 billion as compared to 1.28 billion in FY21. In FY 2022-23, railway freight volume stood at 1,109.38 MT which depicted year-on-year growth of 8%. Since August 2020, the Indian Railways has run 450 Kisan Rail services and was able to transport over 1.45 lakh tonnes of agricultural produce & perishables Rail Tel, a PSU under the Railway Ministry, which provides fast and free Wi-Fi across the In November 2020, India Railways announced that 40% of dedicated freight corridor (DFC) will be opened for traffic by end-FY21. India is among the top 3 exporters of railways globally as of 2022. India's export of railways has grown at a CAGR of 31.51% during 2010-2018 to US\$ 507.90 million. Exports of railways in 2021 stood at US\$ 633.27 million.



Indian Railways is developing and creating technology in areas such as signalling and telecommunication with 15,000 km being converted into automatic signalling and 37,000 km to be fitted with 'KAVACH', the domestically developed Train Collision Avoidance System.

INVESTMENTS/DEVELOPMENTS

Following are some of the major investments and developments in India's railways sector:

- Revenue growth has been strong over the years. Indian Railways' revenue reached US\$ 5.21 billion in the third quarter of FY 2023.
- The total passenger revenue stood at US\$ 8.51 billion during 2022-23.
- In FY 2023 (until October 2022) passenger traffic stood at 3.61 billion.
- Total revenue from traffic is estimated to be Rs. 2,64,600 crore (US\$ 32.18 billion), which comprises 99.8% of the total revenue.
- From April-January 2023, railway freight loading of 1243.46 MT was achieved against last year's loading of 1159.08 MT which depicted an improvement of 7%.
- FDI inflows in railway-related components stood at US\$ 1.23 billion from April 2000- March 2023.
- In the case of freight earnings, it experienced a year-on-year growth of 20.84%. It stood at US\$ 18.55 billion in FY22 as compared to FY21 which was at US\$ 15.35 billion.
- Freight remains the key revenue-earning segment for Indian Railways, accounting for 75.2% of the total revenue in FY22, followed by the passenger segment.

- Indian Railways aims to achieve 100% electrification of all broad-gauge routes by 2023.
- In November 2021, Indian Railways announced that ~102 semi-high-speed Vande Bharat Expresses are expected to commence operations by 2024.
- In July 2021, the South-Central Railway zone announced infrastructure development by doubling the maximum permissible speed to 100 km per hour on the Godavari Bridge. The initiative gave a major boost to the Indian Railways on infrastructure modernisation.
- Since the launch of first 'Kisan Rail' service on August 7, 2020, the Indian Railways have operated a total of 1,040 Kisan Rail services by transporting ~3.38 lakh tonnes of consignment across 72 routes in the country until July 30, 2021.
- The Indian Railways is likely to deliver 58 supercritical as well as 68 critical projects worth more than Rs.1,15,000 crore (US\$ 15.44 billion) in the next few years. 29 supercritical projects—spanning 1,044 km and costing Rs. 11,588 crore (US\$ 1.5 billion)—have been commissioned. Four projects worth Rs. 1,408 crore (US\$ 189.05 million) have been completed and the remaining projects are targeted for completion by March 2024.
- On July 25, 2021, the Indian Railways Station Development Corporation (IRSDC), a nodal agency of the Ministry of Railways spearheading the re-development of railway stations across the country, claimed that the two railway stations will be redeveloped at an indicative cost of Rs. 1,285 crore (US\$ 172.54 million) in four years.
- The Indian Railways has decided to undertake electrification of Broad Gauge (BG) rail lines in a mission mode and is likely to complete the process by 2023-24. Of the 64,689 km of broad-gauge route, 45,881 km has been electrified and the remaining 18,808 km route is yet to be electrified. About Rs. 21,000 crore (US\$ 2.8 billion) is estimated to be spent on electrification of the remaining BG routes.
- In January 2021, Hyundai Motor India Ltd. (HMIL) announced that it has exported 125 cars to Nepal via the Indian Railways. The export is claimed to be eco-friendly and the first-ever by the company. With this step, the company is aiming to reduce its carbon footprint by 20,260 tonnes.
- The Indian Railways completed eight major capacity enhancement projects by taking advantage of the coronavirus lockdown. These projects included three supercritical projects with a combined length of 68km, three critical projects with a combined length of 45km, upgradation of the entire 389km railway line from Jhajha in Bihar to Pandit Deen Dayal Upadhyaya Junction in Uttar Pradesh and a new 82km port connectivity line to Paradip.
- As a part of the Railways' plans to upgrade its network, the Ministry announced that all non-AC sleeper coaches will be replaced by AC coaches for trains running >130 kmph. This move has been taken as a technical necessity for high-speed trains with the bonus of improving the passenger experience.

GOVERNMENT INITIATIVES

The Government of India has adopted few initiatives for the Railways sector in the recent past, some of these are as follows:

- Under the Union Budget 2023-24, capital outlay of Rs. 2.40 lakh crore (US\$ 29 billion) has been allocated to the Ministry of Railways, which is the highest ever outlay and about nine times the outlay made in 2013-14.
- Under the Union Budget 2023-24, the government allocated US\$ 29 billion to the Ministry of Railways.
- The Bairabi-Sairang project aims to create an additional 51.38 km of railway track in northeast India.
- In the Union Budget 2022-23:
 - The government allocated Rs. 140,367.13 crore (US\$ 18.40 billion) to the Ministry of Railways.
 - Indian Railways will develop new products and efficient logistics services for small farmers, and small and medium enterprises. It will also take steps towards integration of postal and railway networks to provide seamless solutions for movement of parcels.
 - 100 PM-GatiShakti Cargo Terminals for multimodal logistics facilities will be developed over next three years.
 - Multimodal connectivity between mass urban transport and railway stations will be facilitated on priority.
 - 2,000 km of network will be brought under Kavach, the indigenous technology for safety and capacity augmentation.
 - 'One Station-One Product' concept will be popularized to help local businesses and supply chains.
 - The new & upgraded version of Vande Bharat Express between Gandhinagar Capital & Mumbai Central was inaugurated by Prime Minister Mr. Narendra Modi on September 30, 2022.
- In August 2022, the government launched Mission Raftaar for speed enhancement and to achieve a target of doubling average speed of freight trains and increasing the average speed of superfast /mail/express trains by 25 kmph
- In October 2021, India and Nepal signed a MoU (Memorandum of Understanding), for a proposed US\$ 3.15 billion railway line project, to connect Kathmandu and the Indian border town, Raxaul.
- Indian Railways has logged the highest ever electrification of sections covering 6,015 Route Kilometer (RKM) in a single year during 2020-21. More than 5 times electrification was achieved during (2014-21) last seven years as compared to during 2007-14.

- In April 2021, Indian Railways completed the arch closure of the under-construction Chenab Bridge which is the world's highest railway bridge. Chenab Bridge is 1315 m long and will be 35 meters higher than Eiffel Tower in Paris. The total cost of the bridge is estimated to be Rs. 1,486 crore (US\$ 200.46 million) and the design life of the bridge is said to be 120 years.
- To boost rail infrastructure and make the Indian Railways network future ready, Indian Railways has identified 56 projects across the country in various zones to be completed by Feb-Mar 2021 and FY22.
- In July 2020, the Ministry of Railways has invited Request for Qualifications (RFQ) for private participation in operating passenger train services across 109 Origin Destination (OD) routes. As part of the plan, the railways will introduce 12 trains in FY23, 45 in FY24, 50 in FY26 and 44 more in the next fiscal, taking the total number of trains to 151 by the FY27. The project would entail private sector investments of about Rs. 30,000 crore (US\$ 4.09 billion).
- The Government is going to come up with a 'National Rail Plan' to enable the country to integrate its rail network with other modes of transport and develop a multi-modal transportation network.
- A 'New Online Vendor Registration System' has been launched by Research Designs & Standards Organisation (RDSO), the research arm of Indian Railways, to have digital and transparent systems and procedures.
- The Ministry of Railways plans to monetize assets including Eastern and Western Dedicated Freight Corridors after commissioning, induction of 150 modern rakes through PPP, station redevelopment through PPP, railway land parcels, multifunctional complexes (MFC), railway colonies, hill railways and stadiums.

ROAD AHEAD

Indian Railway network is growing at a healthy rate. In the next five years, the Indian railway market is expected to be the third largest, accounting for 10% of the global market. The government has announced two key initiatives for seeking private investments-running passenger trains by private operators across the railways network and redevelopment of railway stations across the country. According to Indian Railways, these projects have the potential of bringing an investment of over US\$ 7.5 billion in the next five years.

'Adarsh' Station Scheme has been started in 2009-10 and presently, railway stations are upgraded/modernised based on identified need of providing better-enhanced passenger amenities at stations. Under the scheme, 1253 stations have been identified for development, out of which 1215 stations so far have been developed. The remaining 38 stations are planned to be developed by 2022-23. Indian Railways is also looking at other areas of revenue generation such as the following: a) Change in composition of coaches so that it can push the more profitable AC coach travel; b) Additional revenue streams by monetising traffic on its digital booking IRCTC; and c) Disinvesting IRCTC.

The Indian Railway launched the National Rail Plan, Vision 2024, to accelerate implementation of critical projects, such as multitrack congested routes, achieve 100% electrification, upgrade the speed to 160 kmph on Delhi-Howrah and Delhi-Mumbai routes, upgrade the speed to 130 kmph on all other golden quadrilateral-golden diagonal (GQ/GD) routes and eliminate all level crossings on the GQ/GD route, by 2024.

INDUSTRIAL STEEL INDUSTRY OVERVIEW

INTRODUCTION

One of the primary forces behind industrialization has been the use of metals. Steel has traditionally occupied a top spot among metals. Steel production and consumption are frequently seen as measures of a country's economic development because it is both a raw material and an intermediary product. Therefore, it would not be an exaggeration to argue that the steel sector has always been at the forefront of industrial progress and that it is the foundation of any economy. The Indian steel industry is classified into three categories - major producers, main producers and secondary producers.

As of December 2022, India was the world's second-largest producer of crude steel. In FY22, the production of crude steel and finished steel stood at 133.596 MT and 120.01 MT, respectively. In April-November 2022, the production of crude steel and finished steel stood at 81.96 MT and 78.09 MT respectively. The growth in the Indian steel sector has been driven by the domestic availability of raw materials such as iron ore and cost-effective labour. Consequently, the steel sector has been a major contributor to India's manufacturing output.

The Indian steel industry is modern, with state-of-the-art steel mills. It has always strived for continuous modernisation of older plants and up-gradation to higher energy efficiency levels.

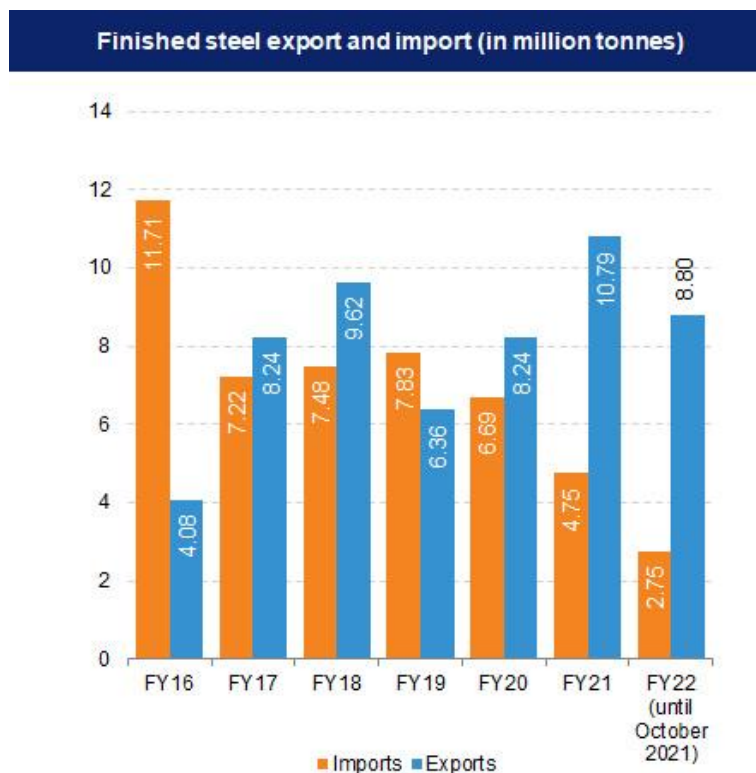
MARKET SIZE

In the past 10–12 years, India's steel sector has expanded significantly. Production has increased by 75% since 2008, while domestic steel demand has increased by almost 80%. The capacity for producing steel has grown concurrently, and the rise has been largely organic.

In FY22, the production of crude steel and finished steel stood at 133.596 MT and 120.01 MT, respectively. The consumption of finished steel stood at 105.751 MT in FY22. Between April-December 2022, India's finished steel consumption stood at 75.34 MT. In April-July 2022, the production of crude steel and finished steel stood at 40.95 MT and 38.55 MT respectively.

In FY23 (until January 2023), the exports of finished steel stood at 5.33 MT, while the imports stood at 5 MT. In FY22, exports and imports of finished steel stood at 13.49 MT and 4.67 MT, respectively. In FY22, India's export rose by 25.1% YoY, compared with 2021. In FY21, India exported 9.49 MT of finished steel. In December 2022 exports of finished steel stood at 4.42 lakh tonnes.

The annual production of steel is anticipated to exceed 300 million tonnes by 2030–2031. By 2030–31, crude steel production is projected to reach 255 million tonnes at 85% capacity utilisation achieving 230 million tonnes of finished steel production, assuming a 10% yield loss or a 90% conversion ratio for the conversion of raw steel to finished steel. With net exports of 24 million tonnes, consumption is expected to reach 206 million tonnes by the years 2030–2031. As a result, it is anticipated that per-person steel consumption will grow to 160 kg.



INVESTMENTS

The steel industry and its associated mining and metallurgy sectors have seen major investments and developments in the recent past.

According to the data released by the Department for Promotion of Industry and Internal Trade (DPIIT), between April 2000-December 2022, Indian metallurgical industries attracted FDI inflows of US\$ 17.22 billion.

In FY22, demand for steel was expected to increase by 17% to 110 million tonnes, driven by rising construction activities. Some of the major investments in the Indian steel industry are as follows:

- 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 August 2022, Tata Steel signed an MoU with Punjab Government to set up a steel scrap based electric arc furnace steel plant.
- In May 2022, Tata Steel announced a CAPEX of Rs. 12,000 crore (US\$ 1.50 billion).
- In October 2021, Tata Steel was planning to set up more scrap-based facilities that will have a capacity of at least a billion tonnes by 2025.
- In October 2021, JSW Steel invested Rs. 150 billion (US\$ 19.9 million) to build a steel plant in Jammu and Kashmir and boost manufacturing in the region.
- 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.
- In August 2021, Jindal Steel & Power Ltd. announced plans to invest US\$ 2.4 billion to increase capacity over the next six years to meet the rising demand from customers.
- In the next three years from June 2021, JSW Steel is planning to invest Rs. 47,457 crore (US\$ 6.36 billion) to increase Vijayanagar's steel plant capacity by 5 MTPA and establish a mining infrastructure in Odisha.

GOVERNMENT INITIATIVES

Some of the other recent Government initiatives in this sector are as follows:

- In October 2021, the government announced guidelines for the approved specialty steel production-linked incentive (PLI) scheme.
- 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 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 & 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 the 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.
- In June 2021, JSW Steel, CSIR-National Chemical Lab (NCL), Scottish Development International (SDI) and India H2 Alliance (IH2A) joined forces to commercialise hydrogen in the steel and cement sectors.
- Under the Union Budget 2023-24, the government allocated Rs. 70.15 crore (US\$ 8.6 million) to the Ministry of Steel.

- In addition, 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.
- In January 2021, the Ministry of Steel, Government of India, signed a Memorandum of Cooperation (MoC) 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.
- The Union Cabinet, Government of India approved the National Steel Policy (NSP) 2017, as it intends to create a globally competitive steel industry in India. NSP 2017 envisage 300 million tonnes (MT) steel-making capacity and 160 kgs per capita steel consumption by 2030-31.
- The Ministry of Steel is facilitating the setting up of an industry driven Steel Research and Technology Mission of India (SRTMI) in association with the public and private sector steel companies to spearhead research and development activities in the iron and steel industry at an initial corpus of Rs. 200 crore (US\$ 30 million).
- The Government of India raised import duty on most steel items twice, each time by 2.5% and imposed measures including anti-dumping and safeguard duties on iron and steel items.

ROAD AHEAD

The steel industry has emerged as a major focus area given the dependence of a diverse range of sectors on its output as India works to become a manufacturing powerhouse through policy initiatives like Make in India. With the industry accounting for about 2% of the nation's GDP, India ranks as the world's second-largest producer of steel and is poised to overtake China as the world's second-largest consumer of steel. Both the industry and the nation's export manufacturing capacity have the potential to help India regain its favourable steel trade balance.

The National Steel Policy, 2017 envisage 300 million tonnes of production capacity by 2030-31. The per capita consumption of steel has increased from 57.6 kgs to 74.1 kgs during the last five years. 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. As per Indian Steel Association (ISA), steel demand will grow by 7.2% in 2019-20 and 2020-21.

Huge scope for growth is offered by India's comparatively low per capita steel consumption and the expected rise in consumption due to increased infrastructure construction and the thriving automobile and railways sectors.

Source: www.ibef.org

METRO RAIL PROJECTS IN INDIA

India's metro rail projects have undergone significant development, reshaping urban transportation. These projects aim to alleviate traffic congestion, reduce pollution, and enhance connectivity within cities. With projects spanning across cities like Delhi, Mumbai, Bangalore, and Chennai, India's metro network continues to expand.

The development process involves meticulous planning, strategic funding, and advanced technology integration. These metro systems offer commuters a convenient and efficient mode of transport, facilitating seamless travel across crowded urban landscapes. As cities continue to grow, the expansion of metro rail projects remains a cornerstone of India's urban development strategy, catering to the needs of modern urban life.

Details of all operational/under construction/approved/planned metro rail projects in India.

Project (State)	Network	Operational	U/Construction	Project Cost
Agra Metro Uttar Pradesh	29.4 km	0.0 km	14.25 km	₹8,379.62 cr.
Ahmedabad Metro Gujarat	68.28 km	40.3 km	28.25 km	₹16,157 cr.
Bangalore Metro Karnataka	254.85 km	69.66 km	118.8 km	₹58,193 cr.
Bhopal Metro Madhya Pradesh	105.0 km	0.0 km	6.2 km	₹6,941 cr.
Bhubaneswar Metro Odisha	26.0 km	0.0 km	0.0 km	₹5,000 cr.
Chandigarh Metro Chandigarh	77.0 km	0.0 km	0.0 km	₹10,570 cr.
Chennai Metro Tamil Nadu	188.79 km	54.65 km	118.9 km	₹85,613 cr.
Coimbatore Metro Tamilnadu	147.0 km	0.0 km	0.0 km	₹9,424 cr.
Delhi Metro NCR-Delhi	530.18 km	350.0 km	65.1 km	₹117,278 cr.
Dholera Metro Gujarat	100.0 km	0.0 km	0.0 km	₹7,000 cr.
Gorakhpur Metro Uttar Pradesh	27.40 km	0.0 km	0.0 km	₹4,672 cr.
Gurgaon Metro NCR (Haryana)	43.1 km	12.10 km	0.0 km	₹8,736 cr.
Hyderabad Metro Telangana	581.41 km	67.27 km	0.0 km	₹87,100 cr.
Indore Metro Madhya Pradesh	33.5 km	0.0 km	17.2 km	₹7,500 cr.
Jaipur Metro Rajasthan	38.33 km	11.97 km	0.0 km	₹9,732 cr.
Jammu Metro J&K	23.0 km	0.0 km	0.0 km	₹4,825 cr.
Kanpur Metro Uttar Pradesh	32.4 km	8.98 km	15.08 km	₹11,076 cr.
Kochi Metro Kerala	39.10 km	27.4 km	1.16 km	₹7,138.84 cr.
Kolkata Metro West Bengal	149.27 km	47.85 km	59.15 km	₹50,001.05 cr.
Kozhikode Metro Kerala	13.3 km	0.0 km	0.0 km	₹2,773 cr.
Lucknow Metro Uttar Pradesh	33.90 km	22.9 km	0.0 km	₹11,963 cr.
Madurai Metro Tamil Nadu	31.0 km	0.0 km	0.0 km	₹8,500 cr.

Madurai Metro Tamil Nadu	31.0 km	0.0 km	0.0 km	₹8,500 cr.
Meerut Metro Uttar Pradesh	35.0 km	0.0 km	20.0 km	₹11,544 cr.
Mumbai Metro Maharashtra	337.10 km	46.39 km	156.71 km	₹140,202 cr.
Mumbai Monorail Maharashtra	19.5 km	19.5 km	0.0 km	₹3,000 cr.
Navi Mumbai Metro Maharashtra	26.3 km	0.0 km	11.1 km	₹5,036 cr.
Nagpur Metro Maharashtra	81.62 km	38.22 km	0.0 km	₹15,388 cr.
Nagpur BG Metro Maharashtra	268.63 km	0.0 km	0.0 km	₹333.60 cr.
Nashik Metro Maharashtra	32.0 km	0.0 km	0.0 km	₹2,001 cr.
Noida Metro NCR-Uttar Pradesh	93.67 km	29.70 km	0.0 km	₹11,185 cr.
Patna Metro Bihar	32.5 km	0.0 km	32.5 km	₹13,479 cr.
Prayagraj Metro Uttar Pradesh	44.0 km	0.0 km	0.0 km	₹5,500 cr.
Pune Metro Maharashtra	87.36 km	23.8 km	42.56 km	₹24,773 cr.
Salem Tamil Nadu	35.19 km	0.0 km	0.0 km	NA
Srinagar Metro J&K	25.0 km	0.0 km	0.0 km	₹5,734 cr.
Surat Metro Gujarat	40.3 km	0.0 km	21.31 km	₹12,020 cr.
Thane Metro Maharashtra	29.0 km	0.0 km	0.0 km	₹13,095 cr.
Tiruchirappalli Tamil Nadu	45.0 km	0.0 km	0.0 km	NA
Tirunelveli Tamil Nadu	39.07 km	0.0 km	0.0 km	NA
Trivandrum Metro Kerala	21.80 km	0.0 km	0.0 km	₹4,219 cr.
Varanasi Metro Uttar Pradesh	29.2 km	0.0 km	0.0 km	₹17,227 cr.
Vijayawada Metro Andhra Pradesh	66.2 km	0.0 km	0.0 km	₹15,000 cr.
Vizag Metro Andhra Pradesh	140.2 km	0.0 km	0.0 km	₹15,933 cr.
Warangal Metro Neo Telangana	15.0 km	0.0 km	0.0 km	₹1,341 cr.

Key Dates (Operational Metros)

Project	Operational	Operational Since	Authority Name
Kolkata Metro	46.46 km	24 October 1984	Indian Railways
Delhi Metro	350.0 km	24 December 2002	Delhi Metro Rail Corporation
Bangalore Metro	69.66 km	20 October 2011	Bangalore Metro Rail Corporation
Gurgaon Metro	11.70 km	14 November 2013	Haryana Mass Rapid Transport Corporation
Mumbai Monorail	19.5 km	2 February 2014	Maha Mumbai Metro Operations
Mumbai Metro	46.39 km	8 June 2014	Mumbai Metro One / Maha Mumbai Metro
Jaipur Metro	12.0 km	3 June 2015	Jaipur Metro Rail Corporation
Chennai Metro	54.65 km	29 June 2015	Chennai Metro Rail Ltd
Kochi Metro	27.4 km	19 June 2017	Kochi Metro Rail Ltd
Lucknow Metro	22.9 km	6 September 2017	Uttar Pradesh Metro Rail Corporation
Hyderabad Metro	67.0 km	29 November 2017	L&T Metro Rail (Hyderabad) Ltd
Noida Metro	29.7 km	25 January 2019	Noida Metro Rail Corporation
Ahmedabad Metro	40.03 km	6 March 2019	Gujarat Metro Rail Corporation
Nagpur Metro	38.22 km	8 March 2019	Maharashtra Metro Rail Corporation
Kanpur Metro	8.98 km	28 December 2021	Uttar Pradesh Metro Rail Corporation
Pune Metro	23.0 km	6 March 2022	Maharashtra Metro Rail Corporation
Total Network	867.85 km		

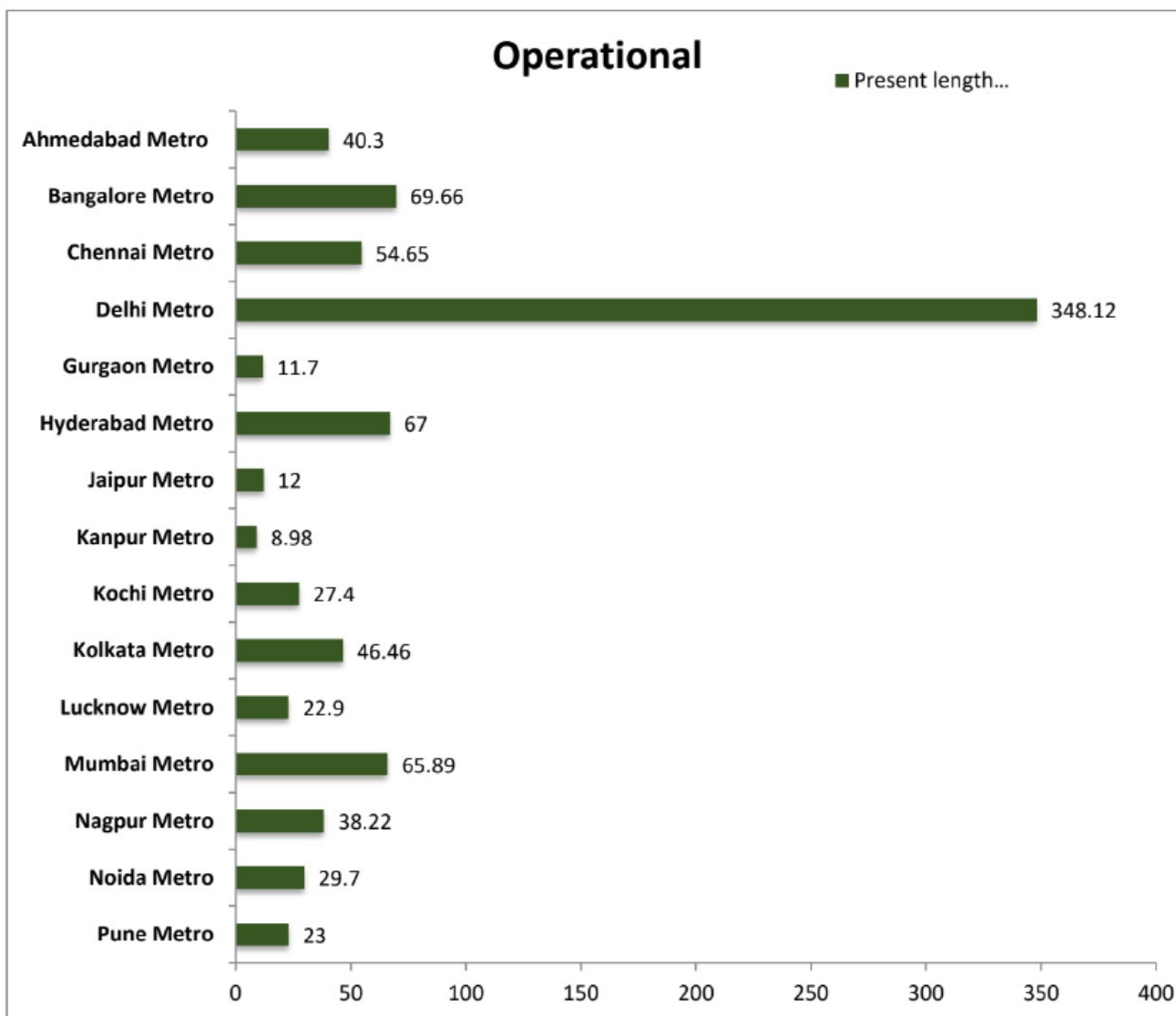
Key Summary

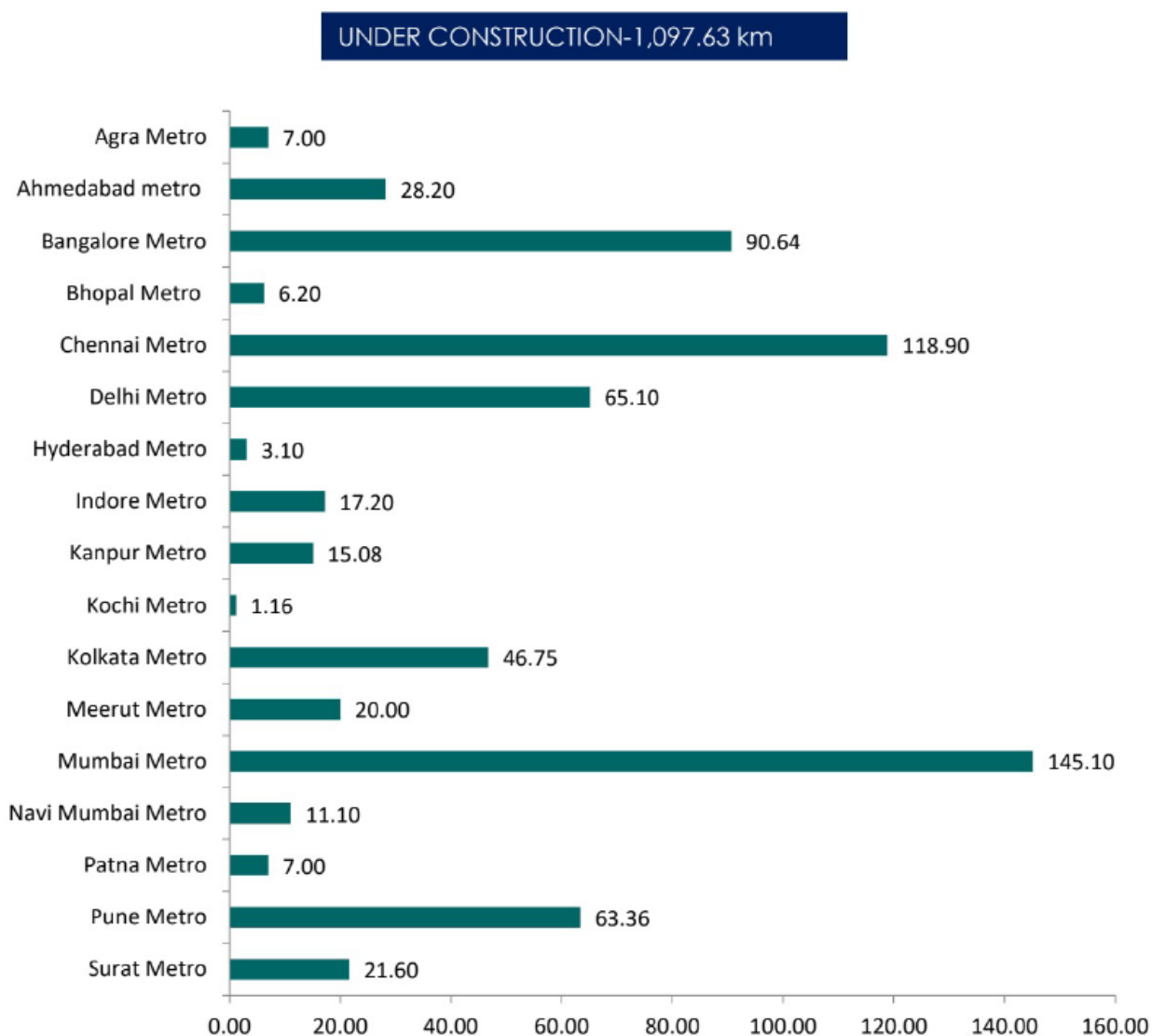
Total Approved Metro Rail Network: 3,916.5 km
 Total Proposed Metro Rail Network: 1,305.93 km
 Total Operational Metro Rail Network: 868.78 km
 Total Under Construction Metro Rail Network: 713.84 km

Some Interesting Facts

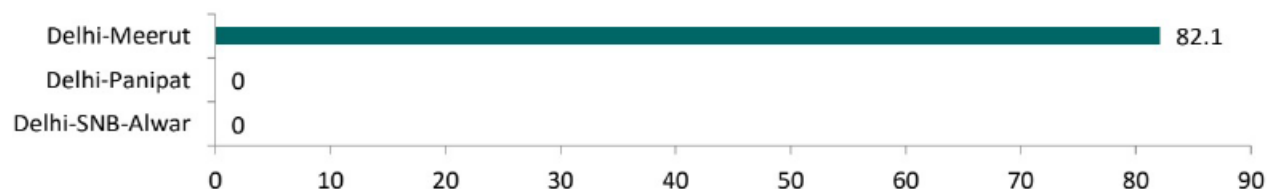
Oldest Operational MRTS: Kolkata Metro (Since 1984)
Largest Operational MRTS: Delhi Metro (348.5 km)
Oldest Operational LRTS: Kolkata Tram (Since 1902)
Largest Operational LRTS: Kolkata Tram (38.0 km)
Smallest Operational MRTS: Kanpur Metro (8.98 km)
India's first Monorail: Mumbai Monorail (19.5 km)

OPERATIONAL METRO -865.98 km





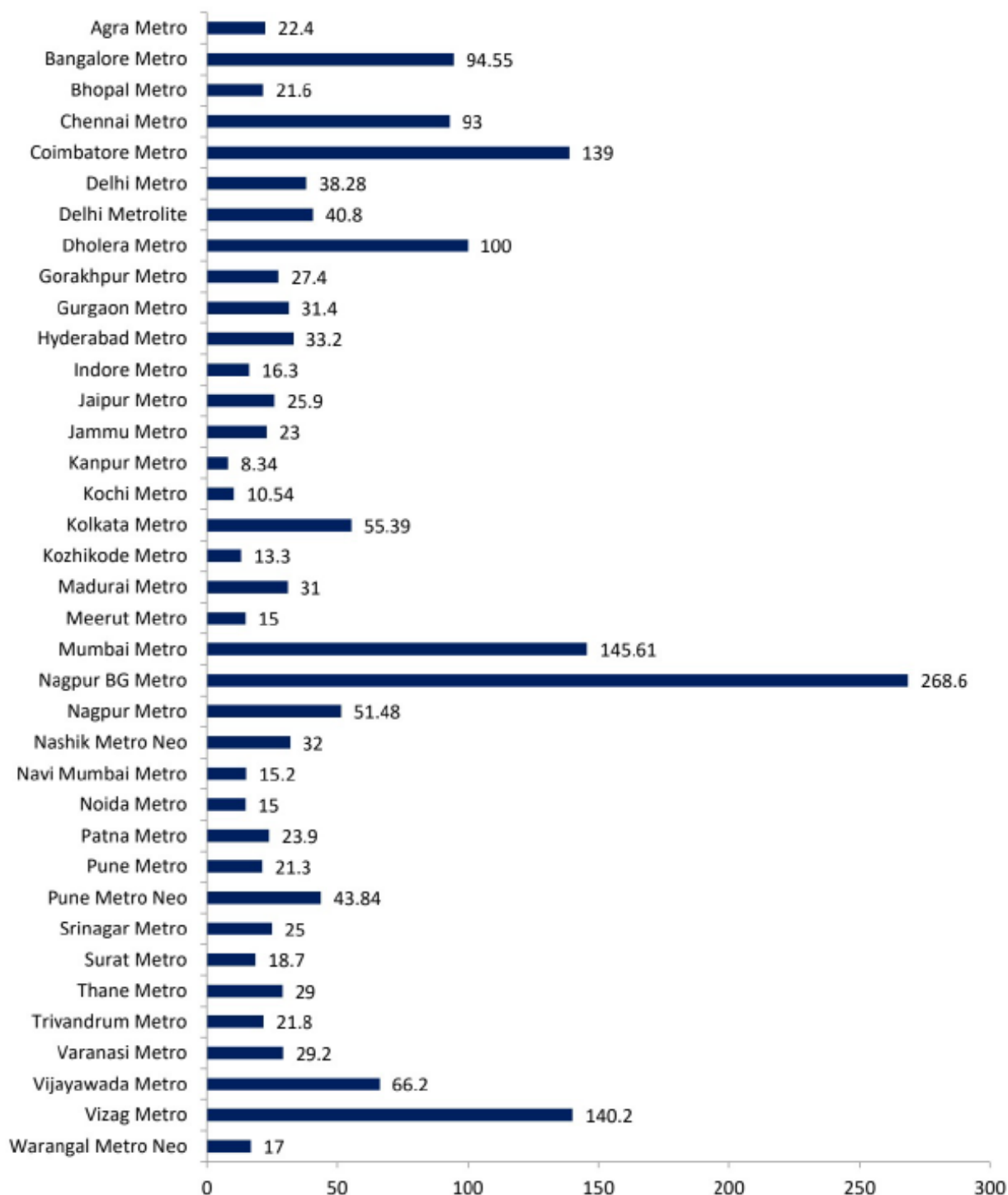
Regional Rail (RTTS): 82.1 km

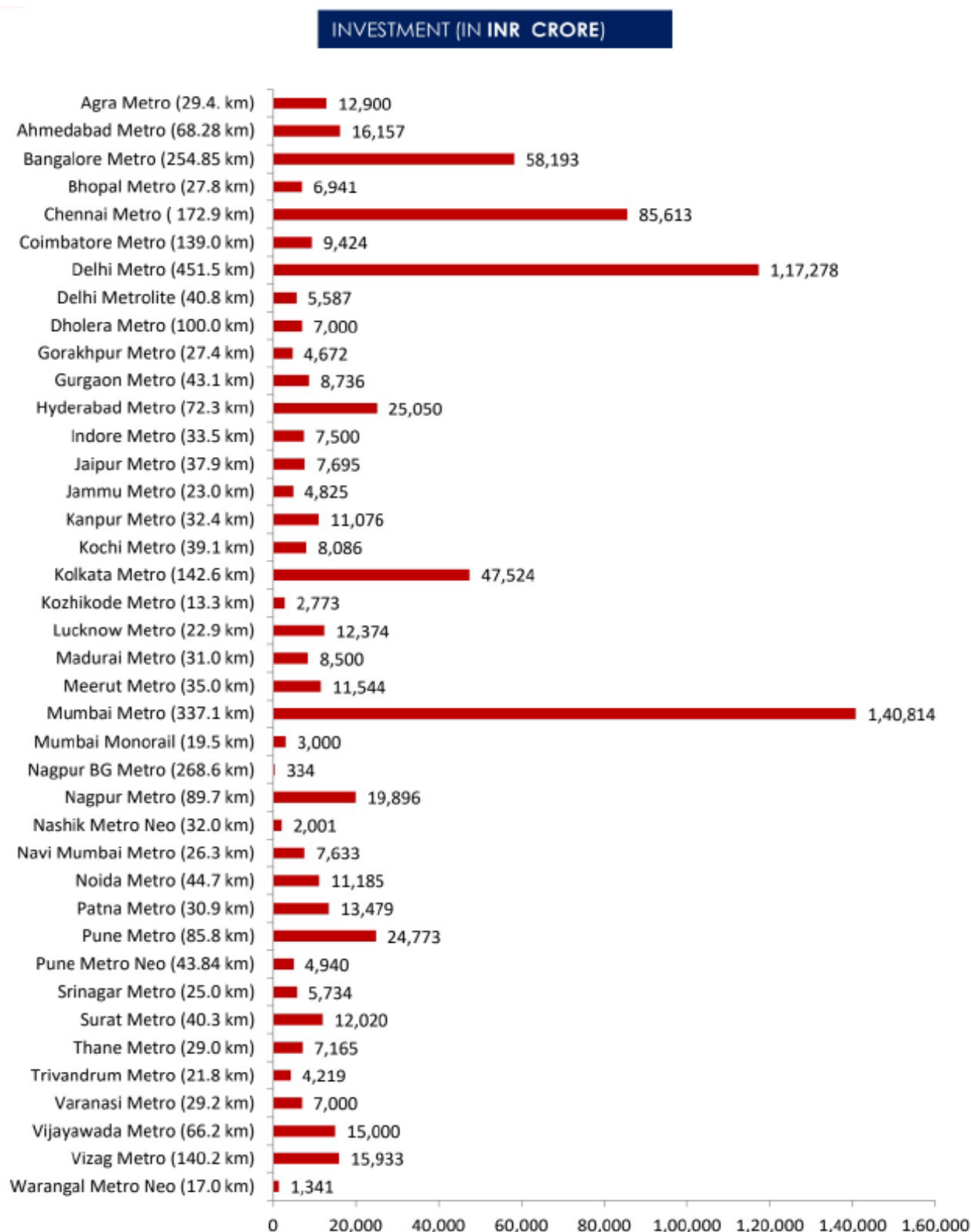


High Speed Rail (HSR): 348.04 km



NEW APPROVED-1,802.25 km





PROJECT PROGRESS REPORT

Project	Original Cost (INR in Crore)	Revised Cost (INR in Crore)	Cost Overrun	Cost Overrun %	Original Deadline	Revised Deadline	Completion Status %
Agra Metro	8379	8379	0	0	Mar' 2024	Dec' 2025	10.33
Ahmedabad Metro (Phase 1)	10773	12923	2150	19.96	Dec' 2018	Sep' 2022	100
Ahmedabad Metro (Phase 2)	5384	No change	0	0	Mar' 2024	No change	14.78
Bangalore Metro (Phase 2)	26405	30695	4290	16.24	Feb' 2021	Mar' 2025	64
Bangalore Metro (Phase 2A & 2B)	14788	No change	0	0	Jun' 2026	No change	15
Bhopal Metro (Phase 1)	6941	No change	0	0	Feb' 2023	May' 2025	10
Chennai Metro (Phase 1)	14600	18380	3780	25.89	Mar' 2015	No change	100
Chennai Metro (Phase 1 Ext.)	3770	No change	0	0	Mar' 2018	Feb' 2021	100
Delhi Metro (Phase 3)	38585	40185	1600	4.15	Mar' 2016	Aug' 2021	100
Delhi Metro (Phase 3 Ext.)	565	No change	0	0	Dec' 2020	Sep' 2021	100
Delhi Metro (Phase 4)	24948	No change	0	0	Mar' 2025	Sep' 2025	23.05
Indore Metro (Phase 1)	7500	No change	0	0	Feb' 2023	Jul' 2025	10
Kochi Metro (Phase 1)	5181	6218	1037	20	Jul' 2017	Sep' 2020	100
Kochi Metro (Phase 1A)	453	700	247	54.5	Mar' 2022	Sep' 2022	100
Mumbai Metro (Line 3)	23136	33406	10270	44.39	Mar' 2020	Dec' 2023	85
Navi Mumbai Metro (Line 1) Phase 1	1985	4068	2083	104.93	2016	April' 2023	100
Patna Metro	13365	13935	570	4.26	Jun' 2024	Dec' 2025	7.5

Source: metrorailtoday.com

OUR BUSINESS

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Prospectus, including the information contained in the section titled “Risk Factors”, beginning on page 21 of this Prospectus.

This section should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the section title “Risk Factors” and the chapters titled “Restated Financial Statements” and “Management Discussion and Analysis of Financial Conditions and Results of Operations” beginning on page 21, 166 and 81 respectively of this Prospectus.

Unless the context otherwise requires, in relation to business operations, in this section of this Prospectus, all references to “we”, “us”, “our” and “our Company” are to “Presstonic Engineering Limited”. Unless stated otherwise, the financial data in this section is as per our Restated Financial Statements prepared in accordance with Indian Accounting Policies set forth in the Prospectus.

OVERVIEW

Our Company was originally formed as a Partnership Firm by **Mr. Herga Poornachandra Kedilaya** and **Mr. Yermal Giridhar Rao** under the name and style of “**Presston Engineering Corporation**” pursuant to a Deed of Partnership dated June 03, 1996. M/s. Presston Engineering Corporation was thereafter converted into a Private Limited Company in the name of “**Presstonic Engineering Private Limited**” vide Certificate of Incorporation dated March 23, 2021 under the provisions of the Companies Act, 2013 and thereafter converted into Public Limited “**Presstonic Engineering Limited**” vide a fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company dated July 31, 2023 issued by Registrar of Companies – Bangalore.

Our Company manufactures Metro Rail Rolling Stock Products, Metro Rail Signalling Products, Infrastructure Products and supplies to renowned Global and Domestic OEM’s engaged in the Rail and Metro Rail Rolling stock and Signalling equipments manufacturing and servicing companies. Our manufacturing facility is spread over approx. 28,317.50 sq.ft. situated at Sy. No. 2, Khatha No. 145, Hoysala Main Road, Pillappa Industrial Layout, Srigandhadakavalu, Sunkadakatte, Viswaneedam, Bangalore, North Bangalore, Karnataka – 560091 is equipped with latest machineries, equipment and instruments which is capable of manufacturing of diverse products for Railways and Metros.

Our range of products under our manufacturing capabilities is summarized as under:

- **Metro Rail Rolling Stock Products:**

Rolling Stock Interior Products: Saloon Bucket/Plain Type Seat, Custom Colored Engineered Handles, Grab Pole System, Hand Rail System, Emergency Evacuation Ramp, Honeycomb Partition Panels etc.

Rolling Stock Non-Interior Products: Aluminum Cable Management Systems, Cab Handrail, Under Carriage Frame Module, Air Handling Unit, Battery Box, Equipment Mounting Frames, Gangway Frame, Driver Foot Rest Assembly, Enclosure Box, Driver Simulator Cabin etc.

- **Metro Rail Signaling Products:**

IP Rated Enclosures, Beacon Mounting Brackets, Ballast less Support Bracket, DCS Mast, Ladder Assembly with DCS Mast Platform etc.

- **Infrastructure Products:**

Steel Structure and Aluminum Murals, Support Structure for Solar Panels, Wire Form and Cable Trays etc.

We started our manufacturing operations in the year 2011 in Metro Rail Segment with our manufacturing plant set up in Pillappa Industrial Layout and since then we have consistently grown our presence, enhanced the scope of services, and increased our capabilities and expertise. Our Company is promoted by Mr. Herga Poornachandra Kedilaya and Mr. Yermal Giridhar Rao who have been instrumental in the growth of our Company and has collective experience of more than 50 years in the said industry. Driven by the passion for building an integrated company for metro and railway sector, backed by their experience have been the pillars of our Company’s growth and have built a strong value system for our company.

Over the years, we have offered cost effective and customized solutions in accordance with the standardized quality requirements of our customers who work in various sectors such as railway and the infrastructure sectors. Our Company manufactures products which are compliant with the stringent quality requirements prescribed by our customers. Further, our business model provides customised solutions to our customers and also manufacture innovate solution-oriented products. Our R&D Division is equipped with the necessary facilities to carry out all necessary trials to develop and devise products suitable to the different types of our customers or for catering to the infrastructure needs of our customers. Our team of experts employed in the R&D Division carry out various tests in our in-house R&D laboratory to innovate additional applications and solutions for our products and to manufacture customizable products for our customers which are also compliant with the customer quality requirements and regulatory standards. Our R&D Division is located in our manufacturing unit with the objective to implement a performance-oriented approach with the help of technologies developed in-house. With R&D Division in place, our Company ensures that the needs and demands of our customers suitable to their final products are effectively met.

Since incorporation, it has been our Company's vision and focus to manufacture and supply superior quality products to our customers, which has enabled us to expand our business operations and receive certifications from renowned bodies for our products and efficient manufacturing techniques. We have a quality control team which carries out the required tests on the materials received including raw materials which are used in the manufacturing process and also on the final products. Our Quality Control team also carries out tests at all the stages of our manufacturing processes to ensure that the quality is built through the process. We ensure adherence to the domestic and international standards laid down for our products. Our Quality Division also ensures that our products are compliant as per quality standards as well as according to the specification laid down by our customers. Our Company has received a certificate issued by MTIC Intercert India Private Limited certifying that our Company is compliant with quality management system of ISO 9001:2015. Further our Company has received certification according to EN 15085-2 Certification level CL2 in the type of Activity P for welding of railway vehicles and components.

Vision:

- To be India's leader in manufacturing metro and rail sub - assemblies by 2030.
- To be the first choice for OEMs of diverse sectors to develop newer components.

Mission:

- To be committed in meeting customer requirements and expectations.
- To provide the highest quality products at the most reasonable prices.
- To set a standard for the manufacturing of components and assemblies in diverse sectors.

Product-wise break up of our Revenues is as follows:

₹ in lakhs

Particulars*	September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Metro Rail Rolling Stock Products	1,420.99	1,895.37	1,166.28	635.05
Interior Products	920.99	1,339.40	638.83	252.31
Stainless Steel Saloon Bucket Type Seat	240.31	479.82	392.03	48.73
Stainless Steel Saloon Plain Type Seat	276.77	308.34	63.12	25.78
Stainless Steel Saloon Flip-up Seat	7.93	42.76	31.73	3.17
Custom Coloured Engineered Handles	4.92	23.39	9.56	-
Stainless Steel Grab Pole System	345.97	410.37	138.88	166.19
Colour Coated Handrail System Export	27.45	67.13	0.57	-
Emergency Evacuation Ramp	17.64	7.60	2.93	7.75
Passage Door	-	-	-	0.67
Non-Interior Products	500.00	555.97	527.46	382.75
Aluminium Cable Management Systems	500.00	555.97	493.09	352.80
Stainless Steel Cab Handrail	-	-	9.77	28.46
Valve Box	-	-	24.60	1.49
Railway Signalling Products	-	137.95	59.02	39.28
Ladder Assembly with DCS Mast Platform	-	-	-	5.41
Sensor Box	-	-	-	1.11
Air ducts	-	80.61	58.64	32.76
Tripod Consumables	-	0.60	-	-
Stainless Steel Panel	-	-	0.38	-
Slotted Channels	-	56.74	-	-

Particulars*	September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Infrastructure Products	4.22	2.82	3.49	0.61
Medical Box	1.97	2.82	1.23	0.61
Metal Sheets	2.25	-	2.27	-
Metro Rolling Stock Services	-	66.92	34.01	86.41
Total	1,425.21	2,103.06	1,262.80	761.36

As on March 31, 2023, we have an unexecuted order book of ₹ 6,389.57 lakhs. Further April 01, 2023 onwards our company has been awarded additional order of ₹ 456.87 lakhs.

We understand the industry needs and study the usage-specific requirements that fulfil the requirements of our clients in the best possible manner. Our products i.e. Rolling Stock Products for Metro Rails are in great demand. Our manufacturing process includes both through In-house manufacturing and outsourcing model. Through our outsourcing model, we mainly process the following activities i.e. CNC Laser Cutting, Punching, Anodising, Painting etc.

OUR PRODUCT PORTFOLIO

Rolling Stock Products:

Rolling Stock Interior Products:



Stainless Steel Saloon
Bucket Type Seat



Stainless Steel Saloon
Plain Type Seat



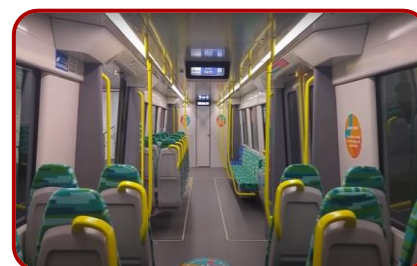
Stainless Steel Saloon
Flip-up Seat



Custom Coloured
Engineered Handles



Stainless Steel Grab
Pole System



Colour Coated Handrail
System Export



Emergency
Evacuation Ramp



Passage Door

Rolling Stock Non-Interior Products:



Aluminium Cable
Management Systems



Stainless Steel Cab
Handrail



Valve Box

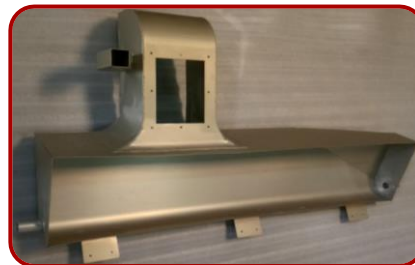
Signalling Products:



Ladder Assembly with
DCS Mast Platform



Sensor Box



Air Ducts

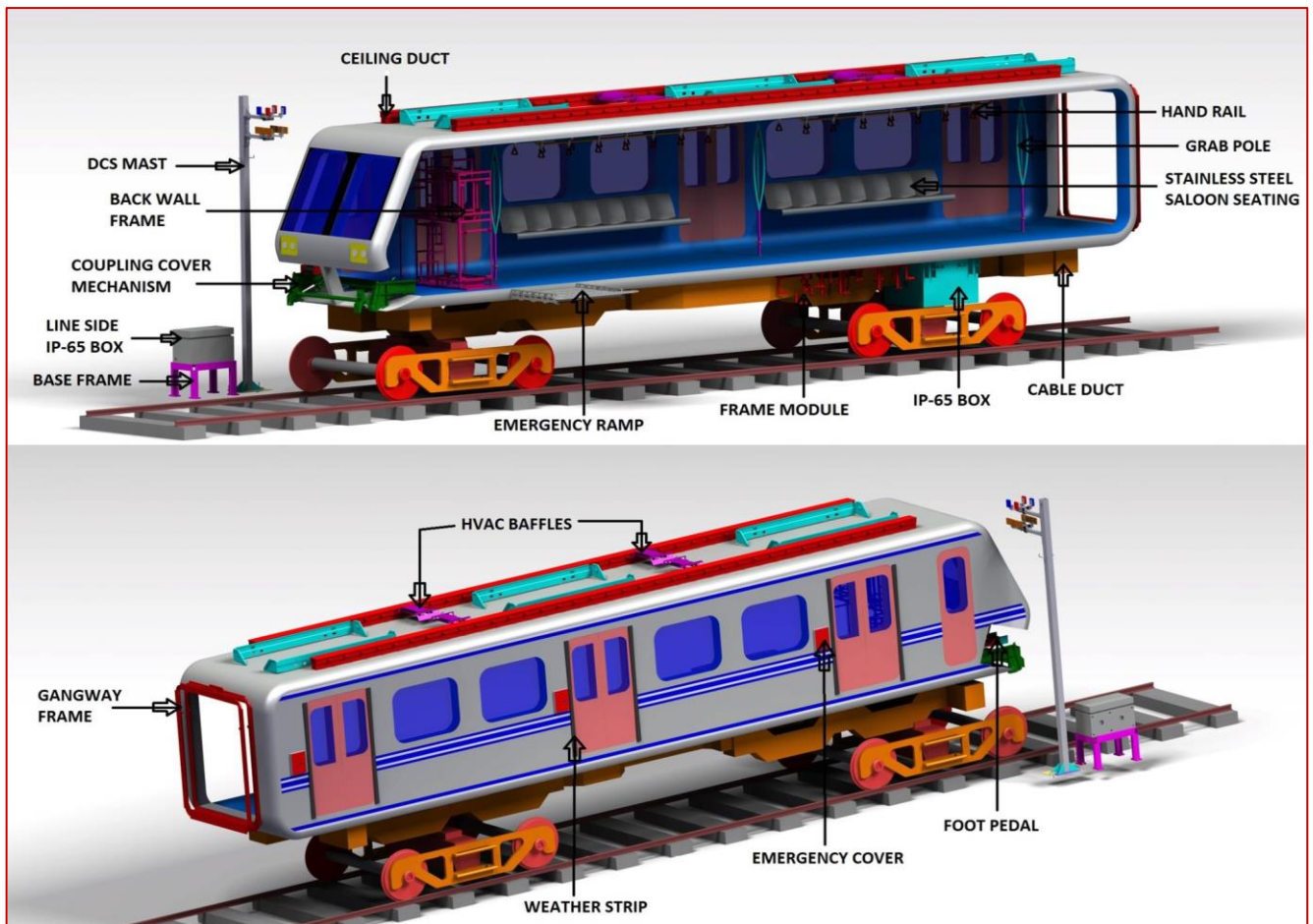


Slotted Channels

Infrastructure Products:

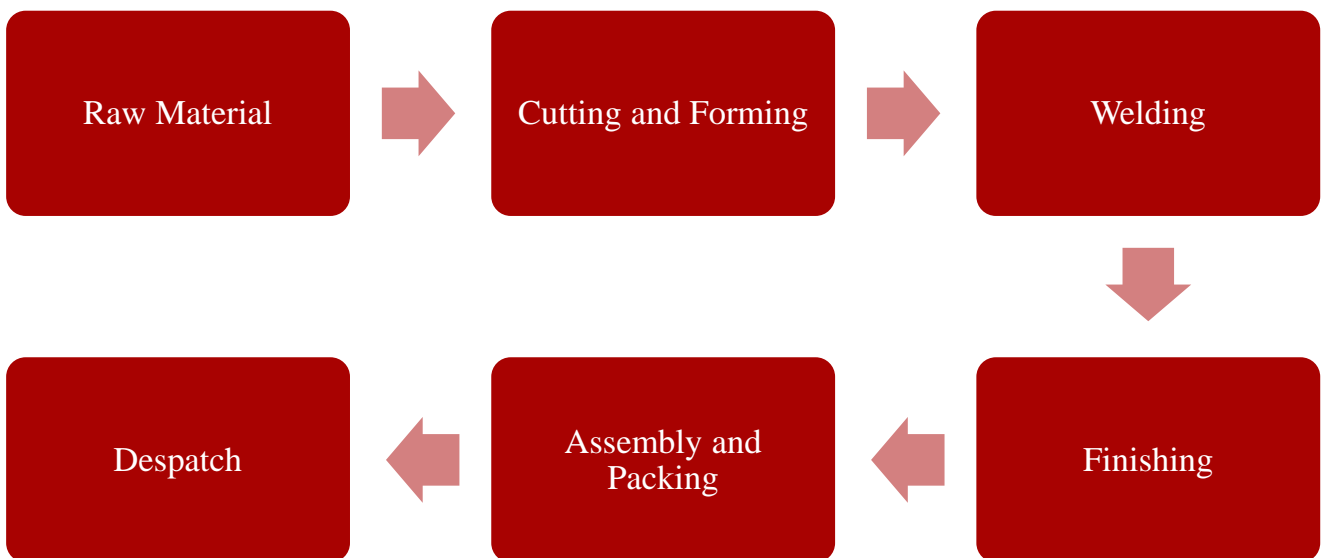


Medical Box



The indicative picture as shown above has been provided to give a clear understanding about our products, its uses and places of installation. The picture depicts the diagram of a Metro Rail Coach and also represents the uses and places of installation of our manufactured products in a Coach (Interior and Exterior).

Process Flow:



Raw Material: Raw Material are either in sheet metal form or extruded form. The material is generally Stainless steel, Aluminium or Mild Steel.

Cutting & Forming: The sheets are cut using Laser cutting, Turret punching or water jet cutting and formed to various shapes using a combination of CNC bending machines, deep draw press, CNC machining centers, etc.

Welding: The cut and formed parts are welded together using Tungsten Inert Gas Welding or metal inert gas welding machines by our certified welders as per EN15085 certification norms.

Finishing: Finishing involves various buffing processes, bead blasting process, painting, anodising, etc to get a good finish as per customer requirement.

Assembling and Packing: The finished individual components are assembled together using riveting, gluing, etc. Also non-metallic parts like rubber, plastic and any bought out parts are assembled so that the customer receives a complete ready kit.

Inspection: The raw material, outsourced material and bought out material are inspected as per set standards by Incoming Quality inspectors. The intermediate processes are controlled by Quality Assurance Engineers and parts are inspected by 'In process' quality engineers.

The finished assembled items are inspected before despatch by a final quality inspection team so that our customers receive defect free items.

Despatch: The finished items are packed safely as per customer requirement and despatched to customer's location.

Outsourced Components: Some of the job works are outsourced such as Anodizing, CNC Punching, Electro Polishing, Machining, Plating and Power Coating. Parts which require these types of work are forwarded to contractors which provide these services. The quality of the parts returned from these contractors is checked before proceeding to the next stage of manufacturing process.

FINANCIAL HIGHLIGHTS

Presstonic Engineering Limited (Company)

₹ in lakhs

Particulars	September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Revenue from Operations ⁽¹⁾	1,425.21	2,103.06	1,262.80	761.36
Net Worth ⁽²⁾	645.57	493.36	237.22	223.16
EBITDA ⁽³⁾	375.81	696.13	301.01	292.72
EBITDA Margin ⁽⁴⁾	26.37%	33.10%	23.84%	38.45%
Profit After Tax (PAT)	152.21	256.14	14.06	-16.94
PAT Margin ⁽⁵⁾	10.69%	12.18%	1.11%	-2.22%
Total Borrowings (Fund based)	1,536.97	1,645.27	1,797.08	1,774.95

Note:

⁽¹⁾ 'Revenue from Operations' means the Revenue from Operations as appearing in the Restated Financial Statements.

⁽²⁾ 'Net Worth' means the aggregate value of the paid-up share capital and reserves and surplus of the company.

⁽³⁾ 'EBITDA' is calculated as Profit before tax + Depreciation + Interest Cost

⁽⁴⁾ 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

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

OUR COMPETITIVE STRENGTH

- ***Organizational stability along with management expertise:***

Our company has an established track record of 27+ years which indicates the company's ability to weather economic and business cycles. We are led by our Promoter Mr. Herga Poornachandra Kedilaya and Mr. Yermal Giridhar Rao who individually have over 25 of experience in diverse industries. This indicates our ability to maintain business viability and steer the business through operational hurdles. Our promoters are the guiding force behind the operational and financial decision of our company. Our promoters are responsible for the entire business operations of the company along with an experienced team of executives who assist them.

- ***Smooth flow of operations:***

We have maintained good relationship with our major customers. We are successful in building a strong client base for our business. Our existing relationships help us to get repeat business from our customers. This has helped us to maintain a long-term working relationship with our customers and improve our customer retention strategy. We believe that our existing relationship with our clients represents a competitive advantage in gaining new clients and increasing our business.

- ***Well-defined organizational structure:***

The company has a qualified and experienced management that has decision making powers. It is expected to benefit from the management's ability to ensure smooth flow of operations. Our Company is managed by a team of competent personnel having knowledge of core aspects of our Business. We believe that our senior management has pioneered our growth and fostered a culture of innovation, entrepreneurship and teamwork within our organization. We believe that a motivated and empowered employee base is key to our competitive advantage. Our personnel policies are aimed towards recruiting talented employees and facilitating their integration into our organization and encouraging the development of their skills and expertise. We believe that our experience, knowledge and human resource will enable us to drive the business in a successful and profitable manner for decades to come. We are dedicated to the development of expertise and know-how of our employees and continue to invest in them through training and skills.

- ***Well Established Manufacturing Facility designed to serve multiple products range***

We are presently manufacturing a wide and diversified range of products i.e. Metro Rail Rolling Stock Products, Metro Rail Signalling Products and Infrastructure Products for industries i.e. Railways, Automobiles, Engineering, Infrastructure and others.

Our manufacturing facility situated at Sy. No. 2, Khatha No. 145, Hoysala Main Road, Pillappa Industrial Layout, Sriganthadakavalu, Sunkadakatte, Viswanedam, Bangalore, North Bangalore, Karnataka – 560091 is equipped with latest machineries. Our manufacturing facility is spread over approx. 28,317.50 sq. ft area with adequate machineries, equipment and instruments to manufacture diverse products.

- ***Existing Supplier Relationship:***

Our Company manufactures Metro Rail Rolling Stock Products, Metro Rail Signalling Products and Infrastructure Products and acquire raw materials from several suppliers and have enduring relationship with them for a long time. We believe that our strong relationships with suppliers will enable us to continue to grow our business. Due to our relationships with our suppliers, we get quality and timely supplies of raw materials. This enables us to manage our inventories and supply quality products on timely basis to our customers. This in turn has enabled us to generate repeat business.

- ***Quality assurance and accreditations***

Quality plays one of the most vital roles in the success of any organization. We are focused on providing high quality products and services. We constantly strive to improve our industrial processes at every step in the production chain. Our focus on quality is evidenced by the quality certifications and accreditations that our facility has obtained from various local and international accreditation agencies.

Our products undergo quality check at various levels of production to ensure that any quality defects or product errors are rectified on real time basis. We also have an in-house laboratory for conducting various tests for further improvements in our products. We aim to continue to supply qualitative products at competitive prices.

Our products benefit from the quality benchmarking certifications such as ISO 9001:2015 certifications certifying our quality management system for the product manufacturers by our Company. We believe that our certifications and industrial expertise favourably position us in servicing our client requirements across diverse product segments.

- ***Diversified Product portfolio***

Our Company manufactures wide and diversified range of products for Metro Rail Rolling Stock Products (Interior and Non-Interior), Metro Rail Signalling Products, Infrastructure Products. Our Company manufactures products on the basis of needs and requirements as per our customer demand. We believe that we have necessary resources, experience and network to launch additional products. We also make sure that all our products are in working condition to the satisfaction of our customers. For further details, regarding the relevant descriptions of the products we manufacture, please refer to “***Our Business***” beginning on page no. 110 of this Prospectus.

- ***Strong Order Book***

As on March 31, 2023, we have an unexecuted order book of ₹6,389.57 lakhs. Further April 01, 2023 onwards our company has been awarded additional order of ₹456.87 lakhs.

We believe that consistent growth in our Order Book has happened due to our continued focus on our business activities and our ability to successfully bid and win new projects. We believe that our experience in execution of projects, technical capabilities, timely performance, reputation for quality and timely delivery, financial strength as well as the price competitiveness has enabled us to successfully bid and win projects. We have developed long-standing relationships with our clients.

OUR BUSINESS STRATEGY:

- ***Focus on Increase in Volume of Sales:***

As a part of our growth strategy, our focus is on increasing sales volume through expansion, diversification and spread in geographical outreach. We believe that our growth in domestic market as well as international market can fetch us new business expansion and opportunities. We look to further strengthen our relationship with our existing customers and meet their requirements. Whilst we continue to cater to our existing customers, we are emphasizing a lot on establishing new relationships with prospective customers so that we can expand our customer base in other areas as well. We have full-fledged service department for ensuring prompt and timely service for all our products. As a policy, we make sure that all service queries and requests are answered promptly.

- ***Reduction of operational costs and achieving efficiency:***

Apart from expanding business and revenues, we have to look for areas to reduce costs and achieve efficiencies in order to remain a cost competitive company. Our focus has been to reduce the operational costs to gain competitive edge. we routinely customize our products for specific applications. Our engineers are more than willing to work with users throughout the product development and manufacturing process.

- ***Improving operational efficiencies:***

Our Company focuses on improving operating efficiencies to achieve cost reductions to have a competitive edge. We continuously strive to increase operational output through continuous process improvements, quality check and technology development. Our employees are regularly motivated to increase efficiency, higher productivity with minimum wastage. Economies of scale also plays an important role. We believe in strong in-house management to control the entire process. It controls costs by eliminating unnecessary intermediaries for procuring materials in cost efficient manner by optimizing logistics and by maximizing labour efficiency.

- **Leverage and enhance our goodwill in the market:**

We believe that the Goodwill we have created in the market commands a recall amongst the consumers in the areas where we operate due to the image and goodwill established over the years. We intend to leverage this goodwill and increase our market base. We are in constant pursuit towards newer avenues for sustainable growth.

- **Leveraging our Market skills and Relationships:**

This is a continuous process in our organization and the skills that we impart in our people give importance to customers. We aim to do this by leveraging our marketing skills and relationships and further enhancing customer satisfaction. Over and above the regular human reach, we will be adopting innovative method through social media, groups, public meetings, meetings, seminars to address our potential customer base.

OUR CUSTOMERS

The following is the breakup of the top five and top ten customers/suppliers of our Company for the Fiscal 2023, 2022 and 2021:

₹ in lakhs

Particulars	September 30, 2023		March 31, 2023		March 31, 2022		March 31, 2021	
	Amount	In %	Amount	In %	Amount	In %	Amount	In %
Customers								
Top 5 Customers	1,413.91	99.21%	2,099.64	99.84%	1,258.36	99.65%	732.68	96.23%
Top 10 Customers	1,425.21	100.00%	2,103.06	100.00%	1,262.80	100.00%	760.87	99.94%
Suppliers								
Top 5 Suppliers	345.86	56.49%	501.70	57.13%	335.36	72.25%	152.84	56.81%
Top 10 Suppliers	488.74	79.83%	673.66	76.71%	371.52	80.04%	185.71	69.03%

We are supplying our products to diversified industries along with State Govt. Central Govt. and PSUs.

Details of Sector-wise sales are as follows:

₹ in lakhs

Sector	September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Government	685.23	846.92	808.58	427.75
Private	739.98	1,256.14	454.22	333.61
Total	1,425.21	2,103.06	1,262.80	761.36

RAW MATERIAL AND SUPPLIERS

We purchase our raw materials from suppliers on a purchase-order basis. The cost of raw materials purchased in the period ended September 30, 2023 and in financial year 2023, financial year 2022 and financial year 2021 was ₹ 612.26 lakhs, ₹ 878.23 lakhs, ₹ 464.18 lakhs and ₹ 269.04 lakhs, respectively. The aggregate cost of materials consumed in the period ended September 30, 2023 and in the financial year 2023, financial year 2022 and financial year 2021 was ₹ 652.17 lakhs, ₹ 798.41 lakhs, ₹ 391.07 lakhs and ₹ 237.14 lakhs respectively.

The principal raw materials we use to manufacture our products include Stainless Steel, Mild Steel, Aluminum etc. We procure quality raw materials majorly from domestic market. Presently, our company has not entered into any long-term supply agreements for sourcing any of our raw materials. The purchase price of our raw materials generally follows market prices.

Details of State-wise purchases are as follows:

₹ in lakhs

State	September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Karnataka	509.78	701.77	413.85	156.26
Maharashtra	88.05	121.07	6.26	55.96

State	September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Gujarat	5.64	38.31	29.11	35.37
Jharkhand	0.00	7.71	0.55	0.36
Tamil Nadu	0.50	2.29	1.10	4.38
Delhi	0.35	1.16	0.03	-
Dadra and Nagar Haveli and Daman and Diu	0.51	0.86	0.03	-
Puducherry	6.02	0.78	0.02	-
Haryana	0.15	0.31	-	-
Rajasthan	1.26	-	2.33	0.48
Telangana	0.00	-	-	1.66
Total	612.26	874.26	453.27	254.46

Details of Country-wise purchases are as follows:

₹ in lakhs

Country	September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
China	-	3.97	10.91	12.54
France	-	-	-	2.04
Total	-	3.97	10.91	14.58

₹ in lakhs

Particulars	September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Domestic	612.26	874.26	453.27	254.46
Imports	-	3.97	10.91	14.58
Total	612.26	878.23	464.18	269.04

We enjoy a very good relationship with many of our raw material suppliers, which enables a timely manufacturing and delivery of components. We keep an array of suppliers with us, to ensure that there is no delay in manufacturing and delivery of the components to the customers due to the delay or failure to supply a critical raw material by any supplier.

LOGISTICS

We transport our raw materials and our finished products by road. For local supplies, our company owns vehicles for transportation. For other states, we rely on third party logistic companies for the delivery of our products on to pay or paid basis. We do not have formal contractual relationships with our logistic companies. The pricing for transportation is based on an order-to-order basis from such third-party logistic companies.

INFORMATION TECHNOLOGY

We believe that an appropriate information technology infrastructure is important to support the growth of our business. Our IT infrastructure enables us to track orders from customers, procurement of raw materials, sale of finished goods and inventory management.

QUALITY ASSURANCE

We place emphasis on quality control. We inspect the raw materials we receive, work-in-progress and final products. We have implemented internal procedures to ensure quality control at various stages of production, from procurement of raw materials, production to inventory storage. Our manufacturing facility has personnel responsible for monitoring the parameters of equipment, technical parameters of materials, reporting any irregularities in the manufacturing process and making adjustments for corrections accordingly.

INVENTORY MANAGEMENT

The quantity of our finished products is determined based on a combination of confirmed and expected orders based on past trends. We manage our inventory based on various parameters for maintaining minimum and maximum stock levels of raw materials and finished products. Further, stock is taken physically at defined intervals and our existing stock is reviewed at regular intervals for quality purposes. Our finished products are stored on-site at our manufacturing Units.

RESEARCH & DEVELOPMENT

Our Company have an experienced R&D team. After getting orders, the specifications and the quality of build needed from Clients, we procure the raw materials needed and supply them to the R&D team along with the desired specifications so that they can deliver the sample moulds which we can use to make a sample finished product for our customer to approve.

Our Company has obtained a specialized certification EN ISO 15085-2 for welding of Aluminium and Stainless-steel Rail Parts. It has enabled us to fabricate specialized aluminium cable ducts, thereby enriching Presstonic's ability and welding experience in Aluminium welding. Aluminium is a hard to weld metal owing to the hardness/ tempers and its availability in various forms like extrusions, sheet metal and castings. This welding certificate enables Presstonic to Weld Extrusion to Extrusion, Sheet to Extrusion and Sheet to sheet having different thickness. Our manufactured Cable ducts are fabricated with Ingress protection (IP) 65 rating, which prevents dust and water entering into the ducts.

Design & Patent:

Our Company had applied for Design Patent for the following Products:

- Retractable Ramp Assembly – Design Patent Approved
- Stainless Steel Bucket Type Seat and Frame Assembly – Approval Pending
- Flip-up Seat Assembly – Approval Pending

Retractable Ramp Assembly:

- ☐ Designed in Aluminium material, light in weight and ease to assemble and could be rolled up and stored under the metro saloon seats.
- ☐ This product is used in all the recently introduced metros considering the passenger safety and also there is a discussion to include it in the rolling stocks running in india, viz, both metro and passenger rail.
- ☐ Due to this patent approval, the design cannot be copied by other suppliers and we tend to stay ahead in the competition.

Stainless Steel Bucket Type Seat and Frame Assembly:

- ☐ Design patent is pending in the name of M/s Presstonic Engineering Limited.
- ☐ Specially made up of Stainless steel 304 grade material with glass bead blast finish.
- ☐ Stainless steel seats bucket type seats has good strength and more fire safe compared to other non-metallic seats used in the metro cars.
- ☐ Special care is taken to ensure human ergonomics using anthropometric data while designing the bucket seat dimensions.
- ☐ The design process is applied as it is specially designed to manufacture various denominations of seat numbers as compared to imported seats which requires a single die for each seat denomination.
- ☐ This patent advantage will enable us to be competitive while manufacturing seats and impart flexibility to process seats in various denominations.

Flip-up Seat Assembly:

- ☐ Design patent is pending in the name of M/s Presstonic Engineering Limited.
- ☐ Flip up seat is specially designed to eliminate the fire hazard potential, since it is made up of Stainless Steel 304.
- ☐ The speciality of our flip up seats in addition to it being fire resistant, is it has less number of parts making it more reliable and thereby reducing the overall life cycle cost.
- ☐ These are Space saving seats as it folds automatically when not in use. So there is a space for parking wheel chairs of handicapped persons.

Special Purpose Machines:

Our company is regularly investing significantly in Design and Development of Special Purpose Machines. The benefits of the machines are hereunder:

- ☐ *Design & development of Hydraulic seats clamping mechanism:* Increased design flexibility so that order from more Metro train manufacturers can be taken.
- ☐ *Design & development of Narrow gap bending roll forming machine:* Increased design flexibility so that order from more Metro train manufacturers can be taken.
- ☐ *Design and development of rolling cum bending machine:* As a Part of lean manufacturing to increase plant capacity so that more jobs other than seats can be accommodated.
- ☐ *Design and development of pneumatic SPM for piercing holes:* As a part of lean manufacturing to increase want capacity so that more jobs other than seats can be accommodated.
- ☐ *Design & Development of Polycarbonate HL3 grade grab handle:* Possibility of multi-colour and recyclable plastic handles which are environment friendly so that we can get more orders.
- ☐ *Design & Development of load/pull test equipment for testing grab handle:* Increased Convenience to do Intermittent testing in house to increase product quality.
- ☐ *Design & Development of Endurance testing equipment for testing grab handle:* Increased Convenience to do Intermittent testing in house to increase product quality.
- ☐ *Design & Development of Static load testing equipment for saloon seats:* Increased Convenience to do Intermittent testing in house to increase product quality.
- ☐ *Design & Development of Impact load testing equipment for saloon seats:* Increased Convenience to do Intermittent testing in house to increase product quality.
- ☐ *Design & Development of Vibration testing equipment for saloon seats:* Increased Convenience to do Intermittent testing in house to increase product quality.
- ☐ *Design & Development of Fatigue testing equipment for saloon seats:* Increased Convenience to do Intermittent testing in house to increase product quality.
- ☐ *Design and Development of Fatigue testing equipment for flip up seats:* Increased Convenience to do Intermittent testing in house to increase product quality.
- ☐ *Design and Development of Special purpose buffing machine -Stage1:* To avoid Outsourcing of buffing process so that cost saving and better consistent quality can be achieved, so that we can get more orders.
- ☐ *Design and Development of Special purpose buffing machine -Stage 2:* To avoid Outsourcing of buffing process so that cost saving and better consistent quality can be achieved, so that we can get more orders.
- ☐ *Design and Development of Aluminium honeycomb panels:* As a strategy to expand our business in railway as well as other fields.

SALES & MARKETING

Our company is having an Experienced & Customer Centric Business Development Team right from the Top Management till the on-field executive, whose main aim is to bring the business for the organisation in a right full way. The Company markets its products to currently different location across different states of India.

Details of state-wise sales are as follows:

₹ in lakhs

State	September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Karnataka	687.20	849.74	812.07	428.36
Andhra Pradesh	323.36	417.97	151.55	154.23
West Bengal	272.85	358.28	90.61	52.34
Gujarat	105.01	337.73	201.79	-
Maharashtra	2.25	56.74	-	13.76
Bihar	-	-	5.83	19.91
Delhi	-	-	0.38	-
Telangana	4.75	-	-	76.56
Uttar Pradesh	-	-	-	0.21
Total	1,395.43	2,020.46	1,262.23	745.37

Details of country-wise sales are as follows:

₹ in lakhs

Country	September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Australia	27.62	82.00	0.57	14.88
France	-	0.60	-	-
South Korea	2.16	-	-	1.11
Total	29.78	82.60	0.57	15.99

₹ in lakhs

Particulars	September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Domestic	1,395.43	2,020.46	1,262.23	745.37
Exports	29.78	82.60	0.57	15.99
Total	1,425.21	2,103.06	1,262.80	761.36

The efficiency of the sales and marketing network is critical to success of our Company. Our success lies in the strength of our relationship with the clients who have been associated with our Company. Our team through their experience and good rapport with these clients owing to timely and quality delivery of products plays an instrumental role in creating and expanding a work platform for our Company. To get repeat orders from our customers, our team having adequate experience and competence, regularly interact with them and focus on gaining an insight into the additional needs of customers.

OPPORTUNITIES

Opportunities in Rail Sector:

India has the 4th largest railway system in the world, behind only US, Russia and China. The Government has allocated a total of ₹ 19,518 crores to all metro projects across India in the Union Budget 2023-24 (Source: metrorailnews.in). With a view to provide better travel experience to the passengers, Indian Railways has introduced Vande Bharat trains with modern coaches having following enhanced safety features and amenities. 400 new generation Vande Bharat Trains to be manufactured during the next three years (Source: pib.gov.in).

Strong Government support and the opportunity generated in the current economic scenario, has pushed India to be one of the top leaders in the world's most attractive rail markets, be it metro or intercity trains.

Future of metro and rapid transit system in India.

- Tier-1 and Tier-2 city – New lines, Additional trains in the existing lines, Additional coaches for the existing trains.
- Rail OEM's in India are mandated to localize the manufacturing of Rolling stock and Signalling as per "Make in India" guidelines.
- Post pandemic, India is the world's favourite destination for an alternative manufacturing hub to China.

'Make in India' is an initiative by the Government of India to create and encourage companies to develop, manufacture and assemble products made in India and incentivize dedicated investments into manufacturing. As per Government of India order no: P-45021/2/2017-PP(BE-II)(Public Procurement (Preference to Make in India) order 2017, All Government institution has to procure their requirements through public procurement portal namely GeM and also through Central Public Procurement Portal. As per the Government order, vendor participating in the tender through these public procurement portals has to mention the Local content of the item quoted.

For Promotion of Government of India's 'Make in India' initiative and to create conducive environment for indigenization of Metro Rail Systems, the Ministry of Housing and Urban Affairs (MRTS Coord Desk) (MOHUA) vide Circular No. K-14011/09/2014-MRTS-Coord has circulated directives/guidelines to metro rail companies which includes:

- The Public Procurement (preference to Make in India) Order, 2017 with subsequent revisions issued by Department for Promotion of Industry and Internal Trade (DPIIT), Ministry of Commerce and Industry along with other guidelines issued by Government of India (GoI) should be applicable in procurement of Goods, Services and Works.
- It may be ensured that Indian Companies are not left out on account of eligibility criteria in procurement.(K-14011/09/2014-UT.II/MRTS-Coord dated 09.08.2016)
- No restrictive or discriminatory clauses against the domestic manufacturers may be imposed in the tender documents for the procurement of various metro rail components. (K- 14011/09/2014-UT.II/MRTS-Coord dated 09.08.2016)
- The following mandatory provisions issued vide letter of even number dated 11.04.2018 will have to be incorporated in the tender documents for the procurement of rolling stock:
 - Minimum 75% of the tendered quantity of cars shall be manufactured indigenously with progressively increased indigenous content either by establishing facility in India or in partnership with Indian reputed manufactures.
 - To facilitate ease in maintenance and easy availability of spares during post warranty period, an identified list of critical equipment/sub- systems shall be included in the tender document. Indigenous manufacturing of the listed items shall be ensured for manufacturing of minimum 25% of the tendered quantity of metro cars. This may either be achieved by the OEM themselves by establishing a wholly owned subsidiary in India or through a suitable Indian reputed manufacture.
 - In order to develop in-house expertise on long term basis, metro companies having sizeable fleet strength may consider undertaking in-house maintenance. However, metros with small fleet may opt for availing assistance of OEMs for maintenance of key equipment. Considered decision for undertaking maintenance by rolling stock manufacturer or otherwise may be taken by the metro companies.
- The Phased manufacturing Plan (PMP) issue vide O.M no K-14011/08/2017/MRTS-Coord dated 13.07.2018 by MoHUA i.e to increase the minimum local content in rolling stock to 50 % from Financial Year 2019, telecom to 50% by FY 2020 and signaling to 40 % from FY 2020 and 50 & from FY 2023 respectively. Minimum local content in civil work electrical items to kept at 80% and 50% respectively in procurement. It is also decided that the goods and services or works for which sufficient local capacity and local competition and where the estimated value of procurement is Rs 50 lakh or less, the procurement should be from indigenous source.
- In order to promote indigenization and reduction in cost, the specifications of various metro rail components like rolling stock, signalling & telecom systems, electrical & electromechanical systems and civil engineering structures have been standardized. These standards will ensure that metro rail sub systems for all new metro projects conform to the prescribed standards and thus encouraging manufacturers to set up their units in India eyeing the enormous future prospects and the economies of scale provided by the large-scale production of standard products. Specific steps for promoting 'Make in India' have been stipulated in these standards.
- A standard eligibility criterion for procurement of rolling stock has also been firmed up and circulated.
- In order to ensure uniformity in cost estimation of metro projects this Ministry has firmed up the Cost Estimates of Metro Rail Projects and circulated the "Report on Benchmarking for Cost Estimation of Metro Rail Projects" to all metro rail companies for compliance.
- The standards for Light Urban Rail Transit system called "Metrolite" has been issued by this Ministry and circulated to States/UTs and Metro companies. Metrolite is suitable for cities with lower projection of ridership and can be constructed at lesser cost than that of high-capacity metro system. This can also be used as feeder to high capacity metro system.

Adherence to these initiatives/guidelines will not only facilitates investment, fosters innovation, enhance skill development, job creation but also lead to build best in-class manufacturing infrastructure in the country.

Currently, India boasts of a total operational metro network of 868 km, across 15 cities. Further, around 714 km is under construction and 1425 km has been proposed. If things work to plan, India will have a total metro network spanning around 3942 km in the next few years. (Source: <https://metrorailtoday.com/page/metro-rail-projects-in-india>). On the basis of proposed additional metro rail network, the company expects a good opportunity in the near future in Metro Rail Segment as well as Vande Bharat Express.

Opportunities in other Sectors:

Presstonic has initiated activities to achieve its Vision of being present in select diversified and promising fields, other than Railway Rolling Stock, to suit its area of expertise.

- ***Aluminium Products in Electric Vehicle (EV) Sector***

- Electric vehicles (EVs) have gained significant traction in recent years as a cleaner and more efficient alternative to traditional gasoline-powered cars. The Indian government has set a target to achieve 30 percent electrification of the country's vehicle fleet by 2030, and has introduced several incentives and policies to support the growth of the EV industry. The industry was given a major boost in the FY24 Union Budget for the production of electric vehicles, adoption of hydrogen fuel, and embracing changing technologies. (Source: investindia.gov.in)
- One of the challenge for EV manufacturers is the light weighting of the vehicle so that it provides an improved driving range while also leave minimal carbon and material foot-prints. Aluminium is most preferred as it is relatively cheaper, easily available, corrosion resistant, 100% recyclable, apart from having an all-important feature of high strength to weight ratio.
- Presstonic's unique experience in Forming (Drawing, Bending etc.) and Joining (Welding) of various forms of Aluminium products like extrusions, casting, honeycomb and rolled products has made itself to be one of the most eligible downstream choice for producing components to the booming Electrical Vehicle OEM's.

- ***Stainless Steel as a Hygienic solution with Low Life Cycle Cost***

- In a post COVID world, there is a huge increase in global demand for hygiene with low life cycle cost with sustainability.
- This is where Stainless steel offers a massive advantage over its steel counterparts as this self-healing metal can maintain its high levels of structure and usability in a range of challenging environments like extreme high and low temperatures, wet and dry conditions, and survive shock and abrasion without damage.
- This easy to clean ability of Stainless Steel of preventing the harmful bacteria contaminating the user-has made it find a place in products such as cutlery and food preparation equipment, to medical devices and even in public equipment.
- Moreover, this low maintenance metal offers a significantly less overall life cycle cost of equipment due to the total absence of corrosion thus eliminating repair and replacement costs.
- Presstonic's unique experience in Forming (Drawing, Bending etc.) and Joining (Welding) of various forms of Stainless products has made itself to be one of the most eligible downstream choice for producing components to the OEM's of Stainless Steel equipment.

COMPETITION

We operate in the competitive industry. There are no entry barriers in our industry which puts us to the threat of competition from new entrants. We may face tough competition in our business from unorganized and organized players. Our aim is to provide the branded, standardized and uniform quality products at competitive prices to our consumers. We compete with our competitors on a regional or product line basis. Some of our competitors have substantially large capital base and resources than we do and offer broader range of products. We believe that the principal factors affecting competition in our business include client relationships, reputation, the abilities of employees, market focus and the relative quality and price of the products. We believe that our ability to compete effectively is primarily dependent on ensuring consistent product quality and timely delivery at competitive prices, thereby strengthening our brand over the years. We believe that our cost effective and integrated offerings, our focus on customer satisfaction and our reliability combined with our quality consciousness provides competitive advantage in our business. We believe that our technical capabilities, experience in this business and quality assurance will be key to overcome competition posed by such organized and unorganized players.

HUMAN RESOURCES

Human resource is an asset to any industry. We believe that our employees are the key to the success of our business and hence we have a structured organization plan to take care of the growth and motivation aspects of our team. Our manpower is a prudent mix of experienced and young personnel which gives us the dual advantage of stability and growth. Our work processes and skilled resources together with our strong management team have enabled us to successfully implement our growth plans.

The total strength of manpower as on November 30, 2023 is 36 employees excluding Directors. Category wise details are as under:

Department	No of Employees
HR Department	2
Accounts and Finance Department	3
Research & Development Department	3
Secretarial Department	1
Production Department	14
Purchase Department	3
Project and Planning Department	1
Welding Co-ordinate Department	1
Quality Control Department	4
Safety, Store and Maintenance Department	4
Total	36

Apart from above, our company has engaged 126 Contract Labours for its operations.

INSURANCE POLICIES

Our Company have following Insurance Policy as on date of this Prospectus:

Policy No	Type of Policy	Policy Period	Nature of Coverage	Policy Issuing Office	Total Sum Assured (₹ in lakhs)
0239764645	Group Medicare Policy	29/06/2023 to 28/06/2024	Total Number of Insured Person: 26	TATA AIG General Insurance Company Limited	₹ 52.00
5160625763	Business Guard Sookshma Package Policy	27/07/2023 to 26/07/2024	<u>Fire Building and Contents</u> Plant & Machinery: ₹ 317.38 lac <u>Burglary</u> Plant & Machinery: ₹ 317.38 lac Public Liability: ₹ 2.00 lac	TATA AIG General Insurance Company Limited	₹ 636.76
421805/48/2024/327	Burglary – Standard Policy	18/07/2023 to 1/07/2024	Stock in Trade (Semi Finished Goods, Raw Materials, Stores Consumables)	The Oriental Insurance Company Limited	₹ 1,082.63
421805/11/2024/15	Oriental Bharat Laghu Udyam Suraksha Policy	18/07/2023 To 1/07/2024	Stock in Trade (Semi Finished Goods, Raw Materials, Stores Consumables)	The Oriental Insurance Company Limited	₹ 1,082.63
3003/301940438/00/000	Goods Carriage Vehicle Package Policy	18/08/2023 to 17/08/2024	Eicher Pro 1095 XP Reg. No. KA-02AG-2197	ICICI Lombard General Insurance Company Limited	₹ 8.00
1-2XKWPU6D	Commercial Vehicle Policy	18/08/2023 to 17/08/2024	Eicher Pro 1049 C Reg. No. KA-02AG-2194	IFFCO-TOKIO General Insurance Co. Ltd.	₹ 4.00

PLANT AND MACHINERY DETAILS

Our manufacturing facilities are equipped with advanced equipment and modern technology. The following tables set forth mentioned below are the list of major machineries available as on date of Prospectus:

Owned Plant & Machinery:

Name of Plant & Machinery	Quantity
CNC Abrasive Water Jet Cutting Machine	01
Hydraulic Press 75 Ton	01
Hydraulic Press 20 Ton	01
Hydraulic Press 10 Ton	01
Hydraulic Press 900 Ton	01
Vertical Machining Center (VMC)	01
Automatic Multi head Pipe Polishing Machine	01
CNC Bending machines for Sheet and Pipe	01
Bead Blasting Unit	01
Aluminium CNC Cutting Machine	01
TIG and MIG Welding machines	14
Mini hydraulic and pneumatic presses	01
Specialized Testing Equipment	02
Special Purpose Machines (SPM)	03

Leased/Rented Plant & Machinery: Nil

INFRASTRUCTURE FACILITIES AND UTILITIES

Registered Office and Manufacturing Facility: Sy. No. 2, Khatha No. 145, Hoysala Main Road, Pillappa Industrial Layout, Srigandhadakavalu, Sunkadakatte, Viswanedam, Bangalore, North Bangalore, Karnataka – 560091, India

Raw Material

We require various raw materials to carry on the manufacturing activities which are procured domestically. Raw materials are mainly either in sheet metal form or extruded form. The material is generally Stainless Steel, Aluminium or Mild Steel.

Power

Our Registered Office and Manufacturing Facility have adequate power supply from Bangalore Electricity Supply Company Limited.

Water

Water is mainly required for cutting purpose in production process, fire safety, drinking and sanitation purpose. We procure Water from Municipality.

PRODUCTION CAPACITY AND CAPACITY UTILIZATION

The manufacturing process activities for the products manufactured included various stages wherein the products being manufactured till completion has to pass through both mechanical process and also manual process involving labour. So, the capacity depends both on the time taken by the machineries and the workforce involved which varies on the type of product manufactured and the no. of labours engaged.

However, Product-wise Capacity Utilization for the last 3 Financial Year duly certified by Chartered Engineer for the 3 (three) major products on an overall basis considering the above, are as follows:

Products Manufactured	Installed Capacity	Capacity Utilization		
		FY 2022-23	FY 2021-22	FY 2020-21
Stainless Steel Saloon Seats for Metro Coach ¹	576 Coaches	342 Coaches	178 Coaches	40 Coaches
In %	100%	59%	31%	7%
Aluminium Cable Management Systems for Metro Coach ²	576 Coaches	84 Coaches	67 Coaches	85 Coaches
In %	100%	15%	12%	15%
Stainless Steel Grab Pole Systems (Hand Rail, Grab Pole) for Metro Coach ³	432 Coaches	146 Coaches	35 Coaches	55 Coaches
In %	100%	34%	8%	13%

* duly certified by Siva Sunder Sistla, Chartered Engineer vide Certificate No. 0509-23/CE/348/B dated September 06, 2023

¹ Each coach requires 10 sets of seats in average comprises of 1 seater to 7 seaters and company can produce seats for 48 coaches in double shift basis in a month.

² Each coach requires 21 sets of cable management system in average comprises of 17 different line items and company can produce cable management system for 48 coaches in double shift basis in a month.

³ Each coach requires 78 sets of Grab Pole system in average comprises of 31 different line items and company can produce Grab Pole system for 36 coaches in double shift basis in a month.

PROPERTY DETAILS

Owned Property: Nil


Leased / Rented Property:

Details of the Deed/ Agreement	Particulars of the property, description and area	Lease Premium/ Rent (₹ in Lakhs)	Tenure of Lease	Usage
Lease Agreement dated August 21, 2023 between Sri N. Jayram and Smt. Jayalakshmi P and M/s. Presstonic Engineering Limited	Industrial Shed consisting 1 Rolling Shutter with Central Locks and 2 windows with grill measuring East to West 20 feet, North to South 30 feet situated in the property bearing address Survey No. 2, Khata No. 145, Site No. 3, Hoysala Main Road, Dasarahalli Nagarsabha, Pillappa Industrial Layout, Sunkadakatte, Bangalore – 560091	Rent: ₹ 12,000/- per month with 15% enhancement in every 2 years	5 (five) years commencing from December 14, 2022	Registered Office and Manufacturing Unit
Lease Agreement dated August 21, 2023 between Sri N. Jayram and Smt. Jayalakshmi P and M/s. Presstonic Engineering Limited	Industrial Shed consisting 1 Rolling Shutter with Central Locks and 2 windows with grill measuring East to West 20 feet, North to South 30 feet situated in the property bearing address Survey No. 2, Khata No. 145, Site No. 3, Hoysala Main Road, Dasarahalli Nagarsabha, Pillappa Industrial Layout, Sunkadakatte, Bangalore – 560091	Rent: ₹ 13,000/- per month with 15% enhancement in every 2 years	5 (five) years commencing from June 07, 2023	Registered Office and Manufacturing Unit
Lease Agreement dated August 21, 2023 between Sri N. Jayram and Smt. Jayalakshmi P and M/s. Presstonic Engineering Limited	Industrial Shed consisting 3 Rolling Shutters with Central Locks, 2 main gates, Asbestos Roofing, One Pump with motor, One Terrace Steel Door, windows with grill, toilets, overhead tanks and associated sanitary ware measuring East to West 137.5 feet, North to South 175 feet situated in the property bearing address Survey No.	Rent: ₹ 2,00,000/- per month with 15% enhancement in every 2 years	10 (ten) years commencing from July 13, 2020	Registered Office and Manufacturing Unit

Details of the Deed/ Agreement	Particulars of the property, description and area	Lease Premium/ Rent (₹ in Lakhs)	Tenure of Lease	Usage
	2, Khata No. 145, Site No. 3, Hoysala Main Road, Dasarahalli Nagarsabha, Pillappa Industrial Layout, Sunkadakatte, Bangalore – 560091			
Rent Agreement dated August 09, 2023 between Sri P. Narayanaswamy, Sri B. Sowbhagya and M/s. Presstonic Engineering Limited	Property bearing Khata No. 145, Site No. 02, Hoysala Main Road, Dasarahalli Nagarsabha, Pillappa Industrial Layout, Sunkadakatte, Bangalore – 560091 measuring East to West 47 feet, North to South 65 feet along with 20 HP Power, a building consisting of a Shed, AC Sheet Roofing, East facing Door Shutter, with all civic amenities	Rent: ₹ 68,607/- per month with 10% enhancement every year	1 (one) year commencing from August 09, 2023	Registered Office and Manufacturing Unit

INTELLECTUAL PROPERTIES

Trademarks:

Trademark	Registration No/ Application No	Class of Registration	Trademark Type	Date of Issue/ Application	Status
	5967507*	6	Device	June 05, 2023	Objected

Designs:

Design Particulars	Registration No/ Application No	Class of Registration	Date of Issue/ Application	Status
Retractable Ramp Assembly	384724-001	12-05	April 25, 2023	Registered
Stainless Steel Bucket Type Seat and Frame Assembly	384723-001	06-01	April 25, 2023	Pending
Flip-up Seat Assembly	384725-001	06-01	April 25, 2023	Pending

COLLABORATION/TIE-UPS/JOINT VENTURE DETAILS

As on date of this Prospectus, our Company has not entered into any technical or other Collaboration / Tie Ups / Joint Ventures.

EXPORT AND EXPORT OBLIGATIONS:

As on date of this Prospectus, our Company does not have any export obligations.

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.

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

*In addition to what has been specified in this prospectus, taxation statutes such as the Income Tax Act, 1961 and Central Goods and Services Tax Act, 2017, various labour laws and other miscellaneous laws apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained by us, see the chapter titled “**Government and Other Approvals**” beginning on page no 219 of this prospectus.*

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

APPROVALS

*For the purpose of the business undertaken by our Company, our Company is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled “**Government and Other Approvals**” beginning on page number 219 of this prospectus.*

APPLICABLE LAWS AND REGULATIONS

BUSINESS/TRADE RELATED LAWS/REGULATIONS

The Bureau of Indian Standards Act, 2016

The Bureau of Indian Standards Act, 2016 (“BIS Act”) provides for the establishment of bureau for the standardization, marking and quality certification of goods. Functions of the bureau include, inter-alia, (a) recognizing as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specifying a standard mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) conducting such inspection and taking such samples of any material or substance as may be necessary to see whether any article or process in relation to which the standard mark has been used conforms to the Indian Standard or whether the standard mark has been improperly used in relation to any article or process with or without a license.

Bureau of Indian Standards Rules, 2018 (the “Bureau of Indian Standards Rules”)

The Bureau of India Standards Rules, 2018, as amended, have been notified, in supersession of the Bureau of Indian Standards Rules, 1987, in so far as they relate to Chapter IV A of the said rules relating to registration of the articles notified by the Central Government, and in supersession of the Bureau of Indian Standards Rules, 2017 except in relation to things done or omitted to be done before such supersession. Under the Bureau of Indian Standards Rules, the bureau is required to establish Indian standards in relation to any goods, article, process, system or service and shall reaffirm, amend, revise or withdraw Indian standards so established as may be necessary.

Steel and Steel Products (Quality Control) Order, 2020 (the “Quality Control Order 2020”)

The Steel and Steel Products (Quality Control) Order, 2020, as, was notified by the Ministry of Steel, Government of India, to bring specified steel products under mandatory BIS certification. All manufacturers of steel and steel products are required to apply to the Bureau of Indian Standards for certification and ensure compliance with the Quality Control Order 2020.

The Aluminium (Control) Order, 1970

The Aluminium (Control) Order, 1970 was enacted under the Essential Commodities Act, 1955, which gives the Indian government the power to regulate the production, supply, and distribution of aluminum. The order was issued on March 20, 1970, and it empowers the government to regulate the production, supply, and distribution of aluminum. The Essential Commodities Act, 1955, was enacted to provide for the control of the production, supply, and distribution of essential commodities in the interest of the general public. Under this act, the Central Government has the power to issue control orders that provide for the regulation and prohibition of essential commodities scheduled in certain circumstances, such as when it is necessary and expedient to do so in favor of the general public or to secure equitable distribution. The Aluminium (Control) Order, 1970, is one such control order that regulates the production, supply, and distribution of aluminum in India.

Legal Metrology Act, 2009 (the “Metrology Act”)

The Legal Metrology Act, 2009, as amended was enacted with the objective to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. The Metrology Act states that any transaction/contract relating to goods/class of goods shall be as per the weight/measurement/numbers prescribed by the Metrology Act. The specifications with respect to the exact denomination of the weight of goods to be considered in transactions are contained in rules by each state.

The Micro, Small and Medium Enterprises Development Act, 2006 (the “Act”)

It consists of six chapters which are further divided into 32 sections. This Act also provides for the formation of the National Board of Micro, Small and Medium Enterprises. The head office of the Board is in Delhi. Section 3 of the Act defines the members of the board. The Central Government, by notification, can constitute an advisory committee. Registration of micro, small and medium enterprises is replaced with the filing of the memorandum. To avail the benefit of the Act, it is always recommended to register the enterprises as a micro, small or medium enterprise. The concept is important for the promotion of industrial development in rural areas, use of traditional or inherited skills, use of local resources and mobilization of resources and exportability of products. It provides maximum opportunities for employment outside the agriculture sector as well.

ENVIRONMENT RELATED LAWS

Environment Protection Act, 1986 and Environment (Protection) Rules, 1986

The Environmental Protection Act, 1986 is an "umbrella" legislation designed to provide a framework for coordination 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 Act”)

The Air (Prevention and Control of Pollution) Act, 1981 has been enacted to provide for the prevention, control and abatement of air pollution. Pursuant to the provisions of the Air Act, any person, establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant State Pollution Control Board prior to establishing or operating such industrial plant. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the State Pollution Control Board.

The Environmental Impact Assessment Notification, 2006 (the “Notification”)

As per the Notification, any construction of new projects or activities or the expansion or modernisation of existing projects or activities as listed in the Schedule attached to the notification entailing capacity addition with change in process and or technology can be undertaken only after the prior environmental clearance from the Central Government or as the case may be, by the State Level Environment Impact Assessment Authority, duly constituted by the Central government under the provisions of the Environment (Protection) Act, 1986, in accordance with the procedure specified in the notification. The environmental clearance process for new projects comprises of four stages viz. screening, scoping, public consultation and appraisal. However, in 2016, MoEF issued a notification for integrating standard and objectively monitorable environmental conditions with building permissions for buildings of different sizes with rigorous monitoring mechanism for implementation of environmental concerns and obligations in building projects. This is in line with the objective of the Central Government to streamline the permissions for buildings and construction sector so that affordable housing can be provided to weaker sections in urban area under the scheme ‘Housing for All by 2022’ and is proposing to remove the requirement of seeking a separate environment clearance from the MoEF for individual buildings having a total build up area between 5,000 square metre and 150,000 square metre, apart from adhering to the relevant byelaws of the concerned State authorities.

The Water (Prevention and Control of pollution) Act, 1974 (the “Water Act”)

The Water Act aims to prevent and control water pollution as well as restore water quality by establishing and empowering the Central Pollution Control Board and the State Pollution Control Boards. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, use of any new or altered outlet for the discharge of sewage or new discharge of sewage, must obtain the consent of the relevant State Pollution Control Board, who is empowered to establish standards and conditions that are required to be complied with.

The Noise Pollution (Regulation & Control) Rules 2000 (“Noise Regulation Rules”)

The 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 non-compliance with the Noise Regulation Rules shall be under the provisions of the Environment (Protection) Act, 1986.

The Municipal Solid Wastes (Management and Handling) Rules, 2000 (“Waste Management Rules, 2000”) as superseded by Solid Waste Management Rules, 2016 (“Waste Management Rules, 2016”)

The Waste Management Rules, 2000 applied to every municipal authority responsible for collection, segregation, storage, transportation, processing and disposal of municipal solid wastes. Any municipal solid waste generated in a city or a town, was required to be managed and handled in accordance with the compliance criteria and the procedure laid down in Schedule II of the Waste Management Rules, 2000. The Waste Management Rules, 2000 make the persons or establishments generating municipal solid wastes responsible for ensuring delivery of wastes in accordance with the collection and segregation system as notified by the municipal authority. The Waste Management Rules, 2000 have been superseded by the Waste Management Rules, 2016 which stipulate various duties of waste generators which, inter alia, include segregation and storage of waste generated by them in the manner prescribed in the Waste Management Rules, 2016; separate storage of construction and demolition waste and payment of user fee for solid waste management as specified in the bye-laws of the local bodies.

GENERAL CORPORATE COMPLIANCE

Companies Act, 2013 (the “Companies Act”)

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on 29th August 2013. The Companies Act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure related to appointment of Directors, the procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the Act. Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of Acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of a Company. The provisions relating to remuneration of the directors payable by the companies is under Part II of the said schedule.

The Registration Act, 1908 (the “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 was 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.

Shops and commercial establishments legislations

Under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. All establishments must be registered under the shops and establishments legislations of the state where they are located. There are penalties prescribed in the form of monetary fine or imprisonment for violation of the legislations, as well as the procedures for appeal in relation to such contravention of the provisions.

EMPLOYMENT AND LABOUR LAWS

The Code on Wages, 2019 (the “Code”)

The Code received the assent of the President of India on August 8, 2019. The provisions of the Code shall come into effect from the date notified in the Official Gazette by the Central Government. The Code will replace the four existing ancient laws namely (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976. The Code will apply to all employees and allows the Central Government to set a minimum statutory wage.

The four existing laws are as follows:

- **The Payment of Wages Act, 1936**

Payment of Wages Act, 1936, as amended, Payment of Wages (Amendment) Act, 2017 is aimed at regulating the payment of wages to certain classes of persons employed in certain specified industries and to ensure a speedy and effective remedy for them against illegal deductions or unjustified delay caused in paying wages to them. The Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of this Act and Rules made there under.

- **The Minimum Wages Act, 1948**

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to this Act, in respect of which minimum rates of wages have been fixed or revised under the Act.

- **The Equal Remuneration Act, 1976**

The Equal Remuneration Act, 1976 aims to provide for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. According to the Remuneration Act, no employer shall pay to any worker, employed by him/her in an establishment, a remuneration (whether payable in cash or in kind) at rates less favourable than those at which remuneration is paid by him to the workers of the opposite sex in such establishment for performing the same work or work of a similar nature. In addition, no employer shall for complying with the foregoing provisions of the Remuneration Act, reduce the rate of remuneration of any worker. No employer shall, while making recruitment for the same work or work of a similar nature, or in any condition of service subsequent to recruitment such as promotions, training or transfer, make any discrimination against women except where the employment of women in such work is prohibited or restricted by or under any law for the time being in force.

- **The Payment of Bonus Act, 1965 (the “PoB Act”)**

The PoB Act provides for payment of minimum bonus to factory employees and every other establishment in which 20 or more persons are employed and requires maintenance of certain books and registers and filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due.

Occupational Safety, Health and Working Conditions Code, 2020

The Government of India enacted ‘The Occupational Safety, Health and Working Conditions Code, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume several separate legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The laws that it shall subsume are as follows –

- **The Factories Act, 1948**

The Factories Act, 1948, as amended, defines a “factory” to cover any premises which employs 10 or more workers on any day of the preceding 12 months and in which a manufacturing process is carried on with the aid of power or any premises where at least 20 workers are employed, and where a manufacturing process is carried on without the aid of power. Each state government has enacted rules in respect of the prior submission of plans and their approval for the establishment of factories and registration/licensing thereof. The Factories Act provides for imposition of fines and imprisonment of the manager and occupier of the factory in case of any contravention of the provisions of the Factories Act.

Industrial Relations Code, 2020

The Government of India enacted ‘The Industrial Relations Code, 2020’ which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. Currently the laws are as follows –

- **Industrial Disputes Act, 1947**

The Industrial Disputes Act, 1947 provides the procedure for investigation and settlement of industrial disputes. When a dispute exists or is apprehended, the appropriate Government may refer the dispute to a labour court, tribunal, or arbitrator, to prevent the occurrence or continuance of the dispute, or a strike or lock-out while a proceeding is pending. The labour courts and tribunals may grant appropriate relief including ordering modification of contracts of employment or reinstatement of workers. The ID Act further provides for direct access for the workers to labour courts or tribunals in case of individual disputes and provided for the constitution of grievance settlement machineries in any establishment having twenty or more workers.

- **Trade Unions Act, 1926**

Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

- **Industrial Employment (Standing Orders) Act, 1946 (the “Standing Orders”)**

The Standing Orders were passed by the Central Government to bring uniformity in the terms of employment in industrial establishments so as to minimize industrial conflicts. The Standing Orders play a key role in defining the terms and conditions of employment within an industrial employment. The highlights of the Standing Orders such as classification of workmen, manner of intimation to workers about work and wage related details. Attendance and conditions for leaves, conditions of termination of employment and means of redressal for workmen in different matters.

Code on Social Security, 2020

The Government of India enacted 'The Code on Social Security, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume several separate legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972. The laws that the code shall subsume, are currently as follows –

- **Employee's Compensation Act, 1923**

The Employees' Compensation Act, 1923 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 Employees' Act, the amount of compensation to be paid depends on the nature and severity of the injury. The Employees' Act also lays down the duties/obligations of an employer and penalties in cases of non-fulfilment of such obligations thereof. 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 death/serious bodily injury.

- **Employee's State Insurance Act, 1948**

It is an Act to provide for certain benefits to employees in case of sickness, maternity and 'employment injury' and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government) other than seasonal factories. The ESI Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. 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 Employee State Insurance department.

- **Employee's Provident Fund and Miscellaneous Provisions Act, 1952**

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees' provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

- **Maternity Benefit Act, 1961**

The Act provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The Act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this Act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

- **Payment of Gratuity Act, 1972**

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this Act has become applicable shall be continued to be governed by this Act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five-year period shall be relaxed in case of termination of service due to death or disablement.

Employees' Deposit Linked Insurance Scheme, 1976

The scheme shall be administered by the Central Board constituted under section 6C of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the Act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

The Employees' Pension Scheme, 1995

Family pension in relation to this Act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this Act. Every employee who is member of EPF or PF has an option of the joining the scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the all the employees who are members of the fund.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (the "Act")

In order to curb the rise in sexual harassment of women at workplace, this Act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the Act. Every employer should also constitute an "Internal Complaints Committee" and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

Child Labour (Prohibition and Regulation) Act, 1986 (the "CLPR Act")

The "CLPR Act seeks to prohibit the engagement of children in certain employments and to regulate the conditions of work of children in certain other employments. Part B of the Schedule to the CLPR Act strictly prohibits employment of children in cloth printing, dyeing and weaving processes and cotton ginning and processing and production of hosiery goods.

TAX RELATED LEGISLATIONS

Income Tax Act, 1961 (the "IT Act")

The IT Act is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its Residential Status and Type of Income involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by September 30 of each assessment year.

Customs Act, 1962

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e., bringing into India from a place outside India or at the time of export of goods i.e., taken out of India to a place outside India. Any Company desirous of importing or exporting any goods is first required to get it registered and obtain an IEC (Importer Exporter Code).

Central Goods and Services Tax Act, 2017 (the "GST Act")

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST Act was applicable from July 1, 2017 and combined the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. GST is levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. India has adopted a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state is levied with Central GST (CGST) by the Central Government and State GST (SGST) by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

INTELLECTUAL PROPERTY LEGISLATIONS

In general, the Intellectual Property Rights includes but is not limited to the following enactments:

- Indian Copyright Act, 1957
- The Trade Marks Act, 1999
- The Designs Act, 2000
- The Patent Act, 1970

The Acts applicable to our Company will be:

Trade Marks Act, 1999 (the "TM Act")

The Trade Marks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

ANTI-TRUST LAWS

Competition Act, 2002 (the "Act")

The Act is to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of consumer and to ensure freedom of trade in India. The Act deals with prohibition of anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act.

GENERAL LAWS

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Negotiable Instrument Act 1881, Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, Consumer Protection Act 2019, Indian Contract Act, 1872, Transfer of Property Act, 1882, Information Technology Act, 2000 etc.

OTHER LAWS:

Foreign Exchange Management Act, 1999 ("FEMA")

FEMA was enacted by the Government of India to replace the erstwhile Foreign Exchange Regulation Act, 1973 ("FERA"). The Act was aimed at consolidating and amending the law relating to foreign exchange with the objective of facilitating external trade and payments and for promoting the orderly development and maintenance of foreign exchange market in India. FEMA has removed restrictions on trade in goods and services to and from India, except for the enabling provision for the Central Government to impose reasonable restrictions in the interest of public when required.

Foreign Trade (Development and Regulation) Act, 1992 (the “Act”)

The Act regulates and governs the foreign policy of India in relation to trade of goods and services. The Act was enacted in the year 1992 as a replacement of the Import and Exports (Control) Act, 1947. The objective of the Act was to provide 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. Through the Foreign Trade (Development and Regulation) Amendment Act of 2010, "services" was also included in the ambit of import and export of trade in the purview of the Act.

Foreign Direct Investment

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“**FDI**”) through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“**DIPP**”), has issued consolidated FDI Policy Circular of 2020 (“**FDI Policy 2020**”), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until the DIPP issues an updated circular. The Reserve Bank of India (“**RBI**”) also issues Master Directions Foreign Investment in India and updates at the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. RBI/FED/2017-18/60 FED Master Direction No. 11/2017-18 dated January 4, 2018, as updated from time to time by RBI. In terms of the Master Directions, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including the filing of Form FC-GPR.

OUR HISTORY AND CERTAIN CORPORATE MATTERS

HISTORY AND BACKGROUND

Our Company was originally formed as a Partnership Firm under the name and style off “**Presston Engineering Corporation**” pursuant to a Deed of Partnership dated June 03, 1996. M/s. Presston Engineering Corporation was thereafter converted into a Private Limited Company in the name of “**Presstonic Engineering Private Limited**” on March 23, 2021 under the provision of the Companies Act, 2013 bearing Corporate Identification Number U28995KA2021PTC145718 issued by Registrar of Companies, Central Registration Centre. Subsequently, our company was converted into Public Limited Company under the Companies Act, 2013 and the name of our Company was changed to “**Presstonic Engineering Limited**” vide a fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company dated July 31, 2023 bearing Corporate Identification Number U28995KA2021PLC145718 issued by Registrar of Companies – Bangalore.

REGISTERED OFFICE

Sy. No. 2, Khatha No. 145, Hoysala Main Road, Pillappa Industrial Layout, Srigandhadakavalu, Sunkadakatte, Viswaneedam, Bangalore, Bangalore – North, Karnataka – 560091, India

CHANGES IN REGISTERED OFFICE OF THE COMPANY SINCE INCORPORATION

Except as stated below, there has not been any change in our Registered Office since inception of the Company till the date of the Prospectus.

Date	Details of Registered Office	Reason for Change
At Incorporation	C/o, Presston Engineering Corpn, 145, Sy No. 2, Srigandhadakavalu, Pillappa Indus, Sunkadakatte, Bangalore, Karnataka – 560091, India	----
July 03, 2023	Sy. No. 2, Khatha No. 145, Hoysala Main Road, Pillappa Industrial Layout, Srigandhadakavalu, Sunkadakatte, Viswaneedam, Bangalore – North, Karnataka – 560091, India	For Business Convenience

MAIN OBJECTS OF OUR COMPANY:

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

1. To carry on Manufacturing of Pressed Components, Fabrication of Sheet Metal, Extruded, Machined components and assemblies or any other allied line or lines as may be decided by Board of Directors from time to time by the company.
2. To carry on whether in India or abroad the business of Manufacturer, importers, exporters, dealers, merchant and commission agents of Pressed Components, Metal sheet Pressed Components, Metal Components, Press Tools, Fabricated Metal Product, Press Tools, Precision Machined Components, Pressing Component Fabrication, iron and steel castings, alloy casting, grey castings, graded castings, malleable castings, electric fans, electric motors, machine tools and spare parts used in the manufacture of all the said items.
3. To carry on whether in India or abroad the business of Manufacturer, importers, exporters, dealers, merchant and commission agents of automatic, semiautomatic, manual or other types of tools, tackles, instruments, apparatus, systems & equipments, including lathes, turretlathes, capstan lathes, engine lathes, drills, drilling machines, shaping machines, planting machines, milling machines, grinding machines, slotting machines, broaching machines, lapping machines, weighing machines, wrapping machines, filtration equipments, franking machines, hydraulic machines and pneumatic machines, punching machines and other allied goods, whether used for special operations or for general operations, and whether operated from human, electrical, magnetic, electromagnetic, chemical, electrochemical, photochemical, solar, tidal wind, nuclear, thermal, thermonuclear or other forms of energy and their parts, products, assemblies, components, instruments, raw materials, display units, control devices, elements, gadgets, circuits, micro circuits, used in machine tools including boules, bars, slices, rounds, wafers, sheets, clips, micro clips, powders, fluids,

gases, solids which may be polished, processed, coated, fused, diffused, or otherwise treated and to do all incidental acts and things necessary for the attainment of the above said objects.

4. *To convert the existing partnership firm M/s. Presston Engineering Corporation into a Private Limited company named M/s Presstonic Engineering Private Limited, subject to approval by the Registrar of Companies or such other name as will be approved by the parties hereto and by the said Registrar of Companies.*

The main objects clause as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out and proposed to be carried out by it.

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND ARTICLE OF ASSOCIATION OF OUR COMPANY

Since the incorporation of our Company, the following changes have been made to the Memorandum of Association and Article of Association:

Date of Amendment / Shareholders' resolution	Nature of Amendment
April 27, 2023	<ul style="list-style-type: none"> Alternation in the Clause 5 of MoA pursuant to increase in Authorised Share Capital from ₹ 3,00,00,000/- divided into 30,00,000 Equity Shares of ₹ 10/- each to ₹ 8,00,00,000/- divided into 80,00,000 Equity Shares of ₹ 10/- each
July 03, 2023	<ul style="list-style-type: none"> Clause I of Memorandum of Association and Articles of Association was amended to reflect change in name from "Presstonic Engineering Private Limited" to "Presstonic Engineering Limited" pursuant to conversion of our Company from Private Limited to Public Limited Company.

CORPORATE PROFILE OF OUR COMPANY

Details regarding the description of our Company's activities, services, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major suppliers, distributors and customers, segment, capacity/facility creation, launch of key products, entry in new geographies, capacity built-up, location of manufacturing facilities, marketing and competition, please refer to the chapters titled **"Our Business"**, **"Our Management"** and **"Management's Discussion and Analysis of Financial Position and Results of Operations"** on pages 110, 142 and 206 respectively, of this Prospectus.

MAJOR EVENTS AND MILESTONES IN THE HISTORY OF OUR COMPANY

The table below sets forth some of the major events in the history of our Company:

Calendar Year	Key Events & Milestones
1996	<ul style="list-style-type: none"> Business started in the name "Presston Engineering Corporation" as Partnership Firm.
2011	<ul style="list-style-type: none"> Entered into Metro Railway Segment
2016	<ul style="list-style-type: none"> EN 15085-2 CERTIFICATION Obtained – Welding of Railway Vehicles and Components.
2019	<ul style="list-style-type: none"> Special Appreciation Award for "Innovating in Seating Solutions" by Rail Analysis Team for a new innovation in Seats or Seating Solutions utilized in rail and metro sector
2021	<ul style="list-style-type: none"> Company incorporated as a Private Limited Company in the name of "Presstonic Engineering Private Limited"
2022	<ul style="list-style-type: none"> ISO 9001: 2015 CERTIFICATE OF REGISTRATION For Fabrication of Sheet Metal, Extruded, Machined Components, and Assemblies

<i>Calendar Year</i>	<i>Key Events & Milestones</i>
2023	<ul style="list-style-type: none"> ○ Filed for registration of 3 (three) products under the provision of the Designs Act, 2000 and the Designs Rules, 2001 for the Design Patent Right for the product called “Retractable Ramp Assembly”, “Stainless Steel Saloon Bucket Type Seat and Frame Assembly” and “Stainless Steel Flip-up Seat Assembly”. Out of three, the design for Retractable Ramp Assembly has been approved and registered in our name and approval for remaining two is pending for approval. ○ Company converted from Private Limited Company to Public Limited Company i.e. “Presstonic Engineering Limited”

SIGNIFICANT FINANCIAL AND STRATEGIC PARTNERSHIPS

As on the date of this Prospectus, our Company does not have any significant strategic or financial partners.

TIME/COST OVERRUN IN SETTING UP PROJECTS

As on the date of this Prospectus, there has been no time and cost overruns in the Company.

LAUNCH OF KEY PRODUCTS OR SERVICES, ENTRY INTO NEW GEOGRAPHIES OR EXIT FROM EXISTING MARKETS, CAPACITY/FACILITY CREATION OR LOCATION OF STORES

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, capacity/ facility creation and location of stores, see “*Our Business*” and “*History and Certain Corporate Matters*” on pages 110 and 138 of this prospectus.

DEFAULTS, RESCHEDULING OR RESTRUCTURING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS

As on the date of this Prospectus, there has been no default, rescheduling or restructuring of borrowings with financial institutions or banks.

DETAILS REGARDING MATERIAL ACQUISITIONS OR DIVESTMENTS OF BUSINESS/UNDERTAKINGS, MERGERS, AMALGAMATION, REVALUATION OF ASSETS, ETC. IN THE LAST 10 YEARS

Except as mentioned in chapter “*History and Certain Corporate Matters*” beginning on page no. 138, our Company has not made any material acquisitions or divestments of any business or undertakings, mergers, amalgamation or revaluation of assets in the last 10 years preceding the date of this Prospectus.

HOLDING COMPANY

As on the date of this Prospectus, our Company does not have a holding company.

JOINT VENTURES OF OUR COMPANY

As on the date of this Prospectus, our Company does not have any joint ventures.

SUBSIDIARIES OF OUR COMPANY

As on the date of this Prospectus, our Company does not have any subsidiaries.

ASSOCIATES OF OUR COMPANY

As on the date of this Prospectus, our Company does not have any associates.

DETAILS OF SHAREHOLDERS’ AGREEMENT

As on date of this Prospectus, there are no subsisting shareholders’ agreements among our shareholders vis-à-vis our Company.

AGREEMENTS WITH KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT, DIRECTORS, PROMOTERS OR ANY OTHER EMPLOYEE

Neither our Promoters, nor any of the Key Managerial Personnel or Senior Management, Directors or employees of our Company have entered into an agreement, 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 the dealings of the securities of our Company.

MATERIAL AGREEMENTS

Our Company has not entered into any other subsisting material agreement, including with strategic partners, joint venture partners or financial partners, other than in the ordinary course of business.

For details on business agreements of our Company, see ***“Our Business”*** beginning on page 110 of this Prospectus.

GUARANTEES GIVEN BY OUR PROMOTERS

Our Promoters have not given any guarantee to any third parties as on the date of this Prospectus except in favour of Lending Bank as collateral security for the Borrowings of the Company.

CAPITAL RAISING (DEBT / EQUITY)

Except as set out in the Sections titled ***“Capital Structure”*** and ***“Financial Indebtedness”*** beginning on page no 61 and 203 respectively of this prospectus, our Company has not raised any capital in the form of Equity Shares or debentures.

INJUNCTION OR RESTRAINING ORDER

Our company is not operating under any injunction or restraining order.

DETAILS REGARDING PAST PERFORMANCE OF THE COMPANY.

For details in relation to our past financial performance in the previous 3 (three) financial years, please refer to Section titled ***“Financial Statements as restated”*** beginning on page no. 166 of this prospectus.

CHANGES IN THE ACTIVITIES OF OUR COMPANY DURING THE LAST TEN (10) YEARS

Except as mentioned in chapter ***“Our History and Certain Corporate Matters”*** beginning on page no. 138, there have been no changes in the activity of our Company during the last ten (10) years preceding as on the date of this prospectus, which may have had a material effect on the profits or loss, including discontinuance of the lines of business, loss of agencies or markets and similar factors of our Company.

SHAREHOLDERS OF OUR COMPANY

As on the date of this Prospectus, our Company has 8 (Eight) shareholders. For further details in relation to the current shareholding pattern, please refer to Section titled ***“Capital Structure”*** beginning on page no. 61 of this Prospectus.

OUR MANAGEMENT

BOARD OF DIRECTORS

As on the date of Prospectus, our Company has 6 (Six) Directors on our Board consisting 1 (one) Managing Director, 1 (one) Joint Managing Director, 2 (Two) Non-Executive Director, and 2 (Two) Independent Directors. There are 3 (Three) Women Directors in our Board. The details of the Directors are as follows:

The details of the Directors are as follows:

Sl. No.	Name of the Director	DIN	Current Designation	Date of Joining#
1	Herga Poornachandra Kedilaya	09120129	Managing Director	23-03-2021
2	Yermal Giridhar Rao	09120130	Joint Managing Director	23-03-2021
3	Kodipadi Yerkadithaya Supriya Murthy	10191903	Non-Executive Director	03-07-2023
4	Vidyalakshmi Rao	10191959	Non-Executive Director	03-07-2023
5	Jyotsna Rajsekar Belliappa	07241358	Independent Director	03-07-2023
6	Nagendra Dattathreya Rao	05100840	Independent Director	03-07-2023

Original date of appointment as per MCA database.

The following table sets forth details regarding the Board of Directors as on the date of this prospectus:

Sl. No.	Particulars	Details
1	Name of the Director	Herga Poornachandra Kedilaya
	Father's Name	Herga Chandrashekhar Kedilaya
	Residential Address	No 151 Ashwini, 11 th Main Between 16 th and 17 th Cross, Near Cloud Nine Hospital, Malleswaram, Bangalore – 560055, Karnataka
	Date of Birth	08-07-1971
	Age	52 Years
	Designation	Managing Director
	DIN	09120129
	Occupation	Business
	Nationality	Indian
	Qualification	Bachelor in Engineering from Bangalore University (1993)
	No. of Years of Experience	27 years
	Date of Appointment	23-03-2021; Re-designated as Managing Director w.e.f. 03-07-2023
	Terms of Appointment	For the period of 3 years till 02-07-2026;
	Directorship in other companies	Nil
	Other Ventures	Nil

Sl. No.	Particulars	Details
2	Name of the Director	Yermal Giridhar Rao
	Father's Name	Sridhar Rao Yermal
	Residential Address	NO B-208 Renaissance Temple Bells, Yeswanthpuram, Opp Iskon Temple, Bangalore – 56022, Karnataka
	Date of Birth	13-03-1970
	Age	53 Years
	Designation	Joint Managing Director and Chief Financial Officer
	DIN	09120130
	Occupation	Business
	Nationality	Indian
	Qualification	Master of Technology from Mangalore University (1994)
	No. of Years of Experience	27 years
	Date of Appointment	23-03-2021; Re-designated as Joint Managing Director w.e.f. 03-07-2023
	Terms of Appointment	For the period of 3 years till 02-07-2026;
	Directorship in other companies	Nil
	Other Ventures	Nil

Sl. No.	Particulars	Details
3	Name of the Director	Kodipadi Yerkadithaya Supriya Murthy
	Father's Name	Herga Chandrashekhar Kedilaya
	Residential Address	#8 Ayodhya, 24 th Main Road, Near RV Dental College, JP Nagar, 1 st Phase, South Bangalore – 560078, Karnataka
	Date of Birth	13-11-1965
	Age	57 Years
	Designation	Non-Executive Director
	DIN	10191903
	Occupation	Business
	Nationality	Indian
	Qualification	Bachelor in Commerce from Bangalore University (1987), Post Graduate Diploma in Interior Decoration & Designing from India International Trade Center (1998), Degree Course in Bharatanatyam from Keshava Nithyashala, Bangalore (1986)
	No. of Years of Experience	20 years
	Date of Appointment	03-07-2023
	Terms of Appointment	Liable to retire by rotation
	Directorship in other companies	Nil
	Other Ventures	Nil

Sl. No.	Particulars	Details
4	Name of the Director	Vidyalakshmi Rao
	Father's Name	Balakrishna Karanth
	Residential Address	NO B-208 Renaissance Temple Bells, Yeswanthpuram, Opp Iskcon Temple, Bangalore – 56022, Karnataka
	Date of Birth	14-07-1978
	Age	45 Years
	Designation	Non-Executive Director
	DIN	10191959
	Occupation	Business
	Nationality	Indian
	Qualification	Bachelor of Commerce from University of Mysore (1999)
	No. of Years of Experience	10 years
	Date of Appointment	03-07-2023
	Terms of Appointment	Liable to retire by rotation
	Directorship in other companies	Nil
	Other Ventures	Nil

Sl. No.	Particulars	Details
5	Name of the Director	Jyotsna Rajsekar Belliappa
	Father's Name	Gopal Rajsekar
	Residential Address	NO S-1, 2 nd Floor, Chamundi Aprt, Lakshmipuram, JLB Road, Mysore – 570004, Karnataka
	Date of Birth	19-05-1965
	Age	58 Years
	Designation	Independent Director
	DIN	07241358
	Occupation	Business
	Nationality	Indian
	Qualification	Bachelor of Arts from Lucknow University (1986), Master of Business Administration from Lucknow University (1987)
	No. of Years of Experience	30 years
	Date of Appointment	03-07-2023
	Terms of Appointment	For 5 years upto 02-07-2028
	Directorship in other companies	Nil
	Other Ventures	Bluesky Sustainable Business LLP

Sl. No.	Particulars	Details
6	Name of the Director	Nagendra Dattathreya Rao
	Father's Name	Achutrao Dattathreya
	Residential Address	#130, Shree Ranga, 4th Main, Near Srinivasa Kalyana mantapa, Anjaneyanagar, Banashankari 3rd Stage, Bangalore – 560085, Karnataka
	Date of Birth	15-08-1972
	Age	51 Years
	Designation	Independent Director
	DIN	05100840
	Occupation	Company Secretary in Practice
	Nationality	Indian
	Qualification	Bachelor of Commerce from University of Bombay (1993), Bachelor of Laws from University of Bombay (1996), Company Secretary from The Institute of Company Secretaries of India, enrolled as Associate Member in the year 2001 and Fellow Member in the year 2008.
	No. of Years of Experience	20 years
	Date of Appointment	03-07-2023
	Terms of Appointment	For 5 years upto 02-07-2028
	Directorship in other companies	Institute of Social Auditors of India
	Other Ventures	Nagendra D Rao & Associates LLP

BRIEF BIOGRAPHIES OF THE DIRECTORS:

Mr. Herga Poornachandra Kedilaya, aged about 52 years, is the Promoter and Managing Director of our Company. He has been on the Board of Directors since 2021. He holds Bachelor's Degree in Engineering from Bangalore University, Karnataka. As a young graduate employee itself, he had won many accolades in his brief stint as a Design Engineer. He started his career in the field of petrochemical industry as a design engineer for a couple of years, which was directly followed by an entrepreneurship spanning more than 26 years. He also has an in-depth knowledge of product pricing, Life Cycle Costing (L.C.C), RAMS (Reliability, Availability, Maintainability and Safety), Channel and Retail distribution networking pan India and all the facets of commercial banking like handling bank guarantees, Letter of credits, export financing, taxation and other statutory requirements. He is a visionary and provides valuable strategies and guidance to his teams. He has a unique techno-commercial knowledge of handling both B2B and B2C models and is very well versed in product pricing and in establishing product channel partnership networks for accelerating scalability.

Mr. Yermal Giridhar Rao, aged about 53 years, is the Promoter and Wholetime Director of our Company who has been designated as the Joint Managing Director of the Company. He has been on the Board of Directors since 2021. He holds a Master of Technology from Mangalore University in the year 1994. He is an accomplished Director with a distinguished educational background. He started his career at M/s. Alfred Herbert India Ltd. as Executive – Industrial Engineering from September' 1993 to April' 1994 and then at M/s. Shetron Ltd. in Bangalore as Jr. Executive – Maintenance from May' 1994 to August' 1996 before co-founding Presston Engineering Corporation in 1996. As the Director of Presstonic Engineering Ltd, he has led cross functional teams like design, product development and manufacturing. He has played a pivotal role in strategic planning, business development and fostering a culture of innovation, leading the company to sustained growth.

Ms. Kodipadi Yerkadithaya Supriya Murthy, aged about 57 years, is the Non-Executive Director of our Company since July 03, 2023. She has done her graduation in Commerce from Bangalore University (1987), Post Graduate Diploma in Interior Decoration & Designing from India International Trade Center. She also holds a Degree Course in Bharatanatyam from Keshava Nithyashala, School of Bharathanaty, Bangalore. Ms. Kodipadi Yerkadithaya Supriya Murthy is an efficient and competent individual who has more than 20 years of working experience as an entrepreneur in various field such as architecture, interior design, organic farming, Desi cow advocate and yogic healing. She has been Bharatanatyam dancer for over 20 years and was a cultural ambassador at Festival of India in Russia. She was a member of Organic Farming

Association of India (OFAI) and awarded by Karnataka Govt. as a Natya Vidushi in 1985. Now, she is a co-founder and advisor of a Construction and Landscaping firm.

Ms. Vidyalakshmi Rao, aged about 45 years, is the Non-Executive Director of our Company since July 03, 2023. Ms. Vidyalakshmi Rao is a highly accomplished and driven person with a Bachelor of Commerce degree from the University of Mysore. With a strong background in accounting, costing, and logistics, she has been effectively leading financial planning and analysis. She has around 10 years in the field of supply chain operations and negotiating vendor contracts and her expertise in this field has proved beneficial for organizational efficiency. Vidyalakshmi is a strategic thinker and has demonstrated great leadership skills.

Ms. Jyotsna Rajsekar Belliappa, aged about 58 years, is the Non-Executive Independent Director of our Company since July 03, 2023. Ms. Jyotsna Rajsekar Belliappa is a Social Responsibility professional with deep operational experience in evaluating and managing social risk in the supply chain for 2 international Retailers – Gap International Sourcing Inc, India Liaison Office, Bangalore from November’ 1999 to November’ 2006 and Marks and Spencer – South Asia from November’ 2006 to September’ 2015. She has also been associated with Centre for Environment Education - Project Office Virajpet, Karnataka from the year 1995 to November’ 1999 and Computer Point (I) Ltd from the year 1989 to 1991 i.e. during the early stages of her career. Over the span of her career, she has influenced various programmes benefitting more than 1,00,000 workers and community members across India, Sri Lanka and Bangladesh supply chain. She has deep experience in managing ambiguity and conflict and has a keen ability to listen as well as communicate across internal and external stakeholders. She is currently working as a Principal Consultant of BlueSky Sustainable Business LLP since September’ 2015 and as a Consultant in The CSR Company International since February’ 2018. She had won many accolades like Golden Peacock Award for Corporate Social Responsibility 2013 instituted by Institute of Directors, Business Responsibility Awards for the category - Best Corporate Sustainability Endeavour - Large Corporates instituted by FICCI, India and Parivartan Corporate Sustainability Stewardship Award 2013 instituted by Sustainable Business Leadership Forum, New Delhi.

Mr. Nagendra Dattathreya Rao, aged about 51 years, is the Non-Executive Independent Director of our Company since July 03, 2023. Mr. Nagendra Dattathreya Rao is a Designated Partner and Founder of CS Nagendra D. Rao and Associates, LLP, a firm of Practising Company Secretaries in Bengaluru. He also a Director in Institute of Social Auditors of India, a Section 8 Company registered under the Companies Act, 2013. Prior to setting up his independent practice, he has also worked in many Multinational Companies like, Sobha Limited, Indo Nissin Foods Private Limited and Weizmann Homes Limited. He was elected to the Managing Committee of Bengaluru Chapter of the Institute of Company Secretaries of India (ICSI) for the period 2007-2010 and was also elevated to the position of Chairman of the Chapter. He also served as the Chairman of the Southern India Regional Council twice in his career. Further, he was elected to the Central Council of the ICSI for the term 2019-2022 and served as Vice-President of ICSI for the year 2020 before being elected as President for the year 2021. As a seasoned professional with decades of experience, his expertise makes him a name to be reckoned with in ICSI. With over 20 years of experience in Corporate Sector he specializes in Corporate and Securities Laws, Capital Markets Transactions, Business Planning, Mergers & Acquisitions, Financial Restructuring, Strategic Investment, Funds Planning & Arrangement. He was also a member of the Central Taxes, Corporate Laws & GST Committee of the Federation of Karnataka Chambers of Commerce & Industry Corporate Affairs and Taxation Committee of the Bangalore Chamber of Industry & Commerce. He has addressed several conferences, seminars, webinars and work-shops organised by the Professional Institutes and Trade Bodies at National as well as International level. In recognition for his outstanding service rendered in the field of education he was conferred the title “VIDYA VIKAS” by Dr. D.G. Shetty Educational Society (R), Dharwad, Karnataka.

FAMILY RELATIONSHIPS BETWEEN THE DIRECTORS

Director	Other Director	Relation
Kodipadi Yerkadithaya Supriya Murthy	Herga Poornachandra Kedilaya	Sister
Yermal Giridhar Rao	Vidyalakshmi Rao	Spouse

ARRANGEMENTS WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS OR OTHERS

There are no arrangements or understanding between major shareholders, customers, suppliers or others pursuant to which any of the Directors were selected as a director or member of a Senior Management as on the date of this prospectus.

SERVICE CONTRACTS

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

COMMON DIRECTORSHIPS OF THE DIRECTORS IN LISTED COMPANIES WHOSE SHARES HAVE BEEN/WERE SUSPENDED FROM BEING TRADED ON ANY OF THE STOCK EXCHANGE DURING HIS/HER TENORS FOR A PERIOD BEGINNING FROM FIVE (5) YEARS PRIOR TO THE DATE OF THIS PROSPECTUS

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

DIRECTOR'S ASSOCIATION WITH THE SECURITIES MARKET

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

COMMON DIRECTORSHIPS OF THE DIRECTORS IN LISTED COMPANIES THAT HAVE BEEN/WERE DELISTED FROM STOCK EXCHANGES IN INDIA DURING THEIR TENURE

None of the Directors are/were directors of any entity whose shares were delisted from any Stock Exchange(s). Further, none of the directors are/ were directors of any entity which has been debarred from accessing the capital markets under any order or directions issued by the Stock Exchange(s), SEBI or any other Regulatory Authority.

BORROWING POWERS OF THE BOARD

The Articles, subject to the provisions of Section 180(1)(c) of the Companies Act, 2013 authorize the Board to raise, borrow or secure the payment of any sum or sums of money for the purposes of our Company. The Board of Director vide the special resolution passed at their Extra Ordinary General Meeting dated July 19, 2023, allowed to borrow and that the total outstanding amount so borrowed shall not at any time exceed the limit of ₹ 50 Crores.

POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING:

The provisions of regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the EMERGE Platform of National Stock Exchange of India Limited. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges. The Company Secretary & Compliance Officer will be 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 under the overall supervision of the Board.

POLICY FOR DETERMINATION OF MATERIALITY & MATERIALITY OF RELATED PARTY TRANSACTIONS AND ON DEALING WITH RELATED PARTY TRANSACTIONS:

The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on EMERGE Platform of National Stock Exchange of India Limited. We shall comply with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on listing of Equity Shares on the EMERGE Platform of National Stock Exchange of India Limited.

COMPENSATION OF OUR MANAGING DIRECTOR AND WHOLETIME DIRECTOR

The compensation payable to Managing Director and Wholetime 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 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 and Whole Time Directors

Particulars	Herga Poornachandra Kedilaya	Yermal Giridhar Rao
Appointment/Change in Designation	Originally appointed on 23-03-2021 and Designation changed to Managing Director w.e.f. 03-07-2023	Originally appointed on 23-03-2021 and Designation changed to Joint Managing Director and CFO w.e.f. 03-07-2023
Current Designation	Managing Director	Joint Managing Director and CFO
Terms of Appointment	3 years w.e.f. 03-07-2023	3 years w.e.f. 03-07-2023
Remuneration, Perquisites and Benefits	<u>Remuneration</u> Upto ₹ 21,00,000/- (Rupees Twenty-One Lakhs only) per annum with the authority to the Board of Directors (including its committee thereof) to vary/alter the remuneration in terms of Schedule V and other applicable provisions, if any, of the Companies Act, 2013. Amenities: Free use of company's car with driver for the business of the Company.	<u>Remuneration</u> Upto ₹ 21,00,000/- (Rupees Twenty-One Lakhs only) per annum with the authority to the Board of Directors (including its committee thereof) to vary/alter the remuneration in terms of Schedule V and other applicable provisions, if any, of the Companies Act, 2013. Amenities: Free use of company's car with driver for the business of the Company.
Compensation paid in the FY 2022-23	₹ 6.00 Lakhs	₹ 6.00 Lakhs

BONUS OR PROFIT-SHARING PLAN FOR OUR DIRECTORS

We have no bonus or profit-sharing plan for our Directors.

PAYMENT OR BENEFIT TO NON-EXECUTIVE DIRECTORS OF OUR COMPANY

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

THE DETAILS OF THE SHAREHOLDING OF OUR DIRECTORS AS ON THE DATE OF THIS PROSPECTUS ARE AS FOLLOWS:

Sl. No.	Name of the Director Shareholder	Category/ Status	No. of Equity Shares	Percentage of Pre-Issue Capital (%)	Percentage of Post-Issue Capital (%)
1	Herga Poornachandra Kedilaya	Managing Director	22,34,740	49.99%	28.99%
2	Yermal Giridhar Rao	Joint Managing Director	22,34,740	49.99%	28.99%
3	Vidyalakshmi Rao	Non-Executive Director	200	0.00%	0.00%

INTEREST OF OUR DIRECTORS

Our Directors may be deemed to be interested to the extent of their remunerations paid to them for services rendered and with the reimbursement of expenses payable to them as mentioned above. For further details, please refer to section titled ***"Our Promoters and Promoter Group"*** beginning on page no. 157 of this prospectus.

Further, none of our Directors have any interest in any property acquired by our Company within two (2) years of the date of this prospectus or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building. Further, except as disclosed under sub-section ***"Shareholding of Directors in our Company"*** above, none of our Directors hold any Equity Shares, Preference Shares or any other form of securities in our Company. Our directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue.

Other than as stated above and except as stated in the sections titled **“Financial Information as Restated”** and **“Our Promoters and Promoter Group”** beginning on pages 166 and 157 respectively of this prospectus, our Directors do not have any other interest in the business of our Company.

None of the relatives of our directors have been appointed to a place or office of profit in our Company other than mentioned elsewhere in the prospectus. For further details, please refer to section titled **“Our Management”** on page no. 142 of this prospectus.

Our directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by and allotted to the companies, firms, and trusts, if any, in which they are interested as directors, members, promoters, and /or trustees pursuant to this Issue. Some of the directors also hold directorships in Promoter Group and Group Entities of our Company.

Our directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares. Except as stated in this section **“Our Management”** or the section titled **“Financial Information – Related Party Transactions”** beginning on page no 142 and 195 respectively of this prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in the business of our Company.

CHANGES IN THE BOARD OF DIRECTORS OF OUR COMPANY IN THE LAST THREE (3) YEARS OR TO THE EXTENT APPLICABLE ARE AS FOLLOWS:

Name	Date	Designation	Reason
Herga Poornachandra Kedilaya	03-07-2023	Managing Director	Re-designation
Yermal Giridhar Rao	03-07-2023	Joint Managing Director and CFO	Re-designation
Kodipadi Yerkadithaya Supriya Murthy	03-07-2023	Non-Executive Director	Appointment
Vidyalakshmi Rao	03-07-2023	Non-Executive Director	Appointment
Jyotsna Rajsekar Belliappa	03-07-2023	Independent Director	Appointment
Nagendra Dattathreya Rao	03-07-2023	Independent Director	Appointment

OTHER CONFIRMATIONS:

- None of our Directors are on the RBI List of wilful defaulters or fraudulent borrowers as on the date of this prospectus.
- None of our Directors of our Company are a fugitive economic offender.
- Further, none of our directors are or were directors of any listed company whose shares.
 - (a) have been or were suspended from trading on any of the stock exchanges during the five years prior to the date of filing this prospectus or.
 - (b) delisted from the stock exchanges.
- None of the directors of our Company are debarred from accessing the capital market by SEBI.
- None of the Directors has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence etc.

CORPORATE GOVERNANCE

In terms of Regulation 15(2)(b) of the SEBI Listing Regulations, compliance with the corporate governance provisions as specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the SEBI Listing Regulations shall not apply, in respect of listed entity which has listed its specified securities on the SME Exchange.

Furthermore, in terms of Regulation 15(3) of the SEBI Listing Regulations, notwithstanding Regulation 15(2) of the SEBI Listing Regulations, the provisions of the Companies Act, 2013 shall continue to apply, wherever applicable.

As per the abovementioned provisions of the Listing Regulations, we are not required to comply with the requirements of corporate governance relating to the composition of its board of directors, constitution of committees such as audit committee, nomination and remuneration committee, stakeholders' relationship committee, etc., as provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Our Board has been duly constituted in compliance with the Companies Act. Our Board functions either as a full board or through various committees constituted to oversee specific functions. In compliance with the requirements of the Companies Act, our Board of Directors consists of 6 (Six) Directors (including Three Women Director).

Sl. No.	Name of the Director	DIN	Current Designation
1	Herga Poornachandra Kedilaya	09120129	Managing Director
2	Yermal Giridhar Rao	09120130	Joint Managing Director
3	Kodipadi Yerkadithaya Supriya Murthy	10191903	Non-Executive Director
4	Vidyalakshmi Rao	10191959	Non-Executive Director
5	Jyotsna Rajsekar Belliappa	07241358	Independent Director
6	Nagendra Dattathreya Rao	05100840	Independent Director

COMMITTEES OF OUR BOARD

Our Board has constituted the following committees including those for compliance with corporate governance requirements:

❖ Audit Committee

As per section 177 of the Companies Act, 2013, The Board of Directors of every listed company and such other class or classes of companies, as may be prescribed, shall constitute an Audit Committee. The Audit Committee shall consist of a minimum of three directors with independent directors forming a majority: Provided that majority of members of Audit Committee including its Chairperson shall be persons with ability to read and understand, the financial statements.

Our Audit Committee was constituted pursuant to a resolution of our Board Meeting dated July 19, 2023. The Audit Committee comprises of:

Name of Director	Status in Committee	Nature of Directorship
Nagendra Dattathreya Rao	Chairman	Independent Director
Herga Poornachandra Kedilaya	Member	Managing Director
Jyotsna Rajsekar Belliappa	Member	Independent Director

Any member of this Committee ceasing to be a director shall also be ceased to be a member of this Committee. The Company Secretary of the Company shall act as the Secretary of the Audit Committee.

Set forth below are the scope, functions and the terms of reference of our Audit Committee, in accordance with Section 177 of the Companies Act, 2013 and the rules made thereunder.

Powers of Audit Committee: The Audit Committee shall have powers, including the following:

- the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- review and monitor the auditor's independence and performance, and effectiveness of audit process;
- examination of the financial statement and the auditors' report thereon;
- approval or any subsequent modification of transactions of the company with related parties;
- scrutiny of inter-corporate loans and investments;

- valuation of undertakings or assets of the company, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- monitoring the end use of funds raised through public offers and related matters.
- To investigate any activity within its terms of reference;
- The audit committee shall have powers to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary;
- To have full access to information contained in the records of the company;
- To invite the finance director or head of the finance function, head of internal audit and a representative of the statutory auditor and any other such executives to be present at the meetings of the committee;
- To call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board of Directors and discuss any related issues with the internal and statutory auditors and the management of the company;
- any other responsibility as may be assigned by the board from time to time;
- Such powers as the Board may deem fit in accordance with the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and any other rules and regulations to the extent applicable.

Role of Audit Committee: The role of the Audit Committee shall include the following:

- oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - 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 Act;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by management;
 - significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;
 - disclosure of any related party transactions;
 - modified opinion(s) in the draft audit report;
- reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - 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;
 - discussion with internal auditors of any significant findings and follow up there on;
 - 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;
 - discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - to review the functioning of the whistle blower mechanism;
 - approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
 - reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;

- consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.

Further, the Audit Committee shall mandatorily review the following information:

- management discussion and analysis of financial condition and results of operations;
- statement of significant related party transactions (as defined by the audit committee), submitted by management;
- management letters / letters of internal control weaknesses issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses;
- the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee and
- statement of deviations:
 - (i) half yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI (LODR) Regulations, 2015;
 - (ii) annual statement of funds utilized for purposes other than those stated in the prospectus/notice in terms of Regulation 32(7) SEBI (LODR) Regulations, 2015.

The Audit Committee shall meet at least four times in a year, and not more than one hundred and twenty days shall elapse between two meetings. The quorum of the meeting shall be either two members present, or one-third of the members, whichever is greater, provided that there should be a minimum of two independent directors present.

❖ **Stakeholders' Relationship Committee**

As per section 178 (5) of the Companies Act, 2013, The Board of Directors of a Company which consists of more than one thousand shareholders, debenture-holders, deposit-holders and any other security holders at any time during a financial year shall constitute a Stakeholders Relationship Committee consisting of a chairperson who shall be a non-executive director and such other members as may be decided by the Board

Our Stakeholders' Relationship Committee was constituted pursuant to a resolution of our Board Meeting dated July 19, 2023. The Stakeholders' Relationship Committee comprises of:

Name of Director	Status in Committee	Nature of Directorship
Nagendra Dattathreya Rao	Chairman	Independent Director
Herga Poornachandra Kedilaya	Member	Managing Director
Yermal Giridhar Rao	Member	Joint Managing Director

Any member of this Committee ceasing to be a director shall also be ceased to be a member of this Committee. The Company Secretary of the Company shall act as the Secretary of the Stakeholders' Relationship Committee.

Role of the Stakeholders Relationship Committee

- 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;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
- To carry out any other function as may be decided by the Board and as stated in the Companies Act, 2013 including rules framed thereunder and Listing Regulations to the extent applicable.

The Stakeholders' Relationship Committee shall meet at least once in a financial year.

❖ **Nomination and Remuneration Committee**

As per section 178 (1) of the Companies Act, 2013, The Board of Directors of every listed company and such other class or classes of companies, as may be prescribed shall constitute the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half shall be independent directors: Provided that the chairperson of the company (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.

Our Nomination and Remuneration Committee was constituted pursuant to a resolution of our Board Meeting dated July 19, 2023. The Nomination and Remuneration Committee comprises of:

Name of Director	Status in Committee	Nature of Directorship
Vidyalakshmi Rao	Chairman	Non-Executive Director
Nagendra Dattathreya Rao	Member	Independent Director
Jyotsna Rajsekar Belliappa	Member	Independent Director

Any member of this Committee ceasing to be a director shall also be ceased to be a member of this Committee. The Company Secretary of the Company shall act as the Secretary of the Nomination and Remuneration Committee.

Role of the Nomination and Remuneration Committee

The scope, functions and the terms of reference of the Nomination and Remuneration Committee is in accordance with the Section 178 of the Companies Act, 2013 read with rules framed thereunder.

Set forth below are the role of our Nomination and Remuneration Committee:

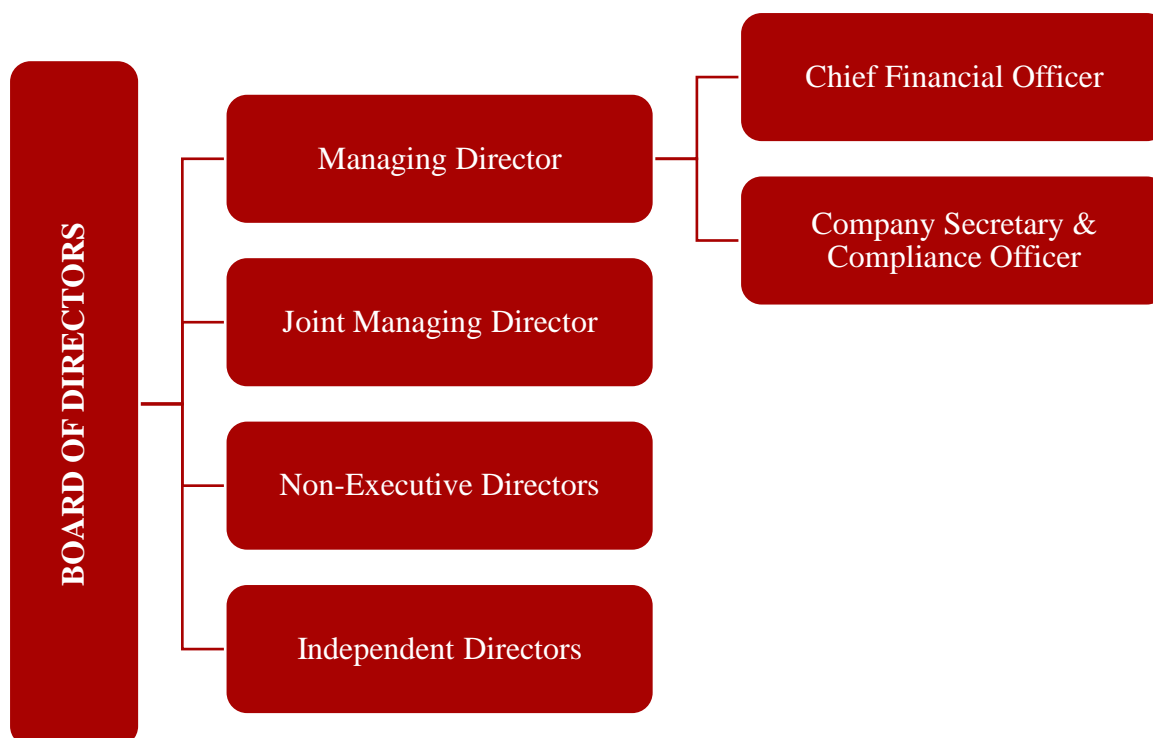
- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- For every appointment of an independent director,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

The Committee shall meet at least once in a financial year and 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.

❖ **Corporate Social Responsibility Committee:**

As per section 135 (1) of the Companies Act, 2013, Every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director.

The Corporate Social Responsibility committee is not applicable to our company till the date of this prospectus. We will comply with the requirement as and when the CSR is applicable to us.

MANAGEMENT ORGANIZATIONAL STRUCTURE:

OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

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

1. **Mr. Herga Poornachandra Kedilaya**, aged about 52 years, is the Promoter and Managing Director of our Company. For details, please refer section titled **“Our Management”** beginning on page no. 142 of this Prospectus.
2. **Mr. Yermal Giridhar Rao**, aged about 53 years, is the Promoter and Joint Managing Director of our Company. He is also the Chief Financial Officer (CFO) of the Company. For details, please refer section titled **“Our Management”** beginning on page no. 142 of this Prospectus.
3. **Ms. Sudha Gajanana Hegde**, aged about 37 years, is the Company Secretary and Compliance Officer of our Company. She has joined our Company on July 12, 2023. She holds a bachelor’s degree in Commerce from Karnataka University, Dharwad in the year 2007. She is a qualified company secretary and Associate Member of the Institute of Company Secretaries of India (ICSI) and is responsible for secretarial and compliance matters of the Company. Prior to joining our company, she has worked in the field of Accounts, Audit and Compliance in M/s. Phizique Sports & Fitness Equipments, Hubli as an Accountant from March’ 2008 to August’ 2008, Vijaya Panchappa & Co Chartered Accountants, Dharwad as an Accounts & Audit Assistant from February’ 2009 to December’ 2010 and M/s. Tandem Accounting Services Private Limited Co. Bangalore as Process Associate from February’ 2011 to December’ 2012 and as a Freelancer in different fields during the year 2013 to 2018 handling various Accounting and regulatory compliance related work along with pursuing for Company Secretary Course. She qualified Company Secretary in the year 2021, received Membership Number in January 2022 and worked as Company Secretary in Wittur Elevator Components India Pvt Ltd from March 2022 to June 2023 and joined Presstonic in July 2023.

STATUS OF KEY MANAGEMENT PERSONNEL OR SENIOR MANAGEMENT IN OUR COMPANY

Except for the Managing Director and Joint Managing Director, all our key managerial personnel or Senior Management are permanent employees of our Company.

SHAREHOLDING OF KEY MANAGEMENT PERSONNEL OR SENIOR MANAGEMENT IN OUR COMPANY

The details of the shareholding of our Key Management Personnel or Senior Management as on the date of this prospectus are as follows: -

Sl. No.	Name of the Director Shareholder	Category/ Status	No. of Equity Shares	Percentage of Pre-Issue Capital (%)	Percentage of Post-Issue Capital (%)
1	Herga Poornachandra Kedilaya	Managing Director	22,34,740	49.99%	28.99%
2	Yermal Giridhar Rao	Joint Managing Director	22,34,740	49.99%	28.99%

BONUS OR PROFIT-SHARING PLAN OF THE KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT

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

INTERESTS OF KEY MANAGEMENT PERSONNEL OR SENIOR MANAGEMENT

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

PAYMENT OF BENEFITS TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)

Except as disclosed in this 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.

Except as stated under section titled ***"Financial Information as Restated"*** beginning on page no 166 of this prospectus, none of the beneficiaries of loans and advances or sundry debtors are related to our Company, our Directors or our Promoter.

RELATIONSHIP AMONGST THE KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT OF OUR COMPANY

None of the Key Managerial Personnel or Senior Management are related to each other.

RELATIONSHIP BETWEEN THE DIRECTORS AND KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT

As on the date of this Prospectus, none of our Directors are related to each other or to any of the Key Managerial Personnel and Senior Management

ARRANGEMENT AND UNDERSTANDING WITH MAJOR SHAREHOLDERS/CUSTOMERS/ SUPPLIERS

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

DETAILS OF SERVICE CONTRACTS OF THE KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT

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

EMPLOYEE STOCK OPTION OR EMPLOYEE STOCK PURCHASE

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

LOANS AVAILED BY DIRECTORS / KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT OF OUR COMPANY

None of the Directors or Key Managerial Personnels or Senior Management have availed loan from our Company which is outstanding as on the date of this prospectus.

CHANGES IN OUR COMPANY'S KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT DURING THE LAST THREE (3) YEARS

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

Name	Date	Designation	Reason
Herga Poornachandra Kedilaya	03-07-2023	Managing Director	Change of Designation
Yermal Giridhar Rao	03-07-2023	Joint Managing Director and Chief Financial Officer	Change of Designation
Sudha Gajanana Hegde	12-07-2023	Company Secretary	Appointment


OUR PROMOTERS AND PROMOTER GROUP


1. Our Promoters:

The Promoters of our Company are (i) **Mr. Herga Poornachandra Kedilaya** and (ii) **Mr. Yermal Giridhar Rao**.

As on the date of this prospectus, our Promoters jointly hold 44,69,480 Equity Shares which in aggregate, almost constitutes 99.97% of the pre issued paid-up Equity Share capital of our Company. For details of the build-up of the Promoters' shareholding in our Company, see "*Capital Structure*", on page 61 of this Prospectus.

(i) Details of Individual Promoters of our Company

	<p>Mr. Herga Poornachandra Kedilaya, aged 52 years, is the Promoter and Managing Director of the company. For further personal details, please also refer to section titled "<i>Our Management</i>" beginning on page 142 of this prospectus.</p>
Name of Promoter	Herga Poornachandra Kedilaya,
Father's Name	Herga Chandrashekhar Kedilaya
Date of Birth	08-07-1971
Age	52 years
Qualification	<input type="checkbox"/> Bachelor in Engineering from Bangalore University in the year 1993
Occupation	Business
Nationality	Indian
Address	No 151 Ashwini, 11 th Main Between 16 th and 17 th Cross, Near Cloud Nine Hospital, Malleswaram, Bangalore – 560055, Karnataka
DIN	09120129
PAN	AFYPK0604F
Directorship in other companies	Nil
Other Ventures	Nil

	<p>Mr. Yermal Giridhar Rao, aged 53 years, is the Promoter and Joint Managing Director of the company. For further personal details, please also refer to section titled “Our Management” beginning on page 142 of this prospectus.</p>
Name of Promoter	Yermal Giridhar Rao
Father’s Name	Sridhar Rao Yermal
Date of Birth	13-03-1970
Age	53 years
Qualification	<input type="checkbox"/> Master of Technology from Mangalore University in the year 1994
Occupation	Business
Nationality	Indian
Address	No. B-208 Renaissance Temple Bells, Yeswanthpuram, Opp Iskcon Temple, Bangalore – 56022, Karnataka
DIN	09120130
PAN	ADFP9192J
Directorship in other companies	Nil
Other Ventures	Nil

Our Company confirms that it will submit the details of the PAN, Bank Account Number, Passport number, Aadhaar card number and driving license number of our Promoters to NSE separately at the time of filing the prospectus.

(ii) Details of Body Corporate Promoters of our Company:

We don’t have any Body Corporate Promoters.

CHANGE IN THE MANAGEMENT AND CONTROL OF OUR COMPANY

There has not been any change in the control of our Company in the five years immediately preceding the date of this Prospectus.

EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY

For details in relation to experience of our Promoters in the business of our Company, please refer the chapter titled **“Our Management”** beginning on page 142 of this Prospectus.

INTERESTS OF OUR PROMOTERS

Interest in the Promotions of our Company:

Our Promoters are interested in our Company to the extent of the promotion of our Company and to the extent of their respective equity shareholding in our Company and any dividend distribution that may be made by our Company with respect to their equity shares in the future. For details pertaining to our Promoter's shareholding, please refer to chapter titled "***Capital Structure***" beginning on page 61 of this Prospectus.

Interest in the property of our Company:

Except as given in the chapter titled "***Our Business***" beginning on page 110 of this Prospectus, our Promoters or Group Company do not have any interest in any property acquired by our Company in the preceding three (3) years of the date of this Prospectus or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building or supply of machinery.

Interest as Member of our Company:

As on the date of this Prospectus, our Promoter and Promoter Group collectively hold 44,70,680 equity shares of our Company and is therefore interested to the extent of their shareholding and the dividend declared, if any, by our Company. Except to the extent of shareholding of the Promoter in our Company and benefits as provided in the section titled "***Our Management***" in that Remuneration details of our Directors on page 142 of this Prospectus, our Promoter does not hold any other interest in our Company.

Interest 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.

Interest of Promoters in Sales and Purchases:

There are no sales/purchases between our Company and our Group Entity other than as stated in the section titled "***Financial Information - Related Party Transactions***" beginning on page no. 195 of this prospectus.

Other Interests in our Company:

For transactions in respect of loans and other monetary transactions entered in past please refer "***Financial Information - Related Party Transactions***" beginning on page no. 195 of this prospectus.

Further, our promoters may be interested to the extent of personal guarantees given by them in favour of the Company's Bankers. For the details of Personal Guarantee given by Promoters towards Financial facilities availed by our Company, please refer to "***Financial Indebtedness***" and "***Financial Statements as Restated***" on page 203 and 166 respectively of this Prospectus.

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

Confirmations:

Our Company hereby confirms that:

- None of our Promoters or Directors have been declared as a wilful defaulter or fraudulent borrower or is a fugitive economic offender.
- Neither our Company nor our Promoters, Promoter Group and Directors our Company are debarred from accessing the Capital Market by SEBI
- None of the promoters or directors of our Company is a promoter or director of any other company which is debarred from accessing the capital market by SEBI.

PAYMENT OR BENEFITS TO THE PROMOTERS IN THE LAST TWO (2) YEARS

No payment or benefit has been made to the Promoters except as disclosed in the related party transaction. For further details, please refer to section titled "***Financial Information - Related Party Transactions***" beginning on page no. 195 of this prospectus.

LITIGATION DETAILS PERTAINING TO OUR PROMOTERS

For details on litigations and disputes pending against the Promoters and defaults made by our Promoters please refer to section titled “*Outstanding Litigations and Material Developments*” beginning on page no. 214 of this prospectus.

DISASSOCIATION BY THE PROMOTERS IN THE LAST THREE YEARS

None of our Promoters have disassociated themselves from any of the entities in the last three years.

MATERIAL GUARANTEES PROVIDED BY OUR PROMOTERS

Except as stated in the chapter titled “*Financial Indebtedness*” beginning on page 203 of this Prospectus, there are no material guarantees given by our Promoters to third parties with respect to specified securities of the Company as on the date of this Prospectus.

EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY

For details in relation to experience of our Promoters in the business of our Company, please refer the chapter titled “*Our Management*” beginning on page 142 of this Prospectus.

COMMON PURSUITS OF PROMOTERS AND PROMOTER GROUP ENTITIES

As on the date of this Prospectus, none of our Promoters and Promoter Group Entities have any common pursuits.

1. Our Promoter Groups:

In compliance with SEBI Guideline, “**Promoter Group**” pursuant to the regulation 2(1)(pp) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, we confirm that following persons are part of promoter group:

A) Promoter

As per Regulation 2(1)(pp)(i) of the SEBI ICDR Regulations, the following are the Promoters:

- ☐ Herga Poornachandra Kedilaya
- ☐ Yermal Giridhar Rao

B) Immediate Relatives of the Promoter

As per Regulation 2(1)(pp)(ii) of the SEBI ICDR Regulations, the following individuals form part of our Promoter Group:

Relationship	Name of the Promoters	
	Herga Poornachandra Kedilaya	Yermal Giridhar Rao
Father	Herga Chandrashekar Kedilaya	Late Sridhar Rao Yermal
Mother	Herga Sukanya Kedilaya	Late Meera Sridhar Rao
Brother	N.A.	Ramakrishna Rao Yermal
Sister	Kodipadi Yerkadithaya Supriya Murthy H Suchitra Bhat	N.A.
Spouse	Manjula Tadipatri	Vidyalakshmi Rao
Son	Prithvi Kedilaya	Anirudh Rao Yermal Aditya Rao Yermal
Daughter	Poorvi Kedilaya	N.A.
Spouse's Father	Late Prathapa Simha	Ramarao Balakrishna Karanth
Spouse's Mother	Amruthavalli T	Lalitha Karanth
Spouse's Brother	T P Phanindra Krishna	Rajaram Karanth
Spouse's Sister	Nagaveni T N	N.A.

*NA means Not Applicable

C) Entities forming part of Promoter Group

As per Regulation 2(1)(pp)(iii) of the SEBI ICDR Regulations, in case Promoter is a Body Corporate

Nature of Relationship	Entity
Subsidiary or holding company of Promoter Company.	Nil
Any Body corporate in which promoter (Body Corporate) holds 20% or more of the equity share capital or which holds 20% or more of the equity share capital of the promoter (Body Corporate).	Nil

As per Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations, in case Promoter is an Individual

Nature of Relationship	Entity
Any Body Corporate in which 20% or more of the equity share capital is held by promoter or an immediate relative of the promoter or a firm or HUF in which promoter or any one or more of his immediate relatives is a member.	Tri-ax Machining Systems Private Limited (Company of immediate relative of promoter)
Any Body corporate in which Body Corporate as provided above holds 20% or more of the equity share capital.	Nil
Any Hindu Undivided Family or firm in which the aggregate share of the promoter and his immediate relatives is equal to or more than twenty percent of total capital.	The Veggie Foundry Kitchen (Firm of immediate relative of promoter)

D) As per Regulation 2(1)(pp)(v) of the SEBI ICDR Regulations, all persons whose shareholding under the heading “shareholding of the promoter group”:

- Herga Chandrasekhar Kedilaya
- Manjula Tadipatri
- Herga Sukanya Kedilaya
- Vidyalakshmi Rao
- Anirudh Rao Yermal
- Aditya Rao Yermal

GROUP ENTITIES OF OUR COMPANY

In compliance with SEBI Guideline, “Group Companies/Entities” pursuant to the regulation 2(1)(t) of SEBI (ICDR) Regulations, 2018, shall include companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards and also other companies as are considered material by the Board.

Based on the above, we confirm that we don’t have any Group Entities.

RELATED PARTY TRANSACTIONS

For details on related party transactions (As per the requirement under Accounting Standard 18 “Related Party Disclosure” issued by ICAI) of our Company during the restated audit period as mentioned in this prospectus i.e., for the period ended 30th September 2023 and for the financial year ended on 31st March 2023, 31st March 2022 and 31st March 2021 please refer to Section titled, ***“Financial Information - Related Party Transactions”***, beginning on page 195 of this prospectus.

DIVIDEND POLICY

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

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

Our Company has not paid / declared any dividend in last three years from date of this Prospectus.

SECTION IX: FINANCIAL INFORMATION

FINANCIAL STATEMENTS AS RESTATED

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON THE RESTATED FINANCIAL INFORMATION OF PRESSTONIC ENGINEERING LIMITED

To,
 The Board of Directors
Presstonic Engineering Limited
(Formerly known as Presstonic Engineering Private Limited)
 Sy. No.2, Khata No.145, Srigandadakavalu,
 Hoysalanagara Main Road, Pillappa Industrial
 Layout, Sunkdakatte, Bengaluru – 560 091

Dear Sirs,

1. We have examined the attached Restated Financial Information of Presstonic Engineering Limited (Formerly known as “Presstonic Engineering Private Limited”) (the “Company” or the “Issuer”) comprising the Restated Statement of Assets and Liabilities for the stub period ended on September 30, 2023 and as at March 31, 2023, 2022 and 2021, the Restated Statements of Profit and Loss, the Restated Cash Flow Statement for the stub period ended September 30, 2023 and years ended March 31, 2023, 2022 and 2021, 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 November, 27, 2023, for the purpose of inclusion in the Prospectus prepared by the Company in connection with its proposed Initial Public Offer of equity shares (“IPO”).
2. These restated Summary Statement have been prepared in terms of the requirements of:
 - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the “Act”).
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”); and
 - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”), as amended from time to time (the “Guidance Note”).
3. The Company’s Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Prospectus to be filed with Securities and Exchange Board of India (“SEBI”), Registrar of Companies, (Bangalore) and the Emerge Platform of NSE in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the Company on the basis of preparation stated in Annexure IV to the Restated Financial Information. The Board of Directors of the Company’s 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.
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 24th July 2023 in connection with the proposed IPO of equity shares of the Issuer;
 - b) 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. These Restated Financial Information have been compiled by the management from the Audited Financial Statements of the Company for the stub period ended on September 30, 2023, and year ended March 31, 2023, March 31, 2022, and March 31, 2021, which has been approved by the Board of Directors.
 - a) The Audited financial statements of the Company as at and for the stub period ended September 30, 2023 prepared in accordance with the Accounting Standards (Indian GAAP) as prescribed under Section 133 of the Act read with Companies (Accounting Standards) Rules 2021, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 27th November 2023.
 - b) The Audited financial statements of the Company as at and for the year ended March 31, 2023 prepared in accordance with the Accounting Standards (Indian GAAP) as prescribed under Section 133 of the Act read with Companies (Accounting Standards) Rules 2021, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 16th May 2023.
 - c) The Audited financial statements of the Company as at and for the year/period ended March 31, 2022 prepared in accordance with the Accounting Standards (Indian GAAP) as prescribed under Section 133 of the Act read with Companies (Accounting Standards) Rules 2021, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 15th September 2022.
 - d) The Audited financial statements of the Partnership as at and for the period (from 1st April 2020 till the date of takeover of business by the company), ended March 22, 2021, in accordance with Section 44AB of the Income Tax Act, 1961.
 - e) We have Audited the special purpose financial statements of the company for the stub period ended September 30, 2023, prepared by the company in accordance with Accounting Standard (Indian GAAP) for the limited purpose of complying with the requirement Restated Audited Financial Statements in the offer documents should not be more than six months old from the issue opening date as required by SEBI ICDR Regulations in relation to the proposed IPO. We have issued our report dated 27th November 2023 on these special financial statements, which have been approved by the Board of Directors at their meeting held on 27th November 2023.
 - f) We have Re-Audited the special purpose financial statements of the company for the year ended March 31, 2023 prepared by the company in accordance with Accounting Standard (Indian GAAP) for the limited purpose of complying with the requirement of getting its financial statements audited by an audit firm holding a valid peer review certificate issued by the "Peer Review Board" of the ICAI as required by ICDR Regulations in relation to the proposed IPO. We have issued our report dated 14th August 2023 on these special financial statements, which have been approved by the Board of Directors at their meeting held on 14th August 2023.
6. For the purpose of our examination, we have relied on:
 - a) Auditors' reports issued by us dated 27th November 2023 and 14th August 2023 on the special purpose financial information of the Company as at stub period ended September 30, 2023, and for the financial year ended March 31, 2023, respectively as referred in Paragraph 5[e] and 5[f] above, and.
 - b) Auditors' Report issued by previous auditor dated 16th May 2023, 15th September 2022, and February 15, 2022, on the financial statements of the company as at and for the financial years/period ended March 31, 2023, 2022 and 2021, as referred in Paragraph 5(b), 5(c) and 5(d) above.
 - c) Audit of Presstonic Engineering Limited (Formerly known as "Presstonic Engineering Private Limited) for the period/ financial year ended on 31st March 2023, 31st March 2022 and 31st March 2021 was conducted by Prasad, Girish & Co (the "Previous Auditors"), respectively and accordingly reliance has been placed on the restated statement of assets and liabilities and the restated statements of profit and loss, the Summary Statement of Significant Accounting Policies, and other explanatory information and (collectively, the 2023 and 2022 Restated Financial Information") examined by them for the said years.

7. Based on our examination and according to the information and explanations given to us, we report that:
- a) The “**Restated Summary Statement of Assets and Liabilities**” as set out in **Annexure I** to this report, of the Company as at stub period ended September 30, 2023, and for the years ended March 31, 2023, March 31, 2022, and March 31, 2021, are prepared by the Company and approved by the Board of Directors. These Restated summary Statement of Assets and Liabilities have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more These fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
 - b) The “**Restated Summary Statement of Profit and Loss**” as set out in **Annexure II** to this report, of the Company as at stub period ended September 30, 2023, and for the years, March 31, 2023, March 31, 2022, and March 31, 2021 are prepared by the Company and approved by the Board of Directors. These Restated summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
 - c) The “**Restated Summary Statement of Cash Flow**” as set out in **Annexure III** to this report, of the Company as at stub period ended September 30, 2023, and for the years ended March 31, 2023, March 31, 2022, and March 31, 2021 are prepared by the Company and approved by the Board of Directors. These Restated summary Statement of Cash Flow have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
 - d) The Restated Standalone Summary Statement have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
 - e) The Restated Summary Statements have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;
 - f) The Restated Summary Statements have been made after incorporating adjustments for prior period and other material amounts in the respective financial years/period to which they relate, if any and there are no qualifications which require adjustments;
 - g) There are no extra-ordinary items that needs to be disclosed separately in the accounts and qualifications requiring adjustments.
 - h) There were no qualifications in the Audit Reports issued by the Statutory Auditors as at and for the stub period ended September 30, 2023, and years ended March 31, 2023, March 31, 2022, and March 31, 2021, which would require adjustments in this Restated Financial Statements of the Company;
 - i) The Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in **Annexure IV** to this report;
 - j) Adjustments in Restated Summary Statements have been made in accordance with the correct accounting policies, which includes the impact of provision of gratuity made on actuarial valuation basis in the Restated Summary Statements;
 - k) There was no change in accounting policies, which needs to be adjusted in the Restated Summary Statements
 - l) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements;

- m) The company has not proposed any dividend in past effective for the said period.
8. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company as at stub period ended September 30, 2023, and for the years ended March 31, 2023, March 31, 2022, and March 31, 2021 proposed to be included in the Prospectus.

Annexure No.	Particulars
I	Restated Statement of Assets & Liabilities
II	Restated Statement of Profit & Loss
III	Cash Flow Statement
IV	Statement of Significant Accounting Policies, Notes to Restated Financials Statements and Material Adjustments to Restated Financials Statements
V	Notes to the Restated Financial Statements
V-1	Restated Statement of Share Capital
V-2	Restated Statement of Reserves & Surpluses
V-3	Restated Statement of Long-Term Borrowings
V-4	Restated Statement of Deferred Tax Liabilities/Assets (Net)
V-5	Restated Statement of Long-Term Provisions
V-6	Restated Statement of Short-Term Borrowings
V-7	Restated Statement of Trade Payable
V-8	Restated Statement of Other Current Liabilities
V-9	Restated Statement of Short-Term Provisions
V-11	Restated Statement of Other Non-Current Assets
V-12	Restated Statement of Inventories
V-13	Restated Statement of Trade Receivable
V-14	Restated Statement of Cash & Bank Balances
V-15	Restated Statement of Short-Term Loans and Advances
V-16	Restated Statement of Other Current Assets
V-17	Restated Statement of Revenue from operations
V-18	Restated Statement of Other Income
V-19	Restated Statement of Cost of Material Consumed
V-20	Restated Statement of Changes in Inventories
V-21	Restated Statement of Employees Benefit Expenses
V-22	Restated Statement of Financial Cost
V-23	Restated Statement of Depreciation and amortization expense
V-24	Restated Statement of Other Expenses
V-25	Statement of Contingent Liability
V-26	Value of Imports Calculated on C.I.F Basis
V-27	Export of Goods
V-28	Statement of Tax Shelter
V-29	Statement of related party transactions
V-30	Additional Information to the financial information
V-31	Statement of Accounting and other Ratios, as per SEBI ICDR
V-32	Capitalization Statement

9. We, M/s. GRSM & Associates, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “**Peer Review Board**” of the ICAI which is valid till April, 30, 2024.

10. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose interim financial statements and audited financial statements mentioned in paragraph 5 above.
11. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
13. Our report is intended solely for use of the Board of Directors for inclusion in the Prospectus to be filed with Securities and Exchange Board of India, the stock exchanges and Registrar of Companies, Bangalore in connection with the proposed 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.

For GRSM & ASSOCIATES

Chartered Accountants
Firm Reg. No: 000863S
PRC No: 013045

Sd/-

RAJGOPAL A

Partner
Membership No: 205296

UDIN: 23205296BGWRTI2523

Place: Bengaluru
Date: 27th November 2023

ANNEXURE-I
RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Rs. in Lakhs)

	PARTICULARS	Note No	As at 30th Sep 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
	<u>EQUITY AND LIABILITIES</u>					
1)	Shareholders' funds					
a	Share capital	V-1	447.07	223.53	223.53	223.53
b	Reserves and surplus	V-2	198.50	269.83	13.69	(0.37)
2)	Non-Current Liabilities					
a	Long-term borrowings	V-3	238.10	333.96	432.54	375.65
b	Deferred tax liabilities	V-4	-	-	-	-
c	Long-term provisions	V-5	14.89	15.34	11.78	9.59
3)	Current liabilities					
a	Short-term borrowings	V-6	1,298.87	1,311.31	1,364.54	1,399.30
b	Trade payables	V-7				
	total outstanding dues of micro enterprises and small enterprises; and		-	-	-	-
	total outstanding dues of creditors other than micro enterprises and small enterprises		338.21	345.56	328.61	299.73
c	Other current liabilities	V-8	164.17	139.16	114.13	78.06
d	Short-term provisions	V-9	150.88	98.99	7.89	1.48
	TOTAL		2,850.69	2,737.68	2,496.71	2,386.97
	<u>ASSETS</u>					
1)	Non-current assets					
a	Property, Plant and Equipment and Intangible Assets	V-10				
	Property, Plant and Equipment	(i)	350.71	378.88	458.94	347.57
	Intangible assets	(ii)	0.75	1.35	4.95	7.72
	Capital work-in-progress	(iii)	398.33	373.56	269.00	133.86
b	Deferred tax assets (net)	V-4	14.22	12.92	7.66	6.72
c	Other non-current assets	V-11	22.50	22.80	21.30	21.30
2)	Current assets					
a	Inventories	V-12	1,094.02	1,087.06	1,062.85	1,073.42
b	Trade receivables	V-13	558.74	524.50	292.54	323.20
c	Cash and Bank Balances	V-14	267.16	219.64	188.80	238.11
d	Short-term loans and advances	V-15	84.93	57.63	131.33	175.73
e	Other current assets	V-16	59.33	59.33	59.33	59.33
	TOTAL		2,850.69	2,737.68	2,496.71	2,386.97

See accompanying notes to the restated financial statements

ANNEXURE-II
RESTATED STATEMENT OF PROFIT AND LOSS

(Rs in Lakhs except per share data)

	PARTICULARS	Note No	Half year ended 30th Sep 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
I	Revenue from operations	V-17	1,425.21	2,103.06	1,262.80	761.36
II	Other Income	V-18	6.46	10.20	9.41	8.08
III	Total Income (I + II)		1,431.67	2,113.27	1,272.21	769.44
IV	Expenses					
	Cost of materials consumed	V-19	652.17	798.41	391.07	237.14
	Changes in inventories	V-20	-43.77	78.19	108.40	(173.89)
	Employee benefits expense	V-21	94.71	115.11	97.79	129.92
	Finance costs	V-22	143.62	262.84	217.78	244.12
	Depreciation and amortisation expense	V-23	35.08	87.94	71.19	78.48
	Other expenses	V-24	346.29	415.22	364.53	275.47
	Total expenses		1,228.10	1,757.71	1,250.77	791.25
V	Profit before exceptional and extraordinary items and tax (III - IV)		203.57	355.55	21.44	(21.80)
VI	Exceptional items		-	-	-	-
VII	Profit before extraordinary items and tax (V - VI)		203.57	355.55	21.44	(21.80)
VIII	Extraordinary items		-	-	-	-
IX	Profit before tax (VII- VIII)		203.57	355.55	21.44	(21.80)
X	Tax expense:					
	Current Tax		52.66	104.67	8.33	1.86
	Deferred Tax		(1.30)	(5.26)	(0.95)	(6.72)
XI	Profit After Tax (IX-X)		152.21	256.14	14.06	(16.94)
	Earnings per equity share:					
	Basic & Diluted		3.40	5.73	0.31	-

See accompanying notes to the restated financial statements

ANNEXURE III
RESTATED CASH FLOW STATEMENT

(Rs. in Lakhs)

PARTICULARS	Half Year Ended	For the Year Ended		
	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
A) Cash Flow From Operating Activities :				
Net Profit before tax	203.57	355.55	21.44	(21.80)
Adjustment for :				
Depreciation and amortization	35.08	87.94	71.19	78.48
Interest Paid	143.62	262.84	217.78	244.12
Provision for Gratuity	1.23	3.69	2.35	2.35
Interest Income	(5.64)	(9.49)	(8.93)	(7.62)
Operating profit before working capital changes	377.86	700.54	303.84	295.53
Changes in Working Capital				
(Increase)/Decrease in Trade Receivables	(34.24)	(231.96)	30.65	(121.93)
(Increase)/Decrease in Inventory	(6.96)	(24.22)	10.58	(214.13)
(Increase)/Decrease in Short Term Loans & Advances	(27.30)	73.70	48.40	133.00
(Increase)/Decrease in Other Current Assets	0.00	-	-	(59.33)
(Increase)/Decrease in Other Non Current Assets	0.30	(1.50)	-	0.10
Increase/(Decrease) in Trade Payables	(7.35)	16.94	28.88	58.09
Increase/(Decrease) in Other Current Liabilities	25.01	24.76	36.06	44.22
Cash generated from operations	327.33	558.27	458.41	135.53
Taxes Paid	(2.46)	(13.43)	(6.07)	(0.80)
Net cash flow from operating activities A	324.87	544.84	452.34	134.73
B) Cash Flow From Investing Activities :				
Net Sale /Purchase of Property, plant & equipment	(6.31)	(4.28)	(179.79)	(93.13)
Capital Work in Progress	(24.77)	(104.56)	(135.14)	(33.73)
Investment made/Sold during the year	-	-	-	15.00
Interest Income	5.64	9.49	8.93	7.62
Net cash flow from investing activities B	(25.44)	(99.35)	(306.00)	(104.24)
C) Cash Flow From Financing Activities :				
Additional Capital From Partners	-	-	-	27.10
Repayment of capital on conversion	-	-	-	(82.47)
Increase/(Decrease) in Short Term Borrowings	(12.44)	(53.23)	(34.76)	449.97
Increase/(Decrease) in Long Term Borrowings	(95.86)	(98.59)	56.90	(42.69)
Interest Paid	(143.62)	(262.84)	(217.78)	(244.12)
Net cash flow from financing activities C	(251.92)	(414.65)	(195.65)	107.79
Net Increase/(Decrease) In Cash & Cash Equivalents (A+B+C)	47.51	30.84	(49.30)	138.28
Cash and Bank Balances at the beginning of the year	219.64	188.80	238.11	99.83
Cash and Bank Balances at the end of the year	267.16	219.65	188.80	238.11
Notes:-				
PARTICULARS	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Component of Cash and Cash equivalents				
Cash on hand	5.99	6.30	4.57	2.03
Balance With banks	62.76	20.01	2.56	45.75
Other Bank Balances				
Balances with banks to the extent held as margin money or security against the borrowings, guarantees	198.41	193.34	181.68	190.33

1) Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the company are segregated.

2) The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated summary financial information (Annexure IV) are an integral part of this statement.

See accompanying notes to the restated financial statements

ANNEXURE-IV

**SUMMARY STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES,
NOTES TO RESTATED FINANCIAL STATEMENTS & MATERIAL ADJUSTMENTS
TO RESTATED FINANCIAL STATEMENTS**

COMPANY INFORMATION

Presstonic Engineering Limited (the "Company" or "Presstonic") was first established as a partnership firm under the name and style of "M/s. Presston Engineering Corporation" in accordance with a deed of partnership dated June 3, 1996. On March 23, 2021, M/s. Presston Engineering Corporation was converted into a private limited company with the name "M/s. Presstonic Engineering Private Limited" in accordance with the provisions of Section 366, Chapter XXI of the Companies Act, 2013, and a certificate of incorporation dated March 23, 2021 was issued by the Registrar of Companies, CRC. Presstonic Engineering Private Limited was converted to a public limited company on 31-07-2023 with the change of name to "Presstonic Engineering Limited" in accordance with the provisions of the Companies Act, 2013, and a new certificate of incorporation dated July 31, 2023 was issued by the Registrar of Companies, Bangalore.

The registered office of the Company is situated at Sy. No.2, Khata No.145, Srigandadakavalu, Hoysalanagara Main Road, Pillappa Industrial Layout, Sunkdakatte, Bengaluru – 560 091, Karnataka. The Company is engaged in the business of manufacturing of Metro Train Products (Metal Fabrication) and metal working service activities.

The significant accounting policies have been predominantly presented below in the order of the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2021 (as amended).

A) SIGNIFICANT ACCOUNTING POLICIES

BASIS FOR ACCOUNTING AND PREPARATION OF FINANCIAL STATEMENTS

The Restated Statement of Assets and Liabilities (Annexure I) of the company as at September 30, 2023, March 31, 2023, 2022 and 2021 the Restated Statements of Profit and Loss (Annexure II), the Restated Cash Flow Statement (Annexure III) for the for the half year ended September 30, 2023 and years ended March 31, 2023, 2022 and 2021 (hereinafter collectively referred to as "Restated Financial Information") have been extracted by the management from the Audited financial statements for the half year ended September 30, 2023 and years ended March 31, 2023, 2022 and 2021 approved by the Board of Directors of the companies.

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of The Companies Act, 2013 („the Act“) read with Rule 7 of The Companies (Accounts) Rules, 2014, the provisions of the Act. The accounting policies adopted in the preparation of financial statements have been consistently applied. All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Schedule III to The Companies Act, 2013. Based on the nature of operations and time difference between the provision of services and realization of cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

USE OF ESTIMATES

The preparation of financial statements is in conformity with Indian GAAP requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

INVENTORIES

Raw Materials, Stores and Spares are valued at cost. Work-in-Progress is valued at cost applying weighted average method. Cost includes cost of Materials, Labour and other appropriate overheads. Finished Goods are valued at lower of cost and realizable value.

CASH AND CASH EQUIVALENT

Cash and cash equivalents comprise cash and cash on deposit with banks. 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 amounts of cash to be cash equivalents.

REVENUE RECOGNITION

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, the Company retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Sales are recognized net of trade discounts, rebates and Goods and Service Tax.

Revenue from rendering of services is recognised when the performance of agreed contractual task has been completed.

Interest income is recognised on accrual basis on the Bank Deposit balance outstanding as at end of financial year.

PROPERTY, PLANT & EQUIPMENT

Items of Property, plant and equipment are measured at its cost less any accumulated depreciation and any accumulated impairment losses. The cost comprises its purchase price including import duties and non- refundable purchase taxes after deducting trade discounts and rebates and any cost directly attributable to bringing the assets to its working condition for its intended use.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future economic benefits from the existing asset beyond its previously assessed standard of performance.

Capital assets (including expenditure incurred during the construction period) under erection / installation are stated in the Balance Sheet as “Capital Work in Progress.”

INTANGIBLE ASSETS

Intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The company has capitalized all costs relating to acquisition and installation of intangible fixed assets.

DEPRECIATION & AMORTISATION

Depreciation on Property, Plant and Equipment is provided to the extent of depreciable amount on the written down value method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act 2013. Software (Intangible Assets) is amortised over a period of 3 years.

FOREIGN CURRENCY TRANSACTIONS

The transactions in foreign currency are recorded at the rate of exchange in force at the time the transactions are effected. Gains / Losses arising out of fluctuations in the exchange rate are recognized as Income / Expense in the period in which they arise.

CASH FLOW STATEMENT

Cash Flow are reported using the indirect method where by the profit before tax is adjusted for the effect of the transaction of the non cash nature, any deferrals or accruals of past and future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flow. The cash flows from operating, investing and financing activities of the company are segregated.

EMPLOYEE BENEFITS

The employees of the Company are entitled to receive benefits in respect of provident fund, in which both employees and the Company makes monthly contributions at a specified percentage as per the provisions of EPF Act, of the employees' salary. The Company makes contribution to the employees' health scheme for those employees governed by the ESI Act. The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

EARNINGS PER SHARE:

Basic earnings per share are computed by dividing the net profit for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except where the results would be anti-dilutive.

ACCOUNTING FOR TAXES ON INCOME

The accounting treatment for the Income Tax in respect of the Company's income is based on the Accounting Standard on Accounting for Taxes on Income" (AS-22). The provision made for Income Tax in Accounts comprises both, the current tax and deferred tax. Provision for Current Tax is made on the assessable Income Tax rate applicable to the relevant assessment year after considering various deductions available under the Income Tax Act, 1961.

Deferred tax is recognized for all timing differences; being the differences between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Such deferred tax is quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date. The carrying amount of deferred tax asset/liability is reviewed at each Balance Sheet date and consequential adjustments are carried out.

Minimum Alternate Tax credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period.

PROVISIONS AND CONTINGENCIES

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

B) NOTES TO RESTATED FINANCIAL STATEMENTS:

The financial statements for the year ended on 31st March 2021, 2022, 2023 and for the half year ended September 30, 2023 respectively are prepared as per Schedule III of the Companies Act, 2013: -

- 1) The financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/ information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
- 2) The company "Presstonic Engineering Private Limited" was incorporated on 23-3-2021 under Part I of Chapter XXI of the Companies Act, 2013 by converting the partnership firm "Presston Engineering Corporation". Hence, the figures for the year ended March 31, 2021, in the restated financial information, consist of the cumulative figures of :
 - (i) transactions in the name of the partnership firm "Presston Engineering Corporation" for the period from 1-04-2020 to 22-03-2021.
 - (ii) transactions in the name of the Company "Presstonic Engineering Private Limited" for nine days covering the period between the date of incorporation 23-03-2021 and 31-03-2021.

The amount of profit transferred to "reserves and surplus" of the Company is computed as a proportion of nine days to 365 days as if the profit was earned uniformly throughout the year and the remaining amounts were credited/debited to the partners' current accounts.

3) Segment Reporting.

The Company is Primarily engaged in the business of manufacturing of Metro Train Products (Metal Fabrication) and metal working service activities. Segment Reporting is not applicable on the company as it has no multiple Business or Geographical Segments.

4) Post-Employment Benefits:**(Rs. in Lakhs)**

PARTICULARS	For the half year ended 30 Sep 2023	For the year ended 31st March 2023	For the year ended 31st March 2022	For the year ended 31st March 2021
I.ASSUMPTIONS				
Discount Rate	7.52%	7.52%	7.49%	7.06%
Expected Rate of Salary Increase	7%	7%	7%	7%
Mortality Rate	IALM2012-14	IALM2012-14	IALM2012-14	IALM2012-14
Retirement	58 Years	58 Years	58 Years	58 Years
II.CHANGE IN THE PRESENT VALUE OF DEFINED BENEFIT OBLIGATIONS				
Defined Benefit Obligation at beginning of the year	16.05	12.35	10.00	7.65
Current Service Cost	1.74	3.34	2.39	1.84
Interest cost	0.60	0.93	0.71	0.54
Actuarial(Gains)/Losses on Obligations	-1.11	(0.57)	(0.75)	(0.02)
Defined Benefit Obligation as at end of the year.	17.28	16.05	12.35	10.00
III.AMOUNT RECOGNIZED IN THE BALANCE SHEET:				
Net liability as at beginning of the year	16.05	12.35	10.00	7.65
Net expense recognized in the Statement of Profit and Loss	1.23	3.69	2.35	2.35
Expected Return on Plan Assets	-	-	-	-
Net liability as at end of the year	17.28	16.05	12.35	10.00
IV.EXPENSE RECOGNIZED:				
Current Service Cost	1.74	3.34	2.39	1.84
Interest Cost	0.60	0.93	0.71	0.54
Return on Plan Assets	-	-	-	-
Actuarial(Gains)/Losses on Obligations- Due to Change in Financial Assumptions	(1.11)	(0.57)	(0.75)	(0.02)
Expense charged to the Statement of Profit and Loss	1.23	3.69	2.35	2.35
V.BALANCE SHEET RECONCILIATION:				
Opening net liability	16.05	12.35	10.00	-
Expense as above	1.23	3.69	2.35	2.35
Provision Related to Prev. Year booked as Prior Period Items.	-	-	-	7.65
Return on Plan Assets	-	-	-	-
Benefits Paid	-	-	-	-
Net liability/(asset) recognized in the balance sheet.	17.28	16.05	12.35	10.00

5) **Accounting for Taxes on Income (AS 22)**

(Rs. in Lakhs)

Deferred Tax liability/Asset in view of Accounting Standard – 22: “Accounting for Taxes on Income” as at the end of the year is reported as under.

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Deferred Tax Assets/Liabilities Provision				
WDV As Per Companies Act, 2013.(A)	351.97	380.23	463.89	355.30
WDV As Per Income tax Act, 1961.(B)	389.38	413.88	481.01	371.12
Difference in WDV (A-B)	(37.41)	(33.65)	(17.12)	(15.83)
Deferred Tax (Asset)/ Liability on Fixed Assets	(9.73)	(8.75)	(4.45)	(4.11)
Gratuity Closing Balance Books('C)	17.28	16.05	12.35	10.00
Gratuity Closing Balance Income Tax (D)	-	-	-	-
Difference Gratuity (D-C)	(17.28)	(16.05)	(12.35)	(10.00)
Deferred Tax (Asset)/ Liability on Gratuity	(4.49)	(4.17)	(3.21)	(2.60)
Restated Closing Balance of Deferred Tax (Asset)/ Liability	(14.22)	(12.92)	(7.66)	(6.72)
Deferred Tax (Assets)/ Liability as per Balance sheet of PY	(12.92)	(7.66)	(6.72)	-
Deferred Tax (Assets)/ Liability charged to Profit & Loss	(1.30)	(5.26)	(0.95)	(6.72)

6) **Contingent liabilities and commitments (to the extent not provided for)**

A disclosure for a contingent liability is reported in the notes to restated financial restatements when there is a possible obligation that may, require an outflow of the Company's resources- Refer Annexure: V-25 for details.

7) **Disclosure under Micro, Small and Medium Enterprises Development Act, 2006.**

Information regarding outstanding dues to Micro or Small Scale Industrial Enterprise(s) as per The Micro, Small & Medium Enterprise Development Act, the Company has been disclosed in the Annexure: V-30 of the enclosed financial statements.

8) **Related party transactions.**

A disclosure already reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Annexure: V-29 of the enclosed financial statements.

9) **Directors' Remuneration:**

(Rs. in Lakhs)

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Directors' Remuneration	14.25	12.00	10.00	10.00

10) **Auditors' Remuneration:**

(Rs. in Lakhs)

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
As Auditors				
Statutory & Tax Audit Fees	1.00	0.40	0.40	0.40

11) **Earnings per Share:**

(Rs in Lakhs except per share data)

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Total No. of equity shares outstanding at the end of the year	44,70,680	22,35,340	22,35,340	22,35,340
Number of Equity Shares outstanding as on date.	44,70,680	22,35,340	22,35,340	22,35,340
Weighted average no. of eq. shares outstanding during the year with Retrospective effect after bonus issue.	44,70,680	44,70,680	44,70,680	44,70,680
Net profit after tax	152.21	256.14	14.06	(16.94)
Basic and Diluted earnings per share	3.40	11.46	0.63	(0.76)
Basic and Diluted earnings per share with retrospective effect of bonus issue	3.40	5.73	0.31	(0.38)

***Note:**

The Board of Directors at its meeting held on May 19, 2023 pursuant to section 63 and all other applicable provisions, if any, of the Companies Act 2013. and rules made thereunder, proposed that a sum of Rs. 223.53 Lacs be capitalised as Bonus Equity Shares out of free reserves and surplus, distributed amongst the Equity Shareholders by issue of 22,35,340 Equity Shares of Rs.10 each credited as Fully paid to the Equity Shareholders in the proportion of 1:1 Equity Share for every 1 (One) Equity Shares. It has been approved in the extra ordinary general meeting held on May 22, 2023. The Board of Directors of the Company in the Board meeting dated May 22, 2023 allotted the Bonus Equity Shares to the shareholders of the Company. As a result of this the issued, subscribed & fully paid up equity share capital of the company as on date of signing of the financials is 44,70,680 equity shares of face value of Rs 10 each i.e. Rs. 447.07 Lacs. Earnings Per Share calculations have been restated for all periods to give effect of bonus issue.

- 12) The Restated financial statements has been reclassified, wherever considered necessary, to conform to the current years presentation. Figures wherever not available/furnished in the last year's financial statements have not been given and hence not strictly comparable.

13) **Contractual liabilities:**

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

14) **Pending Litigation**

The Company has filed a case u/s 138 of the Negotiable Instruments Act for recovery of Rs. 25.70/- lacs from a party who failed to render service as promised and returned the advance amount by way of two cheques which bounced

15) **Impact of Audit Qualifications/Observations in Statutory Auditor's Report on Financial Statements**

Details of Auditors qualifications and their impact on restated financial statement is given below:

a) Qualification which required adjustment in restated financial statements:

There has been no audit qualifications/observations in Statutory Auditor's Report for F.Y. 2020-2021, 2021-22, 2022-23 and half year ended September 30, 2023 which requires adjustments in restated financial statements.

b) Qualification which does not require adjustment in restated financial statements:

Reported for the period ended 31st March 2022.

According to the records of the company, the company is not regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax and any other statutory dues applicable to it.

The following statutory dues are outstanding for more than 6 months as on balance sheet date March 31,2022.

Particulars	(Rs in Lakhs)
Provident Fund	6.50
TDS	4.54
Professional Tax	0.31

Note: All the above dues were paid after March 2022.

16) **Additional regulatory information required by Schedule III of Companies Act, 2013:**

- a) The company has no transactions, which are not recorded in the books of accounts and which are surrendered or disclosed as income during the year in the tax assessment or in search or survey or under any other relevant a provision of the Income Tax Act, 1961.
- b) The Company has not traded or invested in crypto currency or virtual currency.
The Company did not have any transaction during the half year ended September 30,2023 and years ended March 2023, March 2022 and March 2021 with the companies which are struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.
- c) The company has not been declared as willful defaulter by any bank or from any other lender as on date of Signing of this financials statements.
- d) The company has registered all the charges which are required to be registered under the terms of the loan and liabilities and submitted Documents with ROC within the period as required by Companies Act, 2013.
- e) As per the information & detail available on records and the disclosure given by the management, Compliance with the number of layers prescribed under clause (87) of section 2 of the companies act read with the Companies (Restriction on number of layers) Rules 2017 is not applicable to the company.
- f) The quarterly statements of current assets filed by the Company with banks were generally in agreement with the books of accounts except on a few occasions. The disagreements were because these statements were provided on provisional basis.
- g) The provisions of Corporate Social Responsibility under section 135 of Companies Act, 2013 are not applicable to the company.
- h) Compliance with approved scheme(s) of arrangements: The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

C) MATERIAL ADJUSTMENTS TO RESTATED FINANCIAL STATEMENTS
1) Material Regrouping:

Appropriate adjustments have been made in the Restated Financial Statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the audited financial statements of the company and the requirements of SEBI Regulations.

2) Material Adjustments:
a) Reconciliation Of Restated Profit/(Loss):

The Summary of results of restatement made in the Audited Financial Statements for the respective years and its impact on the profit/(loss) of the Company is as follows:

	(Rs. in Lakhs)			
Adjustments for	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Net profit/(Loss) after Tax as per Audited Profit & Loss Account	139.87	243.48	22.64	2.77
Adjustments for:				
Change in Depreciation/Amortisation	6.33	0.66	4.97	(15.83)
Change in Provision for Gratuity	-	12.35	(1.81)	(2.35)
Change in Provision for Tax Expenses	(1.78)	1.10	(1.72)	(1.86)
Change in Provision for Deferred Tax	(5.61)	0.48	(2.89)	6.72
Revenue expenditure wrongly capitalised/Reversed	13.39	(2.35)	(7.83)	(6.40)
Prepaid Expenses wrongly debited to P/L	-	0.42	0.70	-
Net Profit/ (Loss) After Tax as Restated	152.20	256.14	14.06	(16.94)

Notes:

1) Depreciation Expenses: The Entity has depreciated its property, plant and equipment using WDV Method at the rates specified under Income Tax Act, Which has now been restated using WDV Method at the useful life of respective assets as specified in Schedule-II of Companies Act, 2013 for the FY 2020-21. Due to the effect subsequent years depreciation will also change accordingly.

2) Provision for Gratuity: The provision for gratuity has been done in all years covered for restatement as per Actuarial Valuation Reports and provided in the respective year in which such liability has arisen as per AS 15: Employee Benefits.

3) Tax Expenses: The Tax Expenses have been Considered based on the restated profits on the same tax expenses also undergone change.

4) Deferred Tax: Due to the effect of Changes in Depreciation Method and Provision for Gratuity deferred tax component on the same has also undergone change.

5) Revenue Expenditure: Revenue Expenses wrongly capitalised in Audited Balance Sheet are transferred to Profit and Loss in Restated Financials.

6) Prepaid Expenses: Expenses wrongly debited in Audited Profit & Loss are transferred to Prepaid Expenses in Restated Financials.

b) Reconciliation Of Equity And Reserves:

The reconciliation of Equity and Reserves as per audited results and the Equity and Reserves as per Restated Accounts is presented below:-

	(Rs. in Lakhs)			
Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Equity and Reserves as per Audited Balance Sheet:	630.23	490.35	246.18	224.23
Adjustments for:				
Difference Due to Change in P&L	15.34	3.01	(8.95)	(1.07)
Equity and Reserves as per Re-stated Balance Sheet	645.57	493.36	237.22	223.16

3) Adjustments Having No Impact on Networth and Profit.
Material Regrouping:

Appropriate regroupings have been made in the Restated Summary Statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited Financial Statements of the Company, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 (as amended).

ANNEXURE V- NOTES TO THE RESTATED FINANCIAL INFORMATION:

ANNEXURE: V-1 RESTATED STATEMENT OF SHARE CAPITAL

1) Partners Capital Account		(Rs. in Lakhs)
Particulars		22nd March 2021
(A) Partner's Capital Account		
Opening Balance		306.00
Add : Fresh Capital Introduced during the year		27.10
Less: Partners Current Account Balances		(98.40)
		234.70
Less:Capital Converted into Equity during the Period		(223.53)
Capital Converted into Loan during the Period		11.17
Restatement Adjustments:		
Less: Prior Period Taxes		(46.28)
Less: Prior Period Gratuity Expenses		(7.65)
Add/Less: Share of Profit/(Loss)		(16.57)
Debit Balance in Partners/Promoters Current Account on account of Restatement		(59.33)

Due to impacts of restatement as above, Negative balance of current account of partners which has now been regrouped under other current assets. The said debit balances are not actual balances of receivable from the partners instead are the balances due to impact of restatement.

2) Share Capital		(Rs in Lakhs except per share data)		
Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Share Capital				
Authorised Share Capital				
Number of Equity shares of Rs.10 each	80,00,000	30,00,000	30,00,000	30,00,000
Equity Share Capital	800.00	300.00	300.00	300.00
Issued, Subscribed and Paid up Share Capital				
Number of Equity Shares of Rs. 10 each fully paid up	44,70,680	22,35,340	22,35,340	22,35,340
Equity Share Capital	447.07	223.53	223.53	223.53
Total	447.07	223.53	223.53	223.53

Notes:

a) **Equity Shares:** The Company has one class of equity shares. Each shareholder is eligible for one vote per share held. In case of any dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholdings.

b) Equity Shares were issued for Consideration other than cash, on incorporation pursuant to the conversion of a Partnership Firm into a Private Limited Company as on 23-03-2021 as per the provisions of Section 366 of the Companies Act 2013.

c) On 22 May 2023, 22,35,340 equity shares were allotted as fully paid up by way of bonus shares.

d) The Company was originally formed and registered as a partnership firm and thereafter converted from a partnership firm to a Private limited company with the name of Presstonic Engineering Private Limited and received a certificate of incorporation from the Registrar of Companies, CRC on 23rd March, 2021. Hence, details of share capital and No of Shares pertaining to the period before 23rd March, 2021 can't be given.

e) The reconciliation of the number of Equity shares outstanding as at: -

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Number of shares at the beginning	22,35,340	22,35,340	22,35,340	-
Add: Fresh Issue of shares during the year	22,35,340	-	-	22,35,340
Less: Buyback of shares during the year	-	-	-	-
Number of shares at the end	44,70,680	22,35,340	22,35,340	22,35,340

f) The detail of shareholders holding more than 5% of Shares: -

Name of Shareholders	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
H.Poornachandra Kedilaya	22,34,740	11,17,670	11,17,670	11,17,670
Y.Giridhar Rao	22,34,740	11,17,670	11,17,670	11,17,670

g) Details of shares held by promoters at the end of the reporting period:

As at 30-09-2023				
Name of Promoter		No. of Shares held	Percentage of Holding	Percentage of change during the half-year
H.Poornachandra Kedilaya		22,34,740	49.99%	-0.01%
Y.Giridhar Rao		22,34,740	49.99%	-0.01%
As at 31-03-2023				
Name of Promoter		No. of Shares held	Percentage of Holding	Percentage of change during the year
H.Poornachandra Kedilaya		11,17,670	50%	-
Y.Giridhar Rao		11,17,670	50%	-
As at 31-03-2022				
Name of Promoter		No. of Shares held	Percentage of Holding	Percentage of change during the year
H.Poornachandra Kedilaya		11,17,670	50%	-
Y.Giridhar Rao		11,17,670	50%	-
As at 31-03-2021				
Name of Promoter		No. of Shares held	Percentage of Holding	Percentage of change during the year
H.Poornachandra Kedilaya		11,17,670	50%	-
Y.Giridhar Rao		11,17,670	50%	-

ANNEXURE V- NOTES TO THE RESTATED FINANCIAL INFORMATION:

(Note: All the Amounts in the Restated financial statements are rounded off to nearest lakhs. Figures in brackets indicate negative values.)

ANNEXURE: V-2 RESTATED STATEMENT OF RESERVES AND SURPLUS

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Profit and Loss Account				
Opening Balance	269.83	13.69	(0.37)	-
Add: Profit/(Loss) for the year	152.21	256.14	14.06	(16.94)
Less: Issue of Bonus Shares	(223.53)	-	-	-
Less: Share of Loss for the Period Transferred to Partners current Account.	-	-	-	(16.57)
Closing Balance	198.50	269.83	13.69	(0.37)
Total	198.50	269.83	13.69	(0.37)

ANNEXURE: V-3 RESTATED STATEMENT OF LONG-TERM BORROWINGS

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
(Secured)				
Term Loans				
Canara Bank-Machinery Loan	17.15	29.69	46.14	63.23
Canara Bank-Term Loan	220.95	296.49	378.65	289.35
Piramal Capital Housing Finance-Machinery Loan	-	7.77	7.75	23.07
Total	238.10	333.96	432.54	375.65

Details of Terms of Repayment:

Particulars		Sanctioned Amount	Rate of interest*	Balance Outstanding as on 30-9-2023
Loan from Canara Bank				
DPN Loan:11 Monthly equal installment of Rs 9.44 lakhs Commencing from June 2022.		98.70	10.85%	0.00
Term Loan:35 Monthly equal installment of Rs 2.08 lakhs Commencing from June 2022.		61.77	11.45%	37.74
GECL :39 Monthly equal installment of Rs 4.83 lakhs Commencing from June 2022.		174.00	7.90%	117.55
GECL (1.0 EXTN):36 Monthly equal installment of Rs 1.28 lakhs Commencing from February 2024.		45.90	7.90%	45.90
WCTL:49 Monthly equal installment of Rs 2.50 lakhs Commencing from July 2022.		122.72	10.90%	95.24
FITL:30 Monthly equal installment of Rs 0.16 lakhs Commencing from July 2022.		4.24	10.50%	2.26
10% Additional Assistance:48 Monthly equal installment of Rs 1.81 lakhs Commencing from August 2022.		87.00	7.50%	84.58
Piramal Capital and Housing Finance				
Fixed DHFL Plant and Machinery: 15 Monthly equal installment of Rs 1.11 lakhs Commencing from July 2022.		15.15	13.00%	-
Fixed DHFL Plant and Machinery: 17 Monthly equal installment of Rs 0.35 lakhs Commencing from July 2022.		5.34	13.00%	-

Notes:

- *Canara bank: Rate of Interest on loans varies based on RLLR.
- Loans from Bank were initially sanctioned to the partnership firm later all the existing loans were transferred in the name of the company.
- Current Maturity of Long term debts disclosed under Annexure-V-6.

Details of Security:

a) Primary Security: Hypothecation of Stock and Book Debts for Overdraft , Bills Discounting and Bank Guarantee facilities and Hypothecation of new 900 tons Hydraulic Pressing Machine for Term Loan.

b) Collateral Security: Loans from Bank are additionally secured by the personal guarantee of directors and against properties belonging to their relatives.

ANNEXURE: V-4 RESTATED STATEMENT OF DEFERRED TAX LIABILITIES/(ASSETS)-NET

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Deferred Tax Assets	(14.22)	(12.92)	(7.66)	(6.72)
Deferred Tax Liability	-	-	-	-
Net deferred tax (asset)/liability	(14.22)	(12.92)	(7.66)	(6.72)

ANNEXURE: V-5 RESTATED STATEMENT OF LONG-TERM PROVISIONS

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Provision for Gratuity-LT	14.89	15.34	11.78	9.59
Total	14.89	15.34	11.78	9.59

ANNEXURE: V-6 RESTATED STATEMENT OF SHORT-TERM BORROWINGS

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Secured (Payable within 12months)				
Current maturities of Term Loan	145.17	151.76	212.29	83.89
Loan from NSIC	481.78	484.98	456.91	413.38
Canara Bank-(Bill Discounting Facilities)	151.07	149.32	149.78	172.96
Loans repayable on demand				
Canara Bank OD A/c	500.85	505.25	499.81	599.90
(Unsecured Loans)				
from Others	20.00	20.00	45.75	129.18
Total	1,298.87	1,311.31	1,364.54	1,399.30

Notes:

- a) Loans from Bank were initially sanctioned to the partnership firm later all the existing loans were transferred in the name of the company.
- b) Loan repayable on demand from banks represents working capital loan borrowed from canara bank which is secured against Stock, Book debts and Current Assets of the company and Rate of Interest varies based on RLLR.
- c) Overdraft, Bill-discounting facilities and guarantees are towards working capital and are renewable annually. Term loans were sanctioned partly towards general corporate and working capital purposes and partly for acquiring capital assets.
- d) Unsecured loans were from various unrelated parties, with no specific term for repayment and on a lumpsum interest basis. This Loans were taken before the conversion of partnership firm into private limited.

ANNEXURE: V-7 RESTATED STATEMENT OF TRADE PAYABLES

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Micro, Small and Medium Enterprises	-	-	-	-
Due to Others	338.21	345.56	328.61	299.73
Total	338.21	345.56	328.61	299.73

ANNEXURE: V-8 RESTATED STATEMENT OF OTHER CURRENT LIABILITIES

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Statutory Payables	50.70	30.74	26.17	25.25
Expenses Payable	54.49	45.35	51.57	52.81
Advances from Customers	32.86	33.81	18.30	-
Payables to Directors	26.12	29.26	18.08	-
Total	164.17	139.16	114.13	78.06

ANNEXURE: V-9 RESTATED STATEMENT OF SHORT-TERM PROVISIONS

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Provision for Gratuity-ST	2.39	0.71	0.58	0.41
Provision for Tax (Net of Tds/Advance Tax)	148.49	98.29	7.31	1.06
Total	150.88	98.99	7.89	1.48

ANNEXURE: V-11 RESTATED STATEMENT OF OTHER NON-CURRENT ASSETS

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Security Deposits	22.50	22.80	21.30	21.30
Total	22.50	22.80	21.30	21.30

ANNEXURE: V-12 RESTATED STATEMENT OF INVENTORIES

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Raw Materials	503.69	540.50	438.09	340.26
Work-in-Process	590.33	546.56	624.76	733.16
Total	1,094.02	1,087.06	1,062.85	1,073.42

ANNEXURE: V-13 RESTATED STATEMENT OF TRADE RECEIVABLES

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Trade Receivables				
Unsecured considered good				
Outstanding for a period exceeding six months	215.03	213.58	184.97	139.26
Outstanding for a period not exceeding 6 months	343.71	310.92	107.57	183.94
Total	558.74	524.50	292.54	323.20

ANNEXURE: V-14 RESTATED STATEMENT OF CASH AND BANK BALANCES

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Cash and Cash Equivalents				
Balances with banks in current accounts	62.76	20.01	2.56	45.75
Cash on hand	5.99	6.30	4.57	2.03
	68.75	26.31	7.13	47.77
Other Bank Balances				
Balances with banks to the extent held as margin money or security against the borrowings, guarantees	198.41	193.34	181.68	190.33
Total	267.16	219.64	188.80	238.11

ANNEXURE: V-15 RESTATED STATEMENT OF SHORT-TERM LOANS AND ADVANCES

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Unsecured, Considered Good (unless otherwise stated)				
Advances to Suppliers	29.48	22.33	27.18	18.97
Advances to Employees	7.06	8.27	9.42	7.61
Advances to Others	3.74	5.94	9.84	6.37
GST Credits	18.85	14.16	78.39	140.12
Prepaid Expenses	25.80	2.92	2.50	2.20
Duty drawback Receivable	-	-	-	0.46
TDS Receivable	-	4.00	4.00	-
Total	84.93	57.63	131.33	175.73

ANNEXURE: V-16 RESTATED STATEMENT OF OTHER CURRENT ASSETS

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Debit Balance in Partners/Promoters Account*	59.33	59.33	59.33	59.33
Total	59.33	59.33	59.33	59.33

*Debit Balance in Partners/Promoters includes effect of restatement.

ANNEXURE: V-10 RESTATED STATEMENT OF PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

(Rs in Lakhs)

As at 30th September 2023

Particulars	Gross Block				Depreciation and Amortization				Net Block	
	As on 01-04-2023	Additions during the half-year	Deletions	As on 30-9-2023	As on 01-04-2023	Depreciation for the half year	Deletion during the period	As on 30-9-2023	As on 30-9-2023	As on 31-03-2023
(i) Property, Plant and Equipment										
Building	46.50	-	-	46.50	10.40	1.71	-	12.11	34.39	36.10
Plant and Equipment	483.15	6.31	-	489.46	165.08	29.01	-	194.09	295.36	318.07
Furniture and Fixtures	15.92	-	-	15.92	8.98	0.89	-	9.88	6.04	6.93
Vehicles	51.86	-	-	51.86	35.00	2.63	-	37.62	14.24	16.86
Office equipment	3.62	-	-	3.62	3.02	0.13	-	3.16	0.47	0.60
Computers	5.98	-	-	5.98	5.66	0.10	-	5.76	0.22	0.32
Total	607.02	6.31	-	613.33	228.15	34.48	-	262.62	350.71	378.88
<i>Previous Year</i>	602.75	4.28	-	607.02	143.81	84.34	-	228.15	378.88	458.94
(ii) Intangible Assets										
Computer software	10.82	-	-	10.82	9.47	0.60	-	10.07	0.75	1.35
Total	10.82	-	-	10.82	9.47	0.60	-	10.07	0.75	1.35
<i>Previous Year</i>	10.82	-	-	10.82	5.87	3.60	-	9.47	1.35	4.95

As at 31st March 2023

Particulars	Gross Block				Depreciation and Amortization				Net Block	
	As on 01-04-2022	Additions during the year	Deletions	As on 31-03-2023	As on 01-04-2022	Depreciation for the year	Deletion during the period	As on 31-03-2023	As on 31-03-2023	As on 31-03-2022
(i) Property, Plant and Equipment										
Building	46.50	-	-	46.50	6.61	3.79	-	10.40	36.10	39.89
Plant and Equipment	478.87	4.28	-	483.15	95.65	69.44	-	165.08	318.07	383.22
Furniture and Fixtures	15.92	-	-	15.92	6.56	2.42	-	8.98	6.93	9.35
Vehicles	51.86	-	-	51.86	27.34	7.66	-	35.00	16.86	24.52
Office equipment	3.62	-	-	3.62	2.53	0.49	-	3.02	0.60	1.09
Computers	5.98	-	-	5.98	5.12	0.54	-	5.66	0.32	0.86
Total	602.75	4.28	-	607.02	143.81	84.34	-	228.15	378.88	458.94
<i>Previous Year</i>	423.65	179.10	-	602.75	76.08	67.73	-	143.81	458.94	347.57
(ii) Intangible Assets										
Computer software	10.82	-	-	10.82	5.87	3.60	-	9.47	1.35	4.95
Total	10.82	-	-	10.82	5.87	3.60	-	9.47	1.35	4.95
<i>Previous Year</i>	10.13	0.69	-	10.82	2.40	3.46	-	5.87	4.95	7.72

As at 31st March 2022

Particulars	Gross Block				Depreciation and Amortization				Net Block	
	As on 01-04-2021	Additions during the year	Deletions	As on 31-03-2022	As on 01-04-2021	Depreciation for the year	Deletion during the period	As on 31-03-2022	As on 31-03-2022	As on 31-03-2021
(i) Property, Plant and Equipment										
Building	36.50	10.00	-	46.50	3.47	3.14	-	6.61	39.89	33.03
Plant and Equipment	309.78	169.10	-	478.87	47.83	47.81	-	95.65	383.22	261.94
Furniture and Fixtures	15.92	-	-	15.92	3.30	3.27	-	6.56	9.35	12.62
Vehicles	51.86	-	-	51.86	16.20	11.14	-	27.34	24.52	35.66
Office equipment	3.62	-	-	3.62	1.63	0.90	-	2.53	1.09	1.99
Computers	5.98	-	-	5.98	3.65	1.47	-	5.12	0.86	2.33
Total	423.65	179.10	-	602.75	76.08	67.73	-	143.81	458.94	347.57
<i>Previous Year</i>	351.20	87.45	15.00	423.65	-	76.08	-	76.08	347.57	351.20
(ii) Intangible Assets										
Computer software	10.13	0.69	-	10.82	2.40	3.46	-	5.87	4.95	7.72
Total	10.13	0.69	-	10.82	2.40	3.46	-	5.87	4.95	7.72
<i>Previous Year</i>	4.45	5.68	-	10.13	-	2.40	-	2.40	7.72	4.45

As at 31st March 2021

Particulars	Gross Block				Depreciation and Amortization				Net Block	
	As on 01-04-2020	Additions during the year	Deletions	As on 31-03-2021	As on 01-04-2020	Depreciation for the year	Deletion during the period	As on 31-03-2021	As on 31-03-2021	As on 31-03-2020
(i) Property, Plant and Equipment										
Building	36.50	-	-	36.50	-	3.47	-	3.47	33.03	36.50
Plant and Equipment	243.06	81.72	15.00	309.78	-	47.83	-	47.83	261.94	243.06
Furniture and Fixtures	11.23	4.69	-	15.92	-	3.30	-	3.30	12.62	11.23
Vehicles	51.86	-	-	51.86	-	16.20	-	16.20	35.66	51.86
Office equipment	3.62	-	-	3.62	-	1.63	-	1.63	1.99	3.62
Computers	4.94	1.04	-	5.98	-	3.65	-	3.65	2.33	4.94
Total	351.20	87.45	15.00	423.65	-	76.08	-	76.08	347.57	351.20
(ii) Intangible Assets										
Computer software	4.45	5.68	-	10.13	-	2.40	-	2.40	7.72	4.45
Total	4.45	5.68	-	10.13	-	2.40	-	2.40	7.72	4.45

(iii) Capital Work-in-progress

Particulars	As at 30th Sep 2023	As at 31st March 2023	As at 31st March 2022	As at 31st March 2021
Opening Balance	373.56	269.00	133.86	100.13
Add: Addition during the year	24.77	104.56	135.14	33.73
Less: Capitalised/Charged off during the year	-	-	-	-
Closing Balance	398.33	373.56	269.00	133.86

As at 30th Sep 2023

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	24.77	104.56	135.14	133.86	398.33

As at 31st March 2023

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	104.56	135.14	33.73	100.13	373.56

As at 31st March 2022

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	135.14	33.73	100.13	-	269.00

As at 31st March 2021

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	33.73	100.13	-	-	133.86

ANNEXURE V- NOTES TO THE RESTATED FINANCIAL INFORMATION:

(Note: All the Amounts in the Restated financial statements are rounded off to nearest lakhs. Figures in brackets indicate negative values.)

ANNEXURE: V-17 RESTATED STATEMENT OF REVENUE FROM OPERATIONS

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Sale of Goods				
Domestic	1,395.43	2,020.46	1,262.23	745.37
Export	29.78	82.60	0.57	15.99
Total	1,425.21	2,103.06	1,262.80	761.36

ANNEXURE: V-18 RESTATED STATEMENT OF OTHER INCOME

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Duty drawback	0.73	0.71	0.48	0.46
Other Income	0.09	-	-	-
Interest Income	5.64	9.49	8.93	7.62
Total	6.46	10.20	9.41	8.08

ANNEXURE: V-19 RESTATED STATEMENT OF COST OF MATERIALS CONSUMED

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Opening Stock	540.50	438.09	340.26	300.02
Add : Purchases	612.26	878.23	464.18	269.04
Carriage inwards	3.10	22.59	24.71	8.35
Less : Closing Stock	(503.69)	(540.50)	(438.09)	(340.26)
Total	652.17	798.41	391.07	237.14

ANNEXURE: V-20 RESTATED STATEMENT OF CHANGES IN INVENTORIES

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Opening Stock :				
Work-in-Process	546.56	624.76	733.16	559.27
Closing Stock :				
Work-in-Process	(590.33)	(546.56)	(624.76)	(733.16)
Total (Increases)/decreases.	(43.77)	78.19	108.40	(173.89)

ANNEXURE: V-21 RESTATED STATEMENT OF EMPLOYEE BENEFITS EXPENSE

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Salaries and wages	69.48	78.86	64.15	105.16
Bonus	-	4.75	6.07	-
Remuneration to Directors	14.25	12.00	10.00	10.00
Employers Contribution To PF & ESI	4.48	8.37	8.38	9.01
Gratuity	1.23	3.69	2.35	2.35
Staff Welfare Expenses	5.27	7.43	6.84	3.40
Total	94.71	115.11	97.79	129.92

ANNEXURE: V-22 RESTATED STATEMENT OF FINANCE COSTS

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Interest on Bank loan	23.51	60.17	48.25	42.72
Interest on Bank Overdraft	32.43	61.43	51.85	89.01
Interest on loan from Others	28.43	59.41	61.63	56.47
Interest Paid to Suppliers	4.80	4.28	7.10	8.16
Bills Discounting Charges	22.49	32.54	29.51	20.35
Bank Charges	31.96	43.49	19.04	27.41
Interest on Income Tax	-	1.52	0.40	-
Total	143.62	262.84	217.78	244.12

ANNEXURE: V-23 RESTATED STATEMENT OF DEPRECIATION AND AMORTISATION EXPENSE

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Depreciation and amortisation expense	34.56	87.94	71.19	78.48
Total	34.56	87.94	71.19	78.48

ANNEXURE: V-24 RESTATED STATEMENT OF OTHER EXPENSES

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
<u>Manufacturing Expense:</u>	-	-	-	-
Job Work/Labour Charges	251.28	296.89	267.68	177.32
Power and Fuel	13.16	21.04	22.46	18.24
Repair & Maintainance - Machinery	0.85	8.62	1.45	0.65
<u>Administrative Expense:</u>	-	-	-	-
Audit Fees	1.00	0.40	0.40	0.40
Advances Written Off	5.30	-	-	-
Communication Cost	0.90	1.96	2.10	1.67
Computer Maintenance	0.93	1.19	0.46	0.83
Conveyance Charges	8.63	11.78	10.54	4.38
Courier Charges	0.04	0.19	0.11	0.03
Delay Payment Charges	1.18	0.58	-	3.80
Incorporation Expenses	-	-	-	3.89
Insurance charges	1.77	2.64	3.05	1.45
Miscellaneous Expenses	0.63	-	-	0.15
Office Expenses	0.06	0.22	0.68	0.19
Printing & Stationery	0.60	0.97	0.68	0.95
Professional & Consultancy Charges	0.98	7.11	2.71	6.77
Rates and Taxes	3.73	1.81	2.95	3.38
Registration Charges	-	7.69	-	-
Rent	18.91	35.13	34.44	32.64
Repairs & Maintenance	2.67	1.64	1.94	0.39
Security Charges	5.75	9.43	9.93	8.85

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
<u>Continued</u>				
<u>Selling & Distribution Expense:</u>				
Advertisement Expenses	0.10	0.29	0.49	0.50
Commission	-	-	-	6.58
Frieght outward expenses	27.82	5.65	2.45	2.42
Total	346.29	415.22	364.53	275.47

ANNEXURE: V-25 STATEMENT OF CONTINGENT LIABILITY

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
<i>(i) Contingent Liabilities shall be classified as-</i>				
a) Claims against the company not acknowledged as debts		-	-	-
b) Guarantees (Bank Guarantees)	593.85	576.47	600.00	598.46
c) Other money for which the company is contingently liable(TDS Demand)	4.38	5.25	3.79	-
<i>(ii) Commitments shall be classified as-</i>				
a) Estimated amount of contracts remaining to be executed on capital account and not provided for; (Capital WIP)	-	25.00	104.56	135.14
b) Uncalled liability on shares and other investments partly paid	-	-	-	-
c) Other commitments (specify nature).	-	-	-	-
Total	598.23	606.72	708.35	733.59

ANNEXURE V- NOTES TO THE RESTATED FINANCIAL INFORMATION:

(Note: All the Amounts in the Restated financial statements are rounded off to nearest lakhs. Figures in brackets indicate negative values.)

ANNEXURE: V-26 VALUE OF IMPORTS CALCULATED ON C.I.F BASIS:

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Raw materials/ Consumables & capital goods	-	3.98	10.91	14.61
Total	-	3.98	10.91	14.61

ANNEXURE: V-27 EXPORT OF GOODS

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Export (All the monies were received in INR Only)	29.78	82.60	0.57	15.99
Total	29.78	82.60	0.57	15.99

ANNEXURE: V-28 STATEMENT OF TAX SHELTER

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
Restated profit before tax as per books (A)	203.57	355.55	21.44	(21.80)
Adjustments :				
Depreciation:				
As per Companies Act	34.56	87.94	71.19	78.48
As per Income Tax Act	(30.80)	(71.41)	(69.20)	(61.96)
Gratuity Provision Disallowed	1.23	3.69	2.35	2.35
Preliminary expense Disallowed under section 35D	-	-	-	3.89
Preliminary expense written off Allowable under section 35D	(0.39)	(0.78)	(0.78)	(0.78)
40 Disallowance	-	1.52	0.40	-
Disallowance for EPF delay (Employee)	-	7.25	6.63	6.96
Disallowance under section 40A TDS not deducted	-	0.12	-	-
Total Timing Differences: (B)	4.60	28.34	10.60	28.94
Less: Incomes considered separately (C)	5.64	9.49	8.93	7.62
Total: (D)= (A) + (B) -(C)	202.53	374.40	23.11	(0.48)
Income from Other Sources: (E)				
Interet Income	5.64	9.49	8.93	7.62
Total Income (F) = (D) + (E)	208.17	383.89	32.04	7.14
Unabsorbed Loss/(Carried Forward Loss Set off) (G)				
Taxable Income/(Loss) (H)=(F)-(G)	208.17	383.89	32.04	7.14
Tax Rates				
Income Tax Rate (%)	26.00%	26.00%	26.00%	26.00%
Minimum Alternative Tax Rate (%)	15.60%	15.60%	15.60%	15.60%
Income Tax as per Normal Rates (Excluding Interest)	52.66	104.67	8.33	1.86
MAT on Book Profit	-	58.07	3.35	0.00
Total Tax as per Normal	52.66	104.67	8.33	1.86

Notes:

1) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures I, II ,III and IV.

ANNEXURE: V-29 STATEMENT OF RELATED PARTY TRANSCATIONS**List of Related Parties**

Names of the related parties with whom transactions were carried out during the years and description of relationship

Particulars	Relationship
Herga Poornachandra Kedilaya	Managing Director
Yermal Giridhar Rao	Whole-time director & CFO
Vidyalakshmi Rao	Director
Kodipadi Yerkadithaya Supriya Murthy	Director
Jyotsna Rajsekar Belliappa	Director
Nagendra Dattathreya Rao	Director
Sudha Gajanana Hegde	Company Secretary
Herga Sukanya Kedilaya	Relatives of Director
Chandrasekhar Kedilaya	Relatives of Director
Ramakrishna Rao	Relatives of Director

Transactions with Related Parties**(Rs in Lakhs)**

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
<u>Directors/Partners Remuneration</u>				
Herga Poornachandra Kedilaya	7.13	6.00	5.00	5.00
Yermal Giridhar Rao	7.13	6.00	5.00	5.00
<u>Loan from Relatives of Directors/Partners</u>				
Herga Sukanya Kedilaya	-	-	-	10.00
Chandrasekhar Kedilaya	-	-	-	10.00
Ramakrishna Rao	-	-	-	10.00
<u>Loan Repaid to Relatives of Directors/Partners</u>				
Herga Sukanya Kedilaya	-	-	10.00	-
Chandrasekhar Kedilaya	-	-	-	10.00
Ramakrishna Rao	-	-	-	10.00
<u>Loan from Directors(Net)</u>				
Herga Poornachandra Kedilaya	-	0.59	4.04	-
Yermal Giridhar Rao	-	0.59	4.04	-

Balances with Related Parties**(Rs in Lakhs)**

Particulars	30th Sep 2023	31st March 2023	31st March 2022	31st March 2021
<u>Payables</u>				
Herga Poornachandra Kedilaya	13.06	14.64	9.04	-
Yermal Giridhar Rao	13.06	14.62	9.04	-
Herga Sukanya Kedilaya	-	-	-	10.00
<u>Balances*</u>				
Herga Poornachandra Kedilaya	29.67	29.67	29.67	29.67
Yermal Giridhar Rao	29.67	29.67	29.67	29.67
*Debit Balance in Partners/Promoters includes effect of restatement.				

ANNEXURE: V-30 Additional Information to The financial statements:-**1) The details relating to Micro, Small and medium enterprise disclosed as under:****(Rs in Lakhs)**

S.N	Particulars	As At			
		30-09-2023	31-03-2023	31-03-2022	31-03-2021
1	The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year.	-	-	-	-
2	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-	-	-
3	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;	-	-	-	-
4	The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-	-	-
5	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-	-	-

*The Company does not have any information available with it in respect of the amounts outstanding to Micro, Small and Medium Enterprises.

2) Trade Payable Ageing summary

(Rs in Lakhs)

S.N	Particulars	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
	As at 30th Sep 2023					
(i)	MSME	-	-	-	-	-
(ii)	Others	334.98	0.87	-	2.37	338.21
(iii)	Disputed dues- MSME	-	-	-	-	-
(iv)	Disputed dues- Others	-	-	-	-	-
		334.98	0.87	-	2.37	338.21
	As at 31 March 2023					
(i)	MSME	-	-	-	-	-
(ii)	Others	185.68	107.10	24.10	28.68	345.56
(iii)	Disputed dues- MSME	-	-	-	-	-
(iv)	Disputed dues- Others	-	-	-	-	-
		185.68	107.10	24.10	28.68	345.56
	As at 31 March 2022					
(i)	MSME	-	-	-	-	-
(ii)	Others	189.74	105.23	17.36	16.28	328.61
(iii)	Disputed dues- MSME	-	-	-	-	-
(iv)	Disputed dues- Others	-	-	-	-	-
		189.74	105.23	17.36	16.28	328.61
	As at 31 March 2021					
(i)	MSME	-	-	-	-	-
(ii)	Others	175.43	82.39	32.86	9.06	299.73
(iii)	Disputed dues- MSME	-	-	-	-	-
(iv)	Disputed dues- Others	-	-	-	-	-
		175.43	82.39	32.86	9.06	299.73

3) Trade Receivable Ageing summary

(Rs in Lakhs)

S.N	Particulars	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
	As at 30th Sep 2023						
(i)	Undisputed Trade receivables- considered good	339.03	109.10	7.68	13.18	89.74	558.73
(ii)	Undisputed Trade Receivables- considered doubtful	-	-	-	-	-	-
(iii)	Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv)	Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
		339.03	109.10	7.68	13.18	89.74	558.73
	As at 31 March 2023						
(i)	Undisputed Trade receivables- considered good	310.92	6.45	88.23	23.81	95.10	524.50
(ii)	Undisputed Trade Receivables- considered doubtful	-	-	-	-	-	-
(iii)	Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv)	Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
		310.92	6.45	88.23	23.81	95.10	524.50
	As at 31 March 2022						
(i)	Undisputed Trade receivables- considered good	107.57	66.06	1.11	23.77	94.03	292.54
(ii)	Undisputed Trade Receivables- considered doubtful	-	-	-	-	-	-
(iii)	Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv)	Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
		107.57	66.06	1.11	23.77	94.03	292.54
	As at 31 March 2021						
(i)	Undisputed Trade receivables- considered good	183.94	6.51	36.00	-	96.74	323.20
(ii)	Undisputed Trade Receivables- considered doubtful	-	-	-	-	-	-
(iii)	Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv)	Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
		183.94	6.51	36.00	-	96.74	323.20

ANNEXURE: V-31

1) Statement of Accounting and other Ratios, as per SEBI ICDR

(Rs in Lakhs except per share data)

Particulars	30th Sep 2023	31st March 2023	31 March 2022	31 March 2021
Net Worth (A)	645.57	493.36	237.22	223.16
Total Revenue (A)	1,425.21	2,103.06	1,262.80	761.36
Net Profit After tax as Restated (B)	152.21	256.14	14.06	(16.94)
Add: Depreciation	35.08	87.94	71.19	78.48
Add: Interest expenses (Finance Cost)	143.62	262.84	217.78	244.12
Add: Tax Expenses	51.36	99.41	7.38	(4.86)
Less: Other Income	(6.46)	(10.20)	(9.41)	(8.08)
EBITDA (C)	375.81	696.13	301.01	292.72
EBITDA Margin (in %) (C/A)	26.37%	33.10%	23.84%	38.45%
Net Worth as Restated (D)	645.57	493.36	237.22	223.16
Return on Net worth (in %) as Restated (B/D)	23.58%	51.92%	5.93%	-7.59%
Equity Share at the end of year (in Nos.) (E)	44,70,680	22,35,340	22,35,340	22,35,340
Weighted No. of Equity Shares (G)	44,70,680	22,35,340	22,35,340	22,35,340
Equity Share at the end of year (in Nos.) (F) - (Post Bonus & Split after restated period)	44,70,680	44,70,680	44,70,680	44,70,680
Earnings per Equity Share as Restated (B/G) - Basic & Diluted (Pre Bonus & Split)	3.40	11.46	0.63	(0.76)
Earnings per Equity Share (B/F) - Basic & Diluted (Post Bonus & Split after restated period)	3.40	5.73	0.31	(0.38)
Net Asset Value per Equity share as Restated (D/E)	14.44	22.07	10.61	9.98
Net Asset Value per Equity share (D/F) - (Post Bonus & Split after restated period)	14.44	11.04	5.31	4.99

Notes:**1) The ratios have been computed as below:**

EBITDA Margin = EBITDA/Total Revenues.

Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year.

Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended.

Return on Net worth (%) = Restated Profit after taxation / Net worth x 100

Net Worth = Equity Share Capital + Reserve and Surplus (including P&L surplus)

Net asset value/Book value per share (₹) = Net worth / No. of equity shares outstanding at the end of Financial year.

The Company does not have any revaluation reserves or extra-ordinary items.

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

ANNEXURE: V-31**2) Statement of Other Accounting Ratios, as per Companies Act, 2013.**

S N	Particulars	Numerator	Denominator	30th Sep 2023	31 March 2023	Reason for more than 25% Variance (Note-1)
1	Current Ratio	Current assets	Current liabilities	1.06	1.03	2.86
2	Debt-Equity Ratio	Total debt	Shareholder's equity	0.59	0.98	(39.70)
3	Debt Service Coverage Ratio	EBITDA	Debt service	1.81	1.47	23.21
4	Return on Equity Ratio	Net profits after taxes	Average Shareholder's equity	0.45	1.15	(60.38)
5	Trade Receivables turnover ratio (in times)	Revenue	Average trade receivable	2.63	5.15	(48.89)
6	Trade Payables turnover ratio (in times)	Revenue	Average trade payables	4.17	6.24	(33.18)
7	Net capital turnover ratio (in times)	Revenue	Working capital	12.72	39.57	(67.85)
8	Net profit ratio	Net profit	Revenue	0.11	0.12	(12.31)
9	Inventory Turnover Ratio	Revenue	Average Inventory	1.31	1.96	(33.20)
10	Return on Capital employed	Earning before interest and taxes	Capital employed	0.48	0.87	(44.58)
11	Return on Investment	Interet Income	Investments	0.03	0.05	(42.10)

S N	Particulars	Numerator	Denominator	31 March 2023	31 March 2022	Reason for more than 25% Variance (Note-2)
1	Current Ratio	Current assets	Current liabilities	1.03	0.96	7.56
2	Debt-Equity Ratio	Total debt	Shareholder's equity	0.98	2.72	(63.78)
3	Debt Service Coverage Ratio	EBITDA	Debt service	1.47	1.00	47.11
4	Return on Equity Ratio	Net profits after taxes	Average Shareholder's equity	1.15	0.06	1,721.60
5	Trade Receivables turnover ratio (in times)	Revenue	Average trade receivable	5.15	4.10	25.51
6	Trade Payables turnover ratio (in times)	Revenue	Average trade payables	6.24	4.02	55.22
7	Net capital turnover ratio (in times)	Revenue	Working capital	39.57	(15.72)	(351.62)
8	Net profit ratio	Net profit	Revenue	0.12	0.01	993.79
9	Inventory Turnover Ratio	Revenue	Average Inventory	1.96	1.18	65.48
10	Return on Capital employed	Earning before interest and taxes	Capital employed	0.87	0.28	216.49
11	Return on Investment	Interet Income	Investments	0.05	0.05	(0.10)

S N	Particulars	Numerator	Denominator	31 March 2022	31 March 2021	Reason for more than 25% Variance (Note-3)
1	Current Ratio	Current assets	Current liabilities	0.96	1.05	(9.09)
2	Debt-Equity Ratio	Total debt	Shareholder's equity	2.72	2.06	32.01
3	Debt Service Coverage Ratio	EBITDA	Debt service	1.00	0.93	6.96
4	Return on Equity Ratio	Net profits after taxes	Average Shareholder's equity	0.06	(0.06)	(198.29)
5	Trade Receivables turnover ratio (in times)	Revenue	Average trade receivable	4.10	2.90	41.27
6	Trade Payables turnover ratio (in times)	Revenue	Average trade payables	4.02	2.81	42.91
7	Net capital turnover ratio (in times)	Revenue	Working capital	(15.72)	8.35	(288.42)
8	Net profit ratio	Net profit	Revenue	0.01	(0.02)	(150.03)
9	Inventory Turnover Ratio	Revenue	Average Inventory	1.18	0.79	50.06
10	Return on Capital employed	Earning before interest and taxes	Capital employed	0.28	0.33	(15.36)
11	Return on Investment	Interet Income	Investments	0.05	0.04	22.70

Reason for more than 25% Variance

Note:1

In the first half-year 2023-24, Debt-Equity Ratio, Return on Equity Ratio, Trade Receivables turnover ratio (in times), Trade Payables turnover ratio (in times), Net capital turnover ratio (in times), Inventory Turnover Ratio, Return on Capital employed and Return on Investments have changed by more than 25% as compared to the preceding year because both revenue and the net profit of the half-year 2023-24 is higher compared to half the level of 2022-23. During the same period, the long-term borrowings had decreased due to repayments, and the trade receivables had increased over the preceding year's levels due to increased levels of operations.

Note:2

In the year 2022-23, Debt-Equity Ratio, Debt Service Coverage Ratio, Return on Equity Ratio, Trade Receivables turnover ratio (in times), Trade Payables turnover ratio (in times), Net capital turnover ratio (in times), Net profit ratio, Inventory Turnover Ratio and Return on Capital employed have changed by more than 25% as compared to the preceding year because both revenue and the net profit of the year 2022-23 is higher compared to 2021-22. During the same period, the long-term borrowings had decreased due to repayments, and the trade receivables/payables had increased over the preceding year's levels due to increased levels of operations.

Note:3

In the year 2021-22, Debt-Equity Ratio, Return on Equity Ratio, Trade Receivables turnover ratio (in times), Trade Payables turnover ratio (in times), Net capital turnover ratio (in times), Net profit ratio, Inventory Turnover Ratio, have changed by more than 25% as compared to the preceding year because the revenue, the net profit of the year, the long term borrowings 2021-22 is higher compared to 2020-21. During the same period, the long-term borrowings had also increased due to additional term loans from the banks, the trade receivables decreased due to better collections, and the trade payables had increased over the preceding year's levels due to increased levels of operations.

ANNEXURE: V-32 CAPITALISATION STATEMENT

(Rs in Lakhs)

Particulars	Pre Issue	Post Issue*
Borrowings		
Short term debt (A)	1,298.87	798.87
Long Term Debt (B)	238.10	238.10
Total debts (C)	1,536.97	1,036.97
Shareholders' funds		
Equity share capital	447.07	770.75
Reserve and surplus - as restated	198.50	2,205.32
Total shareholders' funds	645.57	2,976.07
Long term debt / shareholders' funds (in Rs.)	0.37	0.08
Total debt / shareholders' funds (in Rs.)	2.38	0.35

(*)Assuming Full Allotment of IPO Shares

FINANCIAL INDEBTEDNESS

STATEMENT OF FINANCIAL INDEBTEDNESS

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of the issuer Company, Presstonic Engineering Limited and further explanations and information provided by the management of the Companies, which we believe to be true and correct to the best of our information and belief, the financial indebtedness of the company as at September 30, 2023 are as mentioned below:

(Rs. in Lakhs)

SL No	Nature of Borrowing	Outstanding as on September 30, 2023 [Latest completed 6 months FY]
A	Secured Loan:	
	Fund Based	1,516.97
	Non-Fund Based	593.85
B	Unsecured Loan	20.00
	Total	2,130.82

A. Secured Loans

(Rs. In lakhs, except otherwise mentioned)

Name of Lender	Nature of Facility	Sanction Date	Repayment Schedule	Sanctioned Amount	Rate of Interest*	Outstanding as on September 30, 2023
Canara Bank	Overdraft limit for Working Capital	09.06.2022	Repayable on Demand (Renewable Annually)	500.00	10.30%	500.85
Canara Bank	Bills under LC	09.06.2022	Repayable on Demand (Renewable Annually)	150.00	7.75%	151.07
Canara Bank	MSME Term Loan	09.06.2022	35 Monthly equal installments of Rs 2.08 lakhs Commencing from June 2022.	61.77	11.45%	37.74
Canara Bank	Working Capital Term Loan under GECL	09.06.2022	39 Monthly equal installments of Rs 4.83 lakhs Commencing from June 2022.	174.00	7.90%	117.55
Canara Bank	Working Capital Term Loan under GECL 1.0	09.06.2022	36 Monthly equal installments of Rs 1.28 lakhs Commencing from February 2024.	45.90	7.90%	45.90
Canara Bank	Working Capital Term Loan	09.06.2022	49 Monthly equal installments of Rs 2.50 lakhs Commencing from July 2022.	122.72	10.90%	95.24
Canara Bank	Funded Interest Term Loan (FITL)	09.06.2022	30 Monthly equal installments of Rs 0.16 lakhs Commencing from July 2022.	4.24	10.50%	2.26
Canara Bank	10% Additional Assistance Term Loan	09.06.2022	48 Monthly equal installments of Rs 1.81 lakhs Commencing from August 2022.	87.00	7.50%	84.58

Name of Lender	Nature of Facility	Sanction Date	Repayment Schedule	Sanctioned Amount	Rate of Interest*	Outstanding as on March 31, 2023
National Small Industries Corporation	Working Capital Loan-Raw Material Assistance Scheme	27.10.2022	Repayable on Demand (Renewable Annually)	500.00	9%	481.78
Total (Fund Based)						1516.97
Canara Bank	Bank Guarantee			600.00		593.85
Total (Non-Fund Based)						593.85
Grand Total (Fund & Non-Fund Based)						2110.82

Details of Securities

1. CANARA BANK:

The Company has made a Common Hypothecation Agreement dated 24th June 2022 for all the facilities taken from the Canara Bank by securities offered as below:

- Primary Security:** Hypothecation of 900 tons Hydraulic Pressing Machine and Hypothecation of Stocks and Book Debts of the Company.
- Collateral Security:** Personal guarantee of directors and against properties belonging to their relatives as mentioned below:

SL No	Description
1	Residential Property apartment "Suraksha Landmark" (Residentially Converted land bearing, Sy No. 80/3, BBMP Katha No.1384/80/3), Situated at No.313, 3 rd Floor, "B" Block, Bannerghatta Main Road, Arakere Village, Begur Hobli, Bengaluru South Taluk-560076. With built up area of 1050 S.ft. Standing in the name of Sri. R. Balakrishna Karanth, Guarantor (Father-in-law of Sri Y Giridhar Rao, Joint Managing Director & CFO)
2	Property Situated at No 43, (Old No 2) 11 th Main, 17 th Cross PID No 7-10-43, ward no 7, Malleswaram, Bangalore Measuring 4000 sqft. Standing in the name of Sri Herga Poornachandra Kedilaya (Managing Director)
3	Residential Land at No 197-1P2, Gopalpura ward Puttur Village, Udipi tq Measuring 28 cents. Standing in the name of Sri Y Giridhar Rao, (Joint Managing Director & CFO)
4	Flat No 208, II Floor, Block B, Renaissance temple bells, at ML Corporation No 25/1, Industrial Suburb, Rajajinagar, Ward No 10, Bangalore Measuring 1275 sqft. Common area. Standing in the name of Sri Y Giridhar Rao, (Joint Managing Director & CFO)

* Rate of Interest on loans varies based on RLLR.

2. PIRAMAL CAPITAL AND HOUSING FINANCE (DHFL)

Primary Security:

SL No	Description
1	Tube Polishing Machine / 6 Station Tube Polishing Machine with Standard Accessories', Conveyor 5 Meter (entry & Exit) & Dust Collector Wet Type.
2	Compressor / Kaeser Rotary Screw Compressor with Attached Dryer Model: Ask 40 T @ 7.5 Bar (g)
3	AC Servo Motor & Drive / High Performance Ac Servo Motor & Drive of Fuji Make with Cable
4	Stabilizer / Servoinc 60kva Air Cooled Servo Stabilizer
5	Stabilizer / Servoinc 25kva Air Cooled Servo Stabilizer
6	Water Jet Cutting Systems / Hyplex Prime Pump Cwj Cutting System: Model: M2-4020b

3. NATIONAL SMALL INDUSTRIES CORPORATION:

Primary Security: Secured by Bank Guarantee issued by Canara Bank.

B. Unsecured Loans:

Name of Lender	Purpose	Re-Payment Terms	Outstanding as on September 30, 2023
Rupali Ramesh	Working Capital Loan	Repayable on demand	20.00
Total			20.00

Note: Unsecured loans from unrelated party, with no specific term for repayment and on a lumpsum interest basis. This Loans were taken before the conversion of partnership firm into private limited.

For GRSM & ASSOCIATES

Chartered Accountants

Firm Reg. No: 000863S

PRC No: 013045

Sd/-

RAJGOPAL A

Partner

Membership No: 205296

UDIN: 23205296BGWRTN5603

Place: Bengaluru

Date: 27th November 2023

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

*You should read the following discussion of our financial condition and results of operations together with our restated financial statements for the period ended 30th September 2023 and for the financial year ended on 31st March 2023, 31st March 2022 and 31st March 2021 including the notes and significant accounting policies thereto and the reports thereon, which appear elsewhere in this prospectus. You should also see the section titled “**Risk Factors**” beginning on page 21 of this prospectus, which discusses a number of factors and contingencies that could impact our financial condition and results of operations. The following discussion relates to our Company, unless otherwise stated, is based on restated audited financial statements.*

*These financial statements have been prepared in accordance with Ind GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditors dated November 27, 2023 which is included in this prospectus under the section titled “**Financial Information as Restated**” beginning on page 166 of this prospectus. The restated financial statements have been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. We do not provide a reconciliation of our restated financial statements to US GAAP or IFRS and we have not otherwise quantified or identified the impact of the differences between Indian GAAP and U.S. GAAP or IFRS as applied to our restated financial statements.*

*This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under “**Risk Factors**” and “**Forward Looking Statements**” beginning on pages 21 and 15 respectively, and elsewhere in this prospectus*

*Accordingly, the degree to which the financial statements in this prospectus will provide meaningful information depends entirely on such potential investor's level of familiarity with Indian accounting practices. Our F.Y. ends on March 31 of each year; therefore, all references to a particular fiscal are to the twelve-month period ended March 31 of that year. Please also refer to section titled “**Certain Conventions, Use of Financial, Industry and Market Data and Currency Presentation**” beginning on page 13 of this prospectus.*

BUSINESS OVERVIEW

Our Company was originally formed as a Partnership Firm by **Mr. Herga Poornachandra Kedilaya** and **Mr. Yermal Giridhar Rao** under the name and style of “**Presston Engineering Corporation**” pursuant to a Deed of Partnership dated June 03, 1996. M/s. Presston Engineering Corporation was thereafter converted into a Private Limited Company in the name of “**Presstonic Engineering Private Limited**” vide Certificate of Incorporation dated March 23, 2021 under the provision of the Companies Act, 2013 and thereafter converted into Public Limited “**Presstonic Engineering Limited**” vide a fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company dated July 31, 2023 issued by Registrar of Companies – Bangalore.

Our Company manufactures Metro Rail Rolling Stock Products, Metro Rail Signalling Products, Infrastructure Products and supplies to renowned Global and Domestic OEM's engaged in the Rail and Metro Rail Rolling stock and Signalling equipments manufacturing and servicing companies. Our manufacturing facility is spread over approx. 28,317.50 sq.ft. situated at Sy. No. 2, Khatha No. 145, Hoysala Main Road, Pillappa Industrial Layout, Sriganthadavalu, Sunkadakatte, Viswanedam, Bangalore, North Bangalore, Karnataka – 560091 is equipped with latest machineries, equipment and instruments which is capable of manufacturing of diverse products for Railways and Metros.

As on March 31, 2023, we have an unexecuted order book of ₹6,389.57 lakhs. Further April 01, 2023 onwards our company has been awarded additional order of ₹456.87 lakhs.

Our range of products under our manufacturing capabilities is summarized as under:

- **Metro Rail Rolling Stock Products:**

Rolling Stock Interior Products: Saloon Bucket/Plain Type Seat, Custom Colored Engineered Handles, Grab Pole System, Hand Rail System, Emergency Evacuation Ramp, Honeycomb Partition Panels etc.

Rolling Stock Non-Interior Products: Aluminum Cable Management Systems, Cab Handrail, Under Carriage Frame Module, Air Handling Unit, Battery Box, Equipment Mounting Frames, Gangway Frame, Driver Foot Rest Assembly, Enclosure Box, Driver Simulator Cabin etc.

- **Metro Rail Signaling Products:**
IP Rated Enclosures, Beacon Mounting Brackets, Ballast less Support Bracket, DCS Mast, Ladder Assembly with DCS Mast Platform etc.
- **Infrastructure Products:**
Steel Structure and Aluminum Murals, Support Structure for Solar Panels, Wire Form and Cable Trays etc.

We started our manufacturing operations in the year 2011 in Metro Rail Segment with our manufacturing plant set up in Pillappa Industrial Layout and since then we have consistently grown our presence, enhanced the scope of services, and increased our capabilities and expertise. Our Company is promoted by Mr. Herga Poornachandra Kedilaya and Mr. Yermal Giridhar Rao who have been instrumental in the growth of our Company and has collective experience of more than 50 years in the said industry. Driven by the passion for building an integrated company for metro and railway sector, backed by their experience have been the pillars of our Company's growth and have built a strong value system for our company.

Over the years, we have offered cost effective and customized solutions in accordance with the standardized quality requirements of our customers who work in various sectors such as railway and the infrastructure sectors. Our Company manufactures products which are compliant with the stringent quality requirements prescribed by our customers. Further, our business model provides customised solutions to our customers and also manufacture innovate solution-oriented products. Our R&D Division is equipped with the necessary facilities to carry out all necessary trials to develop and devise products suitable to the different types of our customers or for catering to the infrastructure needs of our customers. Our team of experts employed in the R&D Division carry out various tests in our in-house R&D laboratory to innovate additional applications and solutions for our products and to manufacture customizable products for our customers which are also compliant with the customer quality requirements and regulatory standards. Our R&D Division is located in our manufacturing unit with the objective to implement a performance-oriented approach with the help of technologies developed in-house. With R&D Division in place, our Company ensures that the needs and demands of our customers suitable to their final products are effectively met.

Since incorporation, it has been our Company's vision and focus to manufacture and supply superior quality products to our customers, which has enabled us to expand our business operations and receive certifications from renowned bodies for our products and efficient manufacturing techniques. We have a quality control team which carries out the required tests on the materials received including raw materials which are used in the manufacturing process and also on the final products. Our Quality Control team also carries out tests at all the stages of our manufacturing processes to ensure that the quality is built through the process. We ensure adherence to the domestic and international standards laid down for our products. Our Quality Division also ensures that our products are compliant as per quality standards as well as according to the specification laid down by our customers. Our Company has received a certificate issued by MTIC Intercert India Private Limited certifying that our Company is compliant with quality management system of ISO 9001:2015. Further our Company has received certification according to EN 15085-2 Certification level CL2 in the type of Activity P for welding of railway vehicles and components.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST AUDITED PERIOD

In the opinion of the Board of Directors of our Company, since the date of the last audited period i.e. September 30, 2023 as disclosed in this prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the trading or profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except as follows:

1. The Board of Directors have decided to get their equity shares listed on EMERGE Platform of National Stock Exchange of India Limited and pursuant to Section 62(1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on August 14, 2023 proposed the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of the 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 August 14, 2023 authorized the Initial Public Offer.
3. Our Company has issued 22,35,340 equity shares towards Bonus Issue on May 22, 2023.

KEY FACTORS AFFECTING OUR RESULTS OF OPERATION

1. Covid-19 pandemic.
2. Our dependence on limited number of customers/suppliers/brands for a significant portion of our revenues;
3. Any failure to comply with the financial and restrictive covenants under our financing arrangements;
4. Our ability to retain and hire key employees or maintain good relations with our workforce;
5. Impact of any reduction in sales of our services/products;
6. Rapid Technological advancement and inability to keep pace with the change;
7. Increased competition in industries/sector in which we operate;
8. General economic and business conditions in India and in the markets in which we operate and in the local, regional and national economies;
9. Changes in laws and regulations relating to the Sectors in which we operate;
10. Political instability or changes in the Government in India or in the government of the states where we operate could cause us significant adverse effects;
11. Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
12. Occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition and
13. Our inability to successfully diversify our product offerings may adversely affect our growth and negatively impact our profitability.

SIGNIFICANT ACCOUNTING POLICIES:

Our significant accounting policies are described in the section entitled “*Financial Statements as Restated*” beginning from page no. 166 of the prospectus.

SUMMARY OF THE RESULTS OF OPERATION:

The following table sets forth select financial data from restated profit and loss accounts for the period ended 30th September 2023 and for the financial years ended on 31st March 2023, 31st March 2022 and 31st March 2021 and the components of which are also expressed as a percentage of total income for such periods.

PARTICULARS		For the period ended							
		30 th Septem ber 2023	% of Total Revenue	31 st March 2023	% of Total Revenue	31 st March 2022	% of Total Revenue	31 st March 2021	% of Total Revenue
I	Revenue from operations	1,425.21	99.55%	2,103.06	99.52%	1,262.80	99.26%	761.36	98.95%
II	Other Income	6.46	0.45%	10.20	0.48%	9.41	0.74%	8.08	1.05%
III	Total Income (I + II)	1,431.67	100.00%	2,113.27	100.00%	1,272.21	100.00%	769.44	100.00%
IV	Expenses								
	Cost of materials consumed	652.17	45.55%	798.41	37.78%	391.07	30.74%	237.14	30.82%
	Changes in inventories	-43.77	-3.06%	78.19	3.70%	108.40	8.52%	(173.89)	-22.60%
	Employee benefits expense	94.71	6.62%	115.11	5.45%	97.79	7.69%	129.92	16.88%
	Finance costs	143.62	10.03%	262.84	12.44%	217.78	17.12%	244.12	31.73%
	Depreciation and amortisation expense	35.08	2.45%	87.94	4.16%	71.19	5.60%	78.48	10.20%
	Other expenses	346.29	24.19%	415.22	19.65%	364.53	28.65%	275.47	35.80%
	Total expenses	1,228.10	85.78%	1,757.71	83.18%	1,250.77	98.31%	791.25	102.83%
V	Profit before exceptional and extraordinary items and tax (III - IV)	203.57	14.22%	355.55	16.82%	21.44	1.69%	(21.80)	-2.83%
VI	Exceptional items	-	0.00%	-	0.00%	-	0.00%	-	0.00%
VII	Profit before extraordinary items and tax (V - VI)	203.57	14.22%	355.55	16.82%	21.44	1.69%	(21.80)	-2.83%
VIII	Extraordinary items	-	0.00%	-	0.00%	-	0.00%	-	0.00%
IX	Profit before tax (VII- VIII)	203.57	14.22%	355.55	16.82%	21.44	1.69%	(21.80)	-2.83%
X	Tax expense:								
	Current Tax	52.66	3.68%	104.67	4.95%	8.33	0.65%	1.86	0.24%
	Deferred Tax	(1.30)	-0.09%	(5.26)	-0.25%	(0.95)	-0.07%	(6.72)	-0.87%
XI	Profit After Tax (IX-X)	152.21	10.63%	256.14	12.12%	14.06	1.11%	(16.94)	-2.20%

MAIN COMPONENTS OF PROFIT AND LOSS ACCOUNT

Income

Our total income comprises of Revenue from Operations and Other Income

Revenue from Operations

Our revenue from operations comprises of Domestic Sales and Export Sales

Other Income

Our other income comprises of Duty Drawback and Interest Income

Expenditure

Our total expenditure primarily consists of cost of material consumed, changes in inventories, employee benefit expenses, financial charges, depreciation and amortization expenses, other expenses.

Cost of Material Consumed

Cost of materials consumed comprises of difference in opening and closing balance of stock, purchase of raw materials.

Change in Inventories

Change in Inventories comprises of difference in opening and closing balance of work in progress.

Employee Benefit Expenses

Employee benefit expenses comprises of salaries and wages, bonus, directors' remuneration, staff welfare expenses, gratuity, contribution to PF & other funds.

Depreciation and Amortization Cost

Depreciation and Amortization Expenses comprises of depreciation on the Tangible assets of our company i.e. Buildings, Furniture & Fittings, Plant & Equipment, Vehicles, Computer, Office Equipment and Computer Software.

Financial Charges

Finance cost comprises of Interest on Borrowings, other interests, Bank Charges and Bill Discounting Charges.

Other Expenses

Other expenses comprises of Manufacturing Expenses i.e. Job Work/Labour Charges, Power and Fuel, Repair & Maintenance - Machinery; Administrative Expense i.e. Audit Fees, Communication Cost, Computer Maintenance, Conveyance Charges, Courier Charges, Delay Payment Charges, Incorporation Expenses, Insurance charges, Miscellaneous Expenses, Office Expenses, Printing & Stationery, Professional & Consultancy Charges, Rates and Taxes, Registration Charges, Rent, Repairs & Maintenance, Security Charges; and Selling & Distribution Expense i.e. Advertisement Expenses, Commission, Freight outward expenses

Provision for Taxation

The provision for current tax is computed in accordance with relevant tax regulation. Deferred tax is recognized on timing differences between the accounting and the taxable income for the year and quantified using the tax rates and laws enacted or subsequently enacted as on balance sheet date. Deferred tax assets are recognized and carried forward to the extent that there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized in future.

FINANCIAL PERFORMANCE HIGHLIGHTS FOR THE PERIOD ENDED ON SEPTEMBER 30, 2023

Total Revenue

The total revenue during the period (April 01, 2023 to September 30, 2023) was ₹ 1431.67 Lakhs and includes Revenue from Operations and Other Incomes.

Revenue from Operations: The revenue from operation was ₹ 1425.21 Lakhs which is almost 99.55% of total revenue which consist sales of Metro Rail Rolling Stock Products (Interior and Non-interior), Railway Signalling Products and Infrastructure Products.

Other Income: The Other Income was ₹ 6.46 lakhs which is almost 0.45% of total revenue which consists of Duty Drawback, Interest Income and others.

Total Expenses:

The total expenses during the said period (April 01, 2023 to September 30, 2023) was ₹ 1228.10 Lakhs which is almost 85.78% of total revenue includes Cost of Material Consumed, Changes in Inventories, Employee Benefit Expenses, Finance Costs, Depreciation & Amortization Expenses and Other Expenses.

Cost of Material Consumed: The total cost of material consumed was ₹ 652.17 lakhs which is 45.55% of total revenue and includes Purchases and Carriage Inwards.

Changes in Inventories: The changes in inventories was ₹ (43.77) lakhs which is (3.06)% of total revenue and includes changes in work-in-process.

Employee Benefit Expenses: The total employee benefit expenses was ₹ 94.71 lakhs which is 6.62% of total revenue and includes Salaries & Wages, Remuneration to Directors, Employees Contribution to PF & ESI, Gratuity and Staff Welfare Expenses.

Finance Costs: The total finance costs was ₹ 143.62 lakhs which is 10.03% of total revenue and includes Interest on Loan, Interest paid to Suppliers, Bill Discounting Charges and Bank Charges.

Depreciation and Amortization Expenses: The depreciation and amortization expenses was ₹ 35.08 lakhs which is 2.45% of total revenue.

Other Expenses: The total other expenses was ₹ 346.29 lakhs which is 24.19% of total revenue and includes Job Work/Labour Charges, Power and Fuel, Repair & Maintenance - Machinery, Audit Fees, Advances Written Off, Communication Cost, Computer Maintenance, Conveyance Charges, Courier Charges, Delay Payment Charges, Incorporation Expenses, Insurance charges, Miscellaneous Expenses, Office Expenses, Printing & Stationery, Professional & Consultancy Charges, Rates and Taxes, Registration Charges, Rent, Repairs & Maintenance, Security Charges, Advertisement Expenses, Commission, Freight outward expenses

Total Tax Expenses: The total tax expenses was ₹ 51.36 lakhs which is 3.59% of total revenue.

Profit before Tax: The Profit before Tax was ₹ 203.57 lakhs which is 14.22% of total revenue.

Profit after Tax: The Profit after Tax was ₹ 152.21 lakhs which is 10.63% of total revenue.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2023 WITH FISCAL 2022

Total Revenue

The total revenue for FY 2022-23 was increased to ₹2113.27 Lacs as against ₹1272.21 Lacs in the FY 2021-22 primarily due to increase in revenue from operations of the Company.

Revenue from Operations: The revenue from operations of the company for FY 2022-23 was increased to ₹2103.06 Lacs as against ₹1262.80 Lacs in the FY 2021-22.

Reason for increase in Revenue from Operations: (1) Increase in Purchase Orders; (2) Easing out of Covid restrictions; (3) Increase in Production due to increase in Capital Investments by addition in plant & machinery; (4) Optimum utilisation of Employee Strength, Raw Material Inputs etc.

Other Income: The other income of the company for FY 2022-23 was decreased to ₹10.20 Lacs as against ₹9.41 Lacs in the FY 2021-22. This increase was mainly due to increase in interest income and duty drawback during the financial year.

Total Expenses

The total expenses for the FY 2022-23 was increased to ₹1757.71 Lacs as against ₹1250.77 Lacs in the FY 2021-22. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

Cost of Material Consumed: The total Cost of Material Consumed for the FY 2022-23 was increased to ₹798.41 Lacs as against ₹391.07 in the FY 2021-22. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

Changes in Inventories: The changes in inventories for the FY 2022-23 was ₹78.19 lacs as against ₹108.40 lacs in the FY 2021-22. This was mainly due to decrease in closing work in progress.

Employee Benefit Expenses: The Employee Benefit Expenses for the FY 2022-23 was increased to ₹115.11 lacs as against ₹97.79 in the FY 2021-22. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

Finance Cost: The Finance Cost for the FY 2022-23 was increased to ₹262.84 Lacs as against ₹217.78 Lacs in the FY 2021-22. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

Other Expenses: The Other Expenses for the FY 2022-23 was increased to ₹415.22 Lacs as against ₹364.53 Lacs in the FY 2021-22. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

Depreciation and Amortisation Expenses: The Depreciation and Amortisation expenses for FY 2022-23 was increased to ₹87.94 lacs as against ₹71.19 lacs in the FY 2021-22. This increase was mainly due to addition in tangible assets.

Total Tax Expenses: The total tax expenses for FY 2022-23 was increased to ₹99.41 lacs as against ₹7.38 lacs in the FY 2021-22. This increase was mainly due to increase in Profit before Tax

Profit/ (Loss) Before Tax: The restated Profit before Tax for FY 2022-23 was increased to ₹355.55 Lacs as against ₹21.44 Lacs in the FY 2021-22. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

Profit/ (Loss) After Tax: The restated Profit after Tax for FY 2022-23 has been increased to ₹256.14 Lacs as against ₹14.06 Lacs in the FY 2021-22. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2022 WITH FISCAL 2021

Total Revenue

The total revenue for FY 2021-22 was increased to ₹1272.21 Lacs as against ₹769.44 Lacs in the FY 2020-21 primarily due to increase in revenue from operations of the Company.

Revenue from Operations: The revenue from operation of the company for FY 2021-22 was increased to ₹1262.80 Lacs as against ₹761.36 Lacs in the FY 2020-21.

Reason for increase in Revenue from Operations: (1) Increase in Purchase Orders; (2) Easing out of Covid restrictions; (3) Increase in Production due to increase in Capital Investments by addition in plant & machinery; (4) Optimum utilisation of Employee Strength, Raw Material Inputs etc.

Other Income: The other income of the company for FY 2021-22 was increased to ₹9.41 Lacs as against ₹8.08 Lacs in the FY 2020-21. This increase was mainly due to increase in interest income and duty drawbacks during the financial year.

Total Expenses

The total expenses for the FY 2021-22 was increased to ₹1250.77 Lacs as against ₹791.25 Lacs in the FY 2020-21. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

Cost of Material Consumed: The total Cost of Material Consumed for the FY 2021-22 was increased to ₹391.07 Lacs as against ₹237.14 in the FY 2020-21. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

Changes in Inventories: The changes in inventories for the FY 2021-22 was ₹108.40 lacs as against ₹ (173.89) lacs in the FY 2020-21. This was mainly due to increase in opening stock of work in progress.

Employee Benefit Expenses: The Employee Benefit Expenses for the FY 2021-22 was decreased to ₹97.79 lacs as against ₹129.92 in the FY 2020-21. This decrease was mainly due to decrease in salary and wages paid during the said period.

Finance Cost: The Finance Cost for the FY 2021-22 was decreased to ₹217.78 Lacs as against ₹244.12 Lacs in the FY 2020-21. This decrease was mainly due to decrease in interest on borrowings, bill discounting and bank charges.

Other Expenses: The Other Expenses for the FY 2021-22 was increased to ₹364.53 Lacs as against ₹275.47 Lacs in the FY 2020-21. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

Depreciation and Amortisation Expenses: The Depreciation and Amortisation expenses for FY 2021-22 was decreased to ₹71.19 lacs as against ₹78.48 lacs in the FY 2020-21.

Total Tax Expenses: The total tax expenses for FY 201-22 was increased to ₹7.38 lacs as against ₹(4.86) lacs in the FY 2020-21. This increase was mainly due to increase in Profit before Tax.

Profit/ (Loss) Before Tax: The restated Profit before Tax for FY 2021-22 was increased to ₹21.44 Lacs as against ₹(21.80) Lacs in the FY 2020-21. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

Profit/ (Loss) After Tax: The restated Profit after Tax for FY 2021-22 has been increased to ₹14.06 Lacs as against ₹(16.94) Lacs in the FY 2020-21. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

AN ANALYSIS OF REASONS FOR THE CHANGES IN SIGNIFICANT ITEMS OF INCOME AND EXPENDITURE IS GIVEN HEREUNDER:

1. Unusual or infrequent events or transactions

Except as described in this Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

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

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 21 in the 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. Expected Future changes in relationship between costs and revenues

Our Company’s future costs and revenues will be determined by demand/supply situation, Government Policies and Taxation and Currency fluctuations.

5. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or increased sales prices

Changes in revenue in the last financial years are as explained in the part “Comparison of the Financial Performance” of above.

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

The Company is mainly engaged in manufacturing of Metro Rail Rolling Stock Products, Metro Rail Signalling Products, Infrastructure Products and supplies to renowned Global and Domestic OEM’s engaged in the Rail and Metro Rail products. Therefore, there are no separate reportable segments.

7. Status of any publicly announced New Products or Business Segment

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

8. Seasonality of business

Our business is not seasonal in nature.

9. Competitive conditions

Competitive conditions are as described under the Chapters “**Industry Overview**” and “**Our Business**” beginning on page 86 and 110 respectively of the prospectus.

10. Details of material developments after the date of last balance sheet i.e., September 30, 2023

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

SECTION X: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

This is to certify that, except as described below, there are no outstanding litigations, suits, civil or criminal prosecutions or proceedings against our Company, our Directors, our Promoters and Entities Promoted by our Promoters before any judicial, quasi-judicial, arbitral or administrative tribunals or any disputes, tax liabilities, non-payment of statutory dues, over dues to banks/financial institutions, defaults against banks/financial institutions, defaults in dues towards instrument holders like debenture holders, fixed deposits, defaults in creation of full security as per terms of issue/ other liabilities, proceedings initiated for economic/ civil/ any other offences (including past cases where penalties may or may not have been imposed and irrespective of whether they are specified under paragraph (i) of Part I of Schedule XIII of the Companies Act, 1956 and/or paragraph (i) of Part I of Schedule V of the Companies Act, 2013) against our Company, our Directors, our Promoters and the Entities Promoted by our Promoters, except the following:

Further, except as stated herein, there are no past cases in which penalties have been imposed on our Company, the Promoters, directors, Promoter Group companies and there is no outstanding litigation against any other company whose outcome could have a material adverse effect on the position of our Company. Neither our Company nor its Promoters, members of the Promoter Group, Subsidiaries, associates and Directors have been declared as wilful defaulters or fraudulent borrowers by the RBI or any other Governmental authority and, except as disclosed in this section in relation to litigation, there are no violations of securities laws committed by them in the past or pending against them.

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

I. CONTINGENT LIABILITIES OF OUR COMPANY:

a) Classification of Contingent liabilities (as on 30/09/2023) ₹ in lakhs :

- Claims against the company not acknowledged as debts	Nil
- Guarantees given on behalf of company (Bank Guarantees)	593.85
- Other money for which the company is contingently liable (TDS Demand)	4.38

b) Classification of Commitments into:

- Estimated amount of contracts remaining to be executed on capital account and not provided for (Capital WIP)	Nil
- Uncalled liability on shares and other investments partly paid	Nil
- Other commitments (specifying nature)	Nil

II. LITIGATION INVOLVING OUR COMPANY

A. LITIGATION AGAINST OUR COMPANY

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

B. CASES FILED BY OUR COMPANY

1. Litigation Involving Criminal matters:

M/s Presston Engineering Corporation....Complainant

V/s.

M/s Provenio Capital Advisors (P) Ltd..... Respondent

Case No.	CC - 31278/2022
Court/Authority	23 Addl. Chief Metropolitan Magistrate, Bangalore, Karnataka
Case Details	In the year 2019, M/s Provenio Capital Advisors convened a seminar wherein they purportedly offered Foreign Direct Investment loans contingent upon the payment of processing fees. Complainant has filed a case u/s 138 of the Negotiable Instruments Act on 01/10/2022 for recovery of Rs. 25.70 lacs from M/s Provenio Capital Advisors (P) Ltd who failed to render service as promised and had dishonoured the cheques given towards return of the advance amount amounting to Rs. 14.85 Lakhs dated 02/06/2022 and Rs. 10.85 Lakhs dated 18/05/2022 respectively, which dishonoured due to insufficient funds, leading Presston Engineering Corporation to initiate legal proceedings by filing this complaint for recovery of amount.
Status	This case is Pending. Next Hearing date is 19/01/2024

2. Litigation Involving Civil matters: NIL

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

4. Other Pending Litigations: NIL

III. LITIGATION INVOLVING OUR DIRECTORS

A. LITIGATION AGAINST OUR DIRECTORS

1. Litigation Involving Criminal matters: NIL

2. Litigation Involving Civil matters: NIL

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

4. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities: NIL

(ii) Indirect Taxes Liabilities: NIL

5. Other Pending Litigations:

B. LITIGATION FILED BY OUR DIRECTORS

1. Litigation Involving Criminal matters: NIL
2. Litigation Involving Civil matters: NIL
3. Litigation Involving Actions by Statutory/Regulatory Authorities: NIL
4. Other Pending Litigations: NIL

IV. LITIGATION INVOLVING OUR PROMOTERS AND PROMOTER GROUP

A. LITIGATION AGAINST OUR PROMOTERS AND PROMOTER GROUP

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

B. LITIGATION FILED BY OUR PROMOTERS AND PROMOTER GROUP

1. Litigation Involving Criminal matters: NIL
2. Litigation Involving Civil matters: NIL
3. Litigation Involving Actions by Statutory/Regulatory Authorities: NIL
4. Other Pending Litigations: NIL

V. LITIGATION INVOLVING OUR GROUP COMPANIES

1. Litigation Involving Criminal matters: NIL
2. Litigation Involving Civil matters: NIL
3. Litigation Involving Actions by Statutory/Regulatory Authorities: NIL

4. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities: NIL

(ii) Indirect Taxes Liabilities: NIL

5. Other Pending Litigations: NIL

VI. Penalties imposed in past cases for the last five years: NIL

OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

There are no disputes with such entities in relation to payments to be made to our Creditors. The details pertaining to amounts due towards such creditors are available on the website of our Company.

Below are the details of the Creditors outstanding amount as on September 30, 2023:

Name	No. of Creditors	Balance as on September 30, 2023 (₹ in lakhs)
Total Outstanding dues to Micro and Small & Medium Enterprises (MSME)*	-	Nil
Total Outstanding dues to Creditors other than MSME#	204	338.21

** The above information has been provided as available with the company to the extent such parties could be identified on the basis of the information available with the company regarding the status of supplier under the Micro, Small and Medium Enterprises Development Act, 2006 and as per restated financial statements "*

Outstanding Litigations involving the Company or involving any other person or company whose outcome may have a material adverse effect on the Company's results of operations or financial position.

Except as described above, as on date of this prospectus, there are no outstanding litigations involving the Company, or involving any other person or company whose outcome may have a material adverse effect on the Company's results of operations or financial position.

There are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 years.

Pending proceedings initiated against our Company for economic offences.

There are no pending proceedings initiated against our Company for economic offences.

Inquiries, investigations etc. instituted under the Companies Act, 2013 or any previous Companies enactment in the last 5 years against our Company.

There are no inquiries, investigations etc. instituted under the Companies Act or any previous Companies enactment since incorporation against our Company.

Material Fraud against our Company in the last five years

There has been no material fraud committed against our Company since incorporation.

Fines imposed or compounding of offences for default

There are no fines imposed or compounding of offences for default or outstanding defaults.

Non-Payment of Statutory Dues

Except as disclosed in the chapter titled "**Financial Statements as Restated**" beginning on pages 166 there are have been no defaults or outstanding defaults in the payment of statutory dues payable under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and the Employees State Insurance Act, 1948.

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 206 of this 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 the Issue and our current business activities and no further major approvals from any governmental/regulatory authority, or any other entity are required to be undertaken, in respect of the Issue or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.

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

I. Approvals for the Issue

- 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 August 14, 2023 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 August 14, 2023 authorized the Issue.
- c) Our Company has received an in-principle approval from the National Stock Exchange of India Limited dated November 30, 2023 for listing of Equity Shares issued pursuant to the Issue.
- d) Our Company's ISIN is **"INE0R1601012"**.

II. Approvals pertaining to Incorporation of our Company

Name of Registration	Registration No	Applicable Law	Issuing Authority	Date of Issue	Validity
Certificate of Incorporation of "Presstonic Engineering Private Limited"	U28995KA2021PTC145718	Companies Act, 2013	Registrar of Companies, Central Registration Centre	March 25, 2021	Till Cancelled
Certificate of Incorporation consequent upon conversion from Private Limited to Public Company from "Presstonic Engineering Private Limited" to "Presstonic Engineering Limited"	U28995KA2021PLC145718	Companies Act, 2013	Registrar of Companies, Bangalore	July 31, 2023	Till Cancelled

III. Business Related Approvals

Name of Registration	Registration No	Applicable Law	Issuing Authority	Date of Issue	Validity
Udyam Registration Certificate*	UDYAM-KR-03-0143682	Micro, Small and Medium Enterprises Development Act, 2006	Government of India Ministry of Micro, Small and Medium Enterprises	February 23, 2022	Till Cancelled
MSME Zed Bronze Certificate *	20072022_006996	MSME Sustainable (ZED) Certification Scheme*	Government of India Ministry of Micro, Small and Medium Enterprises	July 20, 2022	July 25 2025

Name of Registration	Registration No	Applicable Law	Issuing Authority	Date of Issue	Validity
Certificate of Importer-Exporter Code*	AALCP8968L	Foreign Trade (Development and Regulation) Act, 1992	Directorate General of Foreign Trade	March 17, 2022	Till Cancelled
Provident Fund Registration*	PYPNY0030244000	The Employees Provident Fund Act, 1952	Employees Provident Fund Organisation, Sub Regional Office, Karnataka	November 03, 2006 [#]	Till Cancelled
Employees State Insurance Registration*	53000231630000506	The Employees State Insurance Act, 1948	Employees State Insurance Corporation, Regional Office (Karnataka)	September 12, 2006 [#]	Till Cancelled

[#] Was obtained in the name of "Presston Engineering Corporation" and later changed to "Presstonic Engineering Private Limited"

* in the name of Presstonic Engineering Private Limited

IV. Operation Related Approvals

Name of Registration	Registration No	Applicable Law	Issuing Authority	Date of Issue	Validity
Factory License*	MYB14792	The Factories Act, 1948 and The Karnataka Factories Rules, 1969	Department of Factories, Boilers, Industrial Safety and Health, Government of Karnataka	February 15, 2023	December 31, 2025
Consent for Operate (CFO – Air, Water)*	AW-107568	The Water (Prevention & Control of Pollution) Act, 1974 and Emission under Air (Prevention & Control of Pollution) Act, 1981	Karnataka State Pollution Control Board	October 10, 2018	December 31, 2025
Certificate of Metrology Registration*	AC120202336809	The Karnataka Legal Metrology (Enforcement) Rules, 2021	Department of Legal Metrology, Government of Karnataka	August 01, 2023	July 31, 2024
Certificate of Registration for engaging Contract Labour*	ALCB1/CLA/P-35/2011-12	Contract Labour (Regulation and Abolition) Act, 1970	Department of Labour, Government of Karnataka	July 11, 2023	December 23, 2025
Fire Safety Recommendation*	443/CFO/BWZ/2023	Fire and Life Safety of National Building Code 2016	Karnataka Fire and Emergency Services Department	September 20, 2023	September 19, 2024

* in the name of "Presstonic Engineering Private Limited"

V. Tax Related Approvals

Name of Registration	Registration No	Applicable Law	Issuing Authority	Date of Issue	Validity
Permanent Account Number [PAN]*	AALCP8968L	Income Tax Act, 1961	Income Tax Department	March 23, 2021	Till cancelled
Tax Deduction Account Number [TAN]*	BLRP26604E	Income Tax Act, 1961	Income Tax Department	March 23, 2021	Till Cancelled
Goods and Service Tax*	29AALCP8968L1 Z8	Goods and Services Act, 2017	Goods and Services Tax Department	May 07, 2021	Till Cancelled

Name of Registration	Registration No	Applicable Law	Issuing Authority	Date of Issue	Validity
Professional Tax Certificate of Registration (EC)*	1023215778	Karnataka Tax on Professions, Trades, Callings and Employments Act, 1976	Commercial Taxes Department, Government of Karnataka	April 26, 2023	Till Cancelled
Professional Tax Certificate of Registration (RC)*	397901272	Karnataka Tax on Professions, Trades, Callings and Employments Act, 1976	Commercial Taxes Department, Government of Karnataka	April 28, 2021	Till Cancelled


* in the name of Presstonic Engineering Private Limited

VI. Quality Related Approvals

Name of Registration	Registration No	Applicable Law	Issuing Authority	Date of Issue	Validity
Certificate of Registration of ISO 9001:2015 for fabrication of Steel Metal, Extruded, Machined Components and Assemblies*	MTIC/1035/RI	Quality Management System	MTIC Intercert India Private Limited	July 17, 2022	December 28, 2023
Welding Certification according to EN 15085-2 Certification Level CL2 in the type of Activity P for welding of railway vehicles and components*	ZE-16083-01-00-EN15085-2015.0397.006	Standard Certification according to EN 15085-2	DVS ZERT GmbH	December 21, 2022	December 20, 2025

* in the name of Presstonic Engineering Private Limited

VII. Intellectual Property Related Approvals

Trademark	Registration No/ Application No	Class of Registration	Trademark Type	Date of Issue/ Application	Status
 PRESSTONIC You visualize... We realize	5967507*	6	Device	June 05, 2023	Objected

* in the name of Presstonic Engineering Private Limited

Designs:

Design Particulars	Registration No/ Application No	Class of Registration	Date of Issue/ Application	Status
Retractable Ramp Assembly	384724-001	12-05	April 25, 2023	Registered
Stainless Steel Bucket Type Seat and Frame Assembly	384723-001	06-01	April 25, 2023	Pending
Flip-up Seat Assembly	384725-001	06-01	April 25, 2023	Pending

VI. Material Licenses/ Approvals/Permission for which applications have been made by our Company but not received and/or yet to be applied by our Company

Nil

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

1. The Fresh Issue of Equity Shares in terms of this prospectus has been authorized by a resolution by the Board of Directors passed at their meeting held August 14, 2023 on under Section 62(1)(c) of the Companies Act 2013 and subject to the approval of the members and such other authorities as may be necessary.
2. The Fresh Issue of Equity Shares in terms of this prospectus has been authorized by the shareholders by special resolution at the Extra Ordinary General Meeting held on August 14, 2023 under Section 62(1)(c) and other applicable provisions of the Companies Act 2013.
3. Our Company has received In-principal approval from NSE vide their letter dated November 30, 2023 to use the name of NSE in this prospectus for listing of the Equity Shares on EMERGE Platform of NSE. National Stock Exchange of India Limited is the Designated Stock Exchange.
4. Our Board has approved the Prospectus through its resolution dated December 05, 2023.

Confirmation:

- Our Company, our Promoters, Promoter Group, our directors, person(s) in control of the promoter or our Company have not been prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.
- Our Company, our Promoters, Promoters' Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.
- None of our Directors are in any manner associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our directors are associated as promoters or directors.
- None of the Directors are associated with any entities, which are engaged in securities market related business and are registered with SEBI for the same.
- There are no violations of securities laws committed by any of them in the past or pending against them, nor have any companies with which any of our Company, our Promoter, Directors, persons in control of our Company or any natural person behind the Promoter are or were associated as a promoter, director or person in control, been debarred or prohibited from accessing the capital markets under any order or direction passed by the SEBI or any other regulatory or government authority.
- Neither our Company, nor our Promoters, our Directors, relatives (as per the Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a wilful defaulter or fraudulent borrower by the RBI or other governmental authority 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 under Section titled, ***“Outstanding Litigations and Material Developments”*** beginning on page no. 214 of this prospectus.
- Our Company is an ***“Unlisted Issuer”*** in terms of the SEBI (ICDR) Regulations; and this Issue is an ***“Initial Public Issue”*** in terms of the SEBI (ICDR) Regulations.

Eligibility for the Issue

- Our Company is not ineligible in terms of Regulations 228 of SEBI ICDR Regulations for this Issue as:
 - Neither our company, nor any of its promoters, promoter group or directors are debarred from accessing the capital market by the Board.
 - Neither our promoters, nor any directors of our company is a promoter or director of any other company which is debarred from accessing the capital market by the Board
 - Neither our Promoter nor any of our directors is declared as Fugitive Economic Offender
 - Neither our Company, nor our Promoter, relatives (as defined under the Companies Act, 2013) of our Promoter nor our directors, are Wilful Defaulters or Fraudulent Borrowers.

- Our Company is eligible for the Issue in accordance with Regulation 229(1) and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, as we are an Issuer whose post issue face value paid-up capital would be less than 10 crores, and can issue Equity Shares to the public and propose to list the same on the **EMERGE Platform of National Stock Exchange of India Limited**.

We further confirm that:

- In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue is 100% underwritten and that the Lead Manager to the Issue shall underwrite minimum 15% of the Total Issue Size.
- 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 refunded within 4 (Four) days of such intimation. If such money is not repaid within 4 (Four) 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 4 (Four) days, be liable to repay such application money, with interest at the rate 15% per annum. 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.
- In terms of Regulation 246 (1) of the SEBI (ICDR) Regulations, 2018, a copy of the prospectus will be filed with the SEBI through the Lead Manager immediately upon filing of the offer document with the Registrar of Companies.

However, as per Regulation 246 (2) of the SEBI (ICDR) Regulations, 2018, The SEBI shall not issue any observation on the offer document.

Further, in terms of Regulation 246 (3) of the SEBI (ICDR) Regulations, 2018 the lead manager will also submit a due diligence certificate as per format prescribed by SEBI along with the prospectus to SEBI.

Further, in terms of Regulation 246 (4) of the SEBI (ICDR) Regulations, 2018 the prospectus will be displayed from the date of filling in terms of sub-regulation (1) on the website of the SEBI, The Lead Manager and the EMERGE Platform of NSE.

Moreover, in terms of Regulation 246 (5) of the SEBI (ICDR) Regulations, 2018, a copy of the prospectus shall also be furnished to the SEBI in a soft copy.

- In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we hereby confirm that we have entered into an agreement dated December 01, 2023 with the Lead Manager and a 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 EMERGE Platform of NSE.

In terms of Regulation 229(3) of the SEBI (ICDR) Regulations, 2018, We confirm that we have fulfilled eligibility criteria for EMERGE Platform of NSE, which are as under:

❖ ***Incorporation: The Company shall be incorporated under the Companies Act, 1956/2013.***

Our Company is incorporated under the Companies Act, 2013 in India.

❖ ***Post Issue Paid up Capital: The post issue paid up capital of the company (face value) shall not be more than Rs. 25 crores.***

The post issue paid up capital (Face Value) of the company will be ₹ 7.71 crores. So, the company has fulfilled the criteria of post issue paid up capital shall not be more than ₹25.00 crores.

❖ ***Net-worth: Positive Net-worth.***

As per restated financial statements, the net-worth of the company is ₹ 6.46crores as on September 30, 2023. Our company has positive net-worth. So, the company has fulfilled the criteria of positive net-worth of the company.

- ❖ **Track Record:** The company or the partnership/proprietorship/LLP Firm or the firm which have been converted into the company should have combined track record of at least 3 years

The Partnership Firm i.e. Presston Engineering Corporation, which has been converted in to Presstonic Engineering Limited have combined track record of more than 3 years.

- ❖ **Operating Profit (earnings before interest, depreciation and tax) from operations for atleast 2 (two) out of 3 (three) financial years:**

Our company is having operating profit, details are mentioned as below

(₹ in Lakhs.)

Particulars	30-09-2023	FY 2022-23	FY 2021-22	FY 2020-21
Profit Before Tax	203.57	355.55	21.44	(21.80)
Add: Depreciation	35.08	87.94	71.19	78.48
Add: Interest	84.37	181.01	161.73	188.20
Less: Other Income	6.46	10.20	9.41	8.08
Operating Profit (earnings before interest, depreciation, and tax) from operations	316.56	614.30	244.95	236.80

- ❖ Our company has not been referred to erstwhile Board for Industrial and Financial Reconstruction (BIFR) or No proceedings have been admitted under Insolvency and Bankruptcy Code against our Company and Promoting companies
- ❖ Our Company has not received any winding up petition admitted by a NCLT/Court.
- ❖ No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our Company.

Disclosure:

We further confirm that:

- ❖ 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 companies of our Company.
- ❖ There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by our Company, promoters/promoting Company(ies), group companies, companies promoted by the promoters/promoting Company(ies) during the past three years.
- ❖ There are no litigations record against our Company, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies), except as disclosed in this Prospectus
- ❖ There are no criminal cases filed against the directors of our Company involving serious crimes like murder, rape, forgery, economic offences.

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.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF ISSUE 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 ISSUE DOCUMENT. THE LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE ISSUE DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. 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 ISSUE DOCUMENT, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, FINSHORE MANAGEMENT SERVICES LIMITED HAS FURNISHED TO STOCK EXCHANGE A DUE DILIGENCE CERTIFICATE DATED DECEMBER 05, 2023 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ICDR) REGULATION 2018 WHICH SHALL ALSO BE SUBMITTED TO SEBI AFTER FILING THE PROSPECTUS WITH ROC AND BEFORE OPENING OF THE ISSUE IN ACCORDANCE WITH THE SEBI ICDR REGULATION, 2018.

THE FILING OF THIS ISSUE DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY 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 LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.

THE DUE DILIGENCE CERTIFICATE TO BE SUBMITTED AS PER FORM A OF SCHEDULE V INCLUDING ADDITIONAL CONFIRMATION AS PROVIDED IN FORM G OF SCHEDULE V IS PRODUCED AS UNDER:

WE, THE LEAD MERCHANT BANKER TO THE ABOVE-MENTIONED FORTHCOMING ISSUE, STATE AND CONFIRM AS FOLLOWS:

1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION, INCLUDING COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL WHILE FINALISATION OF THE PROSPECTUS PERTAINING TO THE SAID ISSUE;
2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:
 - A. THE PROSPECTUS FILED WITH THE EXCHANGE/BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS WHICH ARE MATERIAL TO THE ISSUE;
 - B. ALL MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE AS SPECIFIED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND
 - C. THE MATERIAL DISCLOSURES MADE IN THE PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AND OTHER APPLICABLE LEGAL REQUIREMENTS.
3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.
4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.
5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE PROSPECTUS WITH THE BOARD/EXCHANGE TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.

6. WE CERTIFY THAT ALL APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN AND SHALL BE DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE PROSPECTUS.
7. WE UNDERTAKE THAT ALL APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 WHICH RELATE TO RECEIPT OF PROMOTERS CONTRIBUTION PRIOR TO OPENING OF THE ISSUE SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE AND THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD/EXCHANGE. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – **NOT APPLICABLE**
8. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGE MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – **NOTED FOR COMPLIANCE**
9. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
10. WE CERTIFY THAT ALL THE SHARES SHALL BE ISSUED IN DEMATERIALIZED FORM IN COMPLIANCE WITH THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013 AND THE DEPOSITORIES ACT, 1996, AND THE REGULATIONS MADE THEREUNDER.
11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL-INFORMED DECISION.
12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE PROSPECTUS:
 - A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND
 - B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.
14. WE ENCLOSE A NOTE EXPLAINING THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US INCLUDING IN RELATION TO THE BUSINESS OF THE ISSUER, THE RISK IN RELATION TO THE BUSINESS, EXPERIENCE OF THE PROMOTERS AND THAT THE RELATED PARTY TRANSACTION ENTERED INTO FOR THE PERIOD DISCLOSED IN THE PROSPECTUS HAVE BEEN ENTERED INTO BY THE ISSUER IN ACCORDANCE WITH APPLICABLE LAWS.

15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.
16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER BELOW (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR NO. CIR/CFD/DIL/7/2015 DATED OCTOBER 30, 2015.

ADDITIONAL CONFIRMATIONS/CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH ISSUE DOCUMENT REGARDING EMERGE PLATFORM OF NSE.

- (1) WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.
- (2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES ISSUED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.
- (3) WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 - **NOTED FOR COMPLIANCE**.
- (4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.
- (5) THE ISSUER HAS REDRESSED AT LEAST NINETY-FIVE PER CENT OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF FILING OF THE OFFER DOCUMENT WITH THE REGISTRAR OF COMPANIES. - **NOT APPLICABLE**.
- (6) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 261 AND 262 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE- **NOTED FOR COMPLIANCE**.

DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGER

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

CAUTION

The LM accepts no responsibility, save to the limited extent as provided in the Issue Agreement entered between the LM (Finshore Management Services Limited) and our Company on September 07, 2023 and the Underwriting Agreement dated December 01, 2023 entered into between the Underwriters and our Company and the Market Making Agreement dated December 01, 2023 entered into among the Market Maker, LM and our Company.

All information shall be made available by our Company and the LM 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 LM 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, Group Entities, 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 Underwriters 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 Issue, 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 Lakh and pension funds with a minimum corpus of ₹ 2,500.00 Lakh, 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 prospectus does not, however, constitute an Issue to sell or an invitation to subscribe for Equity Shares Issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession this 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 **Bangalore, Karnataka** only.

No action has been, or will be, taken to permit a public Issuing in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and this prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this 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 EMERGE PLATFORM 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 Ref.: NSE/LIST/2907 dated November 30, 2023 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 this 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 promoters, 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 Issued 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 Issued and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those Issues 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 Issued or sold, and Applicants 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.

LISTING

The Equity Shares of our Company are proposed to be listed on SME EMERGE Platform of NSE. Our Company has obtained In-principle approval from NSE by way of its letter dated November 30, 2023 for listing of equity shares on EMERGE Platform of NSE.

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 SME Platform is not granted by NSE, our Company shall return through verifiable means the entire monies received within four (4) days of receipt of intimation from stock exchange rejecting the application for listing or trading without any interest.

If such money is not repaid within four (4) days from the date our Company becomes liable to repay it, then our Company and every Director of the Company who is officer in default shall, on and from expiry of four (4) days, be jointly and severally liable to repay such application money, with interest at the rate of fifteen per cent per annum (15% p.a.).

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the EMERGE Platform of NSE mentioned above are taken within Six (6) Working Days of the Issue Closing Date.

FILING

The draft prospectus is being filed with National Stock Exchange of India Limited, at Exchange Plaza, Plot no. C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai – 400051.

After getting in-principal approval from NSE, a copy of the prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be delivered for filing to the Registrar of Companies, Bangalore.

A copy of the prospectus shall be filed with SEBI immediately upon filing of the Offer document with Registrar of Companies in term of Regulation 246 of the SEBI (ICDR) Regulations, 2018. However, SEBI shall not issue any observation on the prospectus.

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-

- 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 to action under Section 447 of the Companies, Act 2013.

CONSENTS

Consents in writing of (a) Our Directors, Our Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Key Managerial Personnel, Our Peer Review Auditor, (b) Lead Manager, Registrar to the Issue, Banker(s) to the Issue, Sponsor Bank, Legal Advisor to the Issue, Underwriter(s) to the Issue and Market Maker to the Issue to act in their respective capacities shall be obtained as required under Section 26 of the Companies Act, 2013 and shall be filed along with a copy of the prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the prospectus for filing with the RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations 2018, **M/s. GRSM & Associates**, Chartered Accountants, Statutory Auditors of the Company have agreed to provide their written consent to the inclusion of their respective reports on "Statement of Tax Benefits" relating to the possible tax benefits and restated financial statements as included in this 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 prospectus for filing with Roc.

EXPERTS OPINION

Except for the reports in the Section, "**Statement of Possible Tax Benefits**" and "**Financial Statements as Restated**" on page no. 83 and page no. 166 of this prospectus from the Peer Review Auditors and Statutory Auditor respectively; our Company has not obtained any expert opinions. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act 1933.

PARTICULARS REGARDING PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE (5) YEARS

Except as stated under Section titled "**Capital Structure**" beginning on page no. 61 of this prospectus our Company has not undertaken any previous public or rights issue. Further, we are an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time and the Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION ON PREVIOUS ISSUES IN LAST 5 YEARS

Since this is the initial public Issuing 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 since our incorporation.

PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED GROUP-COMPANIES / 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 year except as mentioned in this prospectus. This is the initial public Issuing of our Company's Equity Shares

PERFORMANCE VIS-A-VIS OBJECTS–PUBLIC/RIGHT ISSUE OF OUR COMPANY

Except as stated under Section titled "**Capital Structure**" beginning on page 61 of this prospectus our Company has not undertaken any previous public or rights issue.

PERFORMANCE VIS-A-VIS OBJECTS - LAST ISSUE OF LISTED SUBSIDIARIES/LISTED PROMOTERS

We don't have any listed company under the same management or any listed subsidiaries or any listed promoters as on date of this prospectus.

OUTSTANDING DEBENTURES OR BOND ISSUES OR REDEEMABLE PREFERENCE SHARES OR ANY OTHER CONVERTIBLE INSTRUMENTS ISSUED BY OUR COMPANY

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this prospectus.

OPTION TO SUBSCRIBE

Equity Shares being issued through the prospectus can be applied for in dematerialized form only.

STOCK MARKET DATA OF THE EQUITY SHARES

This being an initial public Issue of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Company has appointed “**Cameo Corporate Services Limited**” as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company.

The Agreement dated September 06, 2023 amongst 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) year from the last date of dispatch of the letters of allotment, or demat credit or where refunds are being made electronically, giving of unblocking instructions to the clearing system, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the relevant Designated Branch or the collection center of the SCSBs where the Application Form was submitted by the ASBA Applicants in ASBA account or UPI ID linked bank account number in which the amount equivalent to the Bid Amount was blocked. Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

The Applicant should give full details such as name of the sole/first Applicant, Application Form number, Applicant DP ID, Client ID, Bank Account No./UPI ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

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 Mrs. Sudha Gajanana Hegde, Company Secretary, 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 are as follows:

Mrs. Sudha Gajanana Hegde
Presstonic Engineering Limited
Sy. No. 2, Khatha No. 145, Hoysala Main Road,
Pillappa Industrial Layout, Srigandhadakavalu,
Sunkadakatte, Viswaneedam, Bangalore,
North Bangalore, Karnataka – 560091, India
Contact No: +91 77956 36079
Email ID: cs@presstonengg.co
Website: www.presstonic.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.

STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor complaint during the three years preceding the date of this prospectus and hence there are no pending investor complaints as on the date of this prospectus.

DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT AS OUR COMPANY

We don't have any listed company under the same management or any listed subsidiaries or any listed promoters.

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

The Company has not sought for any exemptions from complying with any provisions of securities laws.

PRICE INFORMATION OF LAST 10 (TEN) ISSUED HANDLED BY THE LEAD MANAGER
Statement on Price Information of Last 10 (Ten) Issues handled by Finshore Management Services Limited:

Sr. No.	Issue Name	Issue Size (₹ in Cr.)	Issue Price (In ₹)	Listing Date	Opening price on listing date (In ₹)	+/- % change in closing price, [+/- % change in closing benchmark] 30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] 90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] 180 th calendar days from listing
1	Upsurge Seeds of Agriculture Limited (NSE EMERGE)	22.81	120/-	11/08/2022	140.00	50.25 [0.99]	137.50 [3.08]	587.50 [0.60]
2	Naturo Indiabull Limited (BSE SME)	10.92	30/-	02/09/2022	25.00	-25.33 [-2.34]	-49.17 [7.31]	-65.00 [0.27]
3	Mega Flex Plastics Limited (NSE EMERGE)	11.40	40/-	19/09/2022	54.00	17.13 [-0.77]	14.50 [3.67]	-24.25 [-2.96]
4	Containe Technologies Limited (BSE SME)	2.62	15/-	30/09/2022	23.10	186.67 [4.41]	510.00 [6.07]	332.80 [0.33]
5	Ambo Agritec Limited (BSE SME)	10.20	30/-	02/12/2022	40.10	19.83 [-3.23]	3.70 [-5.50]	-4.70 [0.16]
6	Arham Technologies Limited (NSE EMERGE)	9.58	42/-	15/12/2022	60.00	63.10 [-2.49]	20.83 [-7.45]	92.62 [1.01]
7	Indong Tea Company Limited (BSE SME)	13.01	26/-	21/02/2023	20.80	-44.46 [-4.05]	-11.58 [1.74]	-23.08 [7.05]
8	ITCONS E-Solutions Limited (BSE SME)	8.67	51/-	13/03/2023	46.99	-0.51 [3.30]	-21.57 [7.53]	3.04 [14.36]
9	Alphalogic Industries Limited (BSE SME)	12.88	96/-	14/07/2023	96.00	84.32 [-1.12]	209.69 [0.62]	N. A.
10	Holmarc Opto-Mechatronics Limited (NSE EMERGE)	11.40	40/-	25/09/2023	65.25	181.63 [-2.00]	N. A.	N. A.

Status as on 04-12-2023

1. in case where the security is not being traded on 30th, 90th and 180th day, the previous working day has been considered.
2. in case where 30th, 90th and 180th day is holiday, the previous working day has been considered for benchmark and security purpose.
3. the benchmark index is SENSEX where the securities have been listed in BSE SME and Nifty where securities have been listed in NSE Emerge.
4. N.A. – Period not completed

Summary statement of Disclosure:

Financial Year	Total no. of IPOs [#]	Total Funds Raised (₹ in Cr.)	Nos. of IPOs trading at discount – 30 th calendar day from listing day			Nos. of IPOs trading at premium – 30 th calendar day from listing day			Nos. of IPOs trading at discount -180 th calendar day from listing day			Nos. of IPOs trading at premium – 180 th calendar day from listing day		
			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%
2020-21	1	2.40	N. A	N. A	N. A	1	N. A	N. A	N. A	N. A	N. A	1	N. A	N. A
2021-22	7	73.34	N. A	1	1	3	1	1	1	1	1	2	1	1
2022-23	12	117.85	N. A	3	3	4	N. A	2	2	2	2	4	N. A	2
2023-24	2	24.28	N. A	N. A	N. A	2	N. A	N. A	N. A	N. A	N. A	N. A	N. A	N. A

Status as on 04-12-2023

[#] All the IPOs mentioned above are in SME Platform

TRACK RECORD OF PAST ISSUES HANDLED BY FINSHORE MANAGEMENT SERVICES LIMITED

For details regarding track record of LM 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 LM at: www.finshoregroup.com.

SECTION XI: ISSUE 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 this prospectus, the prospectus, the abridged prospectus, Application Form, CAN, the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that in terms of regulation 256 of the SEBI (ICDR), 2018 read with SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the investors applying in this issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment i.e., just writing their bank account numbers and authorising the banks to make payment in case of allotment by signing the application forms. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.

AUTHORITY FOR THE PRESENT ISSUE

This Issue has been authorized by a resolution of the Board passed at their meeting held on August 14, 2023 subject to the approval of shareholders through a special resolution to be passed pursuant to Section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the Extra Ordinary General Meeting held on August 14, 2023.

RANKING OF EQUITY SHARES

The Equity Shares being Issued shall be subject to the provisions of the Companies Act, 2013 and our Memorandum and Articles of Association 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, ***“Description of Equity Shares and Terms of the Articles of Association”***, beginning on page 261 of this prospectus.

OFFER FOR SALE

In the case of offer for sale, the dividend for the entire year shall be payable to the transferees and the company has to disclose the name of the entity bearing the cost of making offer for sale along with reasons. However, the present issue does not include offer for sale and hence the said disclosure is not applicable to us.

MODE OF PAYMENT OF DIVIDEND

Our Company shall pay dividend to the shareholders of our Company in accordance with the provisions of the Companies Act, 2013, as may be applicable, the Articles of Association of our Company, the provisions of the SEBI Listing Regulations and any other rules, regulations or guidelines as may be issued by the Government of India in connection there to and as per the recommendation by our Board of Directors and approved by our 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, for further details in relation to dividends, please refer to Sections titled, ***“Dividend Policy”*** and ***“Description of Equity Shares and Terms of the Articles of Association”***, beginning on page 165 and 261 respectively, of this prospectus.

FACE VALUE AND ISSUE PRICE

The face value of the share of our company is ₹10/- per equity share and the issue price is ₹72/- per equity share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the Section titled, ***“Basis for Issue Price”*** beginning on page 81 of this prospectus. 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

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations as amended time to time. 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 of our Company, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive Issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory and other preferential claims being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable law, including any RBI Rules and Regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the previous Companies Act, 1956 and Companies Act, 2013, as may be applicable, terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For further details on the main provision of our Company's Articles of Association dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and/or consolidation/splitting, etc., please refer to Section titled, ***"Description of Equity Shares and Terms of the Articles of Association"***, beginning on page 261 of this prospectus.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

In terms of Section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the existing SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialised form for all investors. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issuer:

1. Tripartite agreement dated September 04, 2023 between our Company, NSDL and the Registrar to the Issue.
2. Tripartite agreement dated August 29, 2023 between our Company, CDSL and the Registrar to the Issue

The trading of the Equity Shares will happen in the minimum contract size of 1,600 Equity Shares and the same may be modified by the EMERGE Platform of NSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this prospectus will be done in multiples of 1,600 Equity Shares subject to a minimum allotment of 1,600 Equity Shares to the successful Applicants in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than Rs.1,00,000 (Rupees One Lakh) per application.

MINIMUM NUMBER OF ALLOTTEES

In accordance with the Regulation 268 of SEBI ICDR Regulations, the minimum number of allottees in this 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 the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of issue.

JOINT HOLDERS

Where two (2) 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 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 this section shall upon the production of such evidence as may be required by the Board, elect either:

To register himself or herself as the holder of the Equity Shares; or 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 ninety (90) 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 will be made only in dematerialized form, there is no need to make a separate nomination with our Company. 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 OPENS ON	MONDAY, DECEMBER 11, 2023
ISSUE CLOSES ON	WEDNESDAY, DECEMBER 13, 2023

- *In terms of regulation 265 of SEBI (ICDR) Regulation, 2018, the issue shall be open after at least three working days from the date of filing the prospectus with the Registrar of Companies.*
- *In terms of regulation 266(1) of SEBI (ICDR) Regulation, 2018, Except as otherwise provided in these regulations, the public issue shall be kept open for at least three working days and not more than ten working days.*
- *In terms of regulation 266(2) of SEBI (ICDR) Regulation, 2018, In case of a revision in the price band, the issuer shall extend the bidding (issue) period disclosed in the red herring draft prospectus, for a minimum period of three working days, subject to the provisions of sub-regulation (1) is not applicable to our company as this is fixed price issue.*
- *In terms of regulation 266(3) of SEBI (ICDR) Regulation, 2018, In case of force majeure, banking strike or similar circumstances, our company may, for reasons to be recorded in writing, extend the issue period disclosed in the prospectus, for a minimum period of three working days, subject to the provisions of sub-regulation 266(1).*

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 Issue Closing Date). On the Issue Closing Date, the 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 Applicants on Issue Closing Date maybe extended in consultation with the LM, RTA and EMERGE Platform of 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 Application Forms on the Issue Closing Date, Applicants are advised to submit their applications one (1) day prior to the Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Issue Closing Date. Any time mentioned in this prospectus is IST. Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public issues, some Application Forms may not get uploaded due to the lack of sufficient time. Such 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 LM is liable for any failure in uploading the Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants 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 Applicants can revise or withdraw their Application Forms prior to the Issue Closing Date. Allocation to Retail Individual Applicants, 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 Application Form, for a particular Applicant, the details as per the file received from NSE EMERGE 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 Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCBSs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

MINIMUM SUBSCRIPTION

In accordance with Regulation 260(1) of SEBI (ICDR) Regulations, this Issue is 100% underwritten, so this issue is not restricted to any minimum subscription level.

As per section 39 of the new Companies Act, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of thirty (30) days from the date of issue of prospectus, the application money has to be returned within such period as may be prescribed.

If our Company does not receive the subscription of 100% of the Issue through this Issue Document including devolvement of Underwriters, our Company shall forthwith unblock the entire subscription amount received. If there is a delay beyond eight (8) days after our Company becomes liable to pay the amount, our Company shall pay interest prescribed under section 73 of the Companies Act, 2013 and applicable law.

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 Issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the Equity Shares will happen in the minimum contract size of 1,600 equity shares in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261(5) of the SEBI ICDR Regulations, 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 EMERGE Platform of NSE.

APPLICATION BY ELIGIBLE NRI'S, FPI'S/FII'S REGISTERED WITH SEBI, VCF'S REGISTERED WITH SEBI AND QFIS

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Issue without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment (“FDI”) Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

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.

AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBs CANNOT PARTICIPATE IN THIS ISSUE.

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 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 Application Form, the OCB shall be eligible to be considered for share 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 Promoter minimum contribution in the Issue as detailed in the Section titled ***“Capital Structure”*** beginning on page 61 of this prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfer and transmission and on their consolidation/splitting of Equity Shares. For further details, please refer to the Section titled, ***“Description of Equity Shares and Terms of the Articles of Association”***, beginning on page 261 of this prospectus.

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 LM do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the LM are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this 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 or regulations.

ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM

As per Section 29 of the Companies Act, 2013 and in accordance with SEBI (ICDR) Regulations, every company making public Issue shall issue securities only in dematerialized form only. Hence, the Equity Shares being Issued can be applied for in the dematerialized form only. Further, it has been decided by the SEBI that trading in securities of companies making an initial public Issue shall be in dematerialized form only. The Equity Shares on Allotment will be traded only on the dematerialized segment of the EMERGE Platform of NSE.

Furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

MIGRATION TO MAIN BOARD

As per the provisions of the Chapter IX of the SEBI ICDR Regulations, the migration to the Main board of NSE from the EMERGE platform of NSE on a later date shall be subject to the following:

- If the Paid up Capital of our Company is likely to increase above ₹ 25 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 promoters 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 our 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 crore but below ₹25 crore, 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 promoters 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 Equity Shares offered through this Issue are proposed to be listed on the EMERGE Platform of NSE, wherein M/s. Nikunj Stock Brokers Limited is the Market Maker to this Issue shall ensure compulsory Market Making through the registered Market Makers of the NSE SME for a minimum period of three (3) years from the date of listing on the EMERGE Platform of NSE. For further details of the agreement entered into between our Company, the Lead Manager and the Market Maker please refer to Section titled, ***“General Information- Details of the Market Making Arrangements for this Issue”*** beginning on page 53 of this prospectus.

NEW FINANCIAL INSTRUMENTS

There are no new financial instruments such as Deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this issue.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in ***Bangalore, Karnataka.***

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be Issued or sold within the United States to, or for the account or benefit of “U.S. persons” (as defined in Regulation S), except pursuant to an exemption from or in a transaction not subject to, registration requirements of the U.S. Securities Act and applicable U.S. state Securities laws. Accordingly, the Equity Shares are only being Issued or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those Issues 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 Issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(1) of Chapter IX of the SEBI (ICDR) Regulations 2018, whereby, an issuer whose post issue face value capital would be more than ten crore rupees, issue shares to the public and propose to list the same on the EMERGE Platform of NSE. For further details regarding the salient features and terms of such this Issue, please refer to Sections titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on pages 234 and 242, respectively, of this prospectus.

The present Issue of 32,36,800 Equity Shares at an issue price of ₹72/- each aggregating to ₹ 2,330.50 Lakhs by our Company. The Issue and the Net Issue will constitute 42.00% and 39.88%, respectively of the post issue paid up equity share capital of the Issuer Company.

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares	30,73,600 Equity Shares	1,63,200 Equity Shares
Percentage of Issue Size available for allocation	94.96% of the Issue Size	5.04% of the Issue Size
Basis of Allotment/Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of Equity Shares and further allotment in multiples of 1,600 Equity Shares each. For further details please refer to “ <i>Basis of Allotment</i> ” under Section titled “ <i>Issue Procedure</i> ” beginning on page 242 of this prospectus.	Firm Allotment
Mode of Application	Through ASBA Process or up to Rs. 5.00 lakhs through UPI for Individual Investors	Through ASBA Process Only
Mode of Allotment	Compulsorily in dematerialised form.	Compulsorily in dematerialised form.
Minimum Application Size	For Other than Retail Individual Investors: 3,200 Equity Shares at Issue price of ₹72/- each so that the Application Value exceeds ₹2,00,000. For Retail Individuals: 1,600 Equity Shares at Issue price of ₹72/- each.	1,63,200 Equity Shares @ ₹72/- each
Maximum Application Size	For Other than Retail Individual Investors: 30,73,600 Equity Shares at Issue price of ₹72/- each. (The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations applicable.) For Retail Individuals Investors: 1,600 Equity Shares at Issue price of ₹72/- each.	1,63,200 Equity Shares @ ₹72/- each
Trading Lot	1,600 Equity Shares	1,600 Equity Shares. However, the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
Terms of Payment	100% at the time of application	100% at the time of application

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations. For further details please refer to section titled “*Issue Structure*” beginning on page 240 of this Prospectus.

*Since present issue is a fixed price issue, the allocation in the net offer to the public category in terms of Regulation 253 (2) of the SEBI (ICDR) Regulations, 2018 shall be made as follows:

- Minimum fifty per cent to retail individual investors; and
- Remaining to: (i) individual applicants other than retail individual investors; and (ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for; Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

Explanation: If the retails individual investor category is entitled to more than fifty per cent of the issue size on a proportionate basis, the retails individual investors shall be allocated that higher percentage. For further information on the Allocation of Net Offer to Public, please refer to chapter titled **“The Issue”** on page no. 49 of this Prospectus.

WITHDRAWAL OF THE ISSUE

Our Company, in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof.

In case, our Company wishes to withdraw the Issue after Issue Opening but before allotment, our Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two (2) widely circulated national newspapers (one each in English and Hindi) and one (1) in regional newspaper where the registered office of the Company is situated.

The Lead Manager, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one (1) 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 Issue Closing Date and subsequently decides to undertake a public Issuing of Equity Shares, our Company will file a fresh Issue document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Issued through this prospectus, which our Company will apply for only after Allotment.

ISSUE PROGRAMME

Issue Opening Date	Monday, December 11, 2023
Issue Closing Date	Wednesday, December 13, 2023
Finalisation of Basis of Allotment with NSE EMERGE	Thursday, December 14, 2023 (T+1)
Initiation of Allotment / Refunds/ unblocking of ASBA Accounts	Friday, December 15, 2023 (T+2)
Credit of Equity Shares to demat accounts of the Allottees	Friday, December 15, 2023 (T+2)
Commencement of trading of the Equity Shares on NSE EMERGE	Monday, December 18, 2023 (T+3)

Note: The above timetable is indicative in nature and does not constitute any obligation on the Company or the Lead Manager. While our Company shall ensure that all the steps for completion of all the necessary formalities for the listing and trading of our equity shares on the EMERGE Platform of NSE are taken within 3 working days of the issue closing date, the time table may change due to various factors such as extension of the issue period by the Company or any delay in receiving final listing and trading approval from the NSE. The Commencement of the trading of Equity shares will be entirely at the discretion of the NSE EMERGE in accordance with the applicable laws.

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 Centres mentioned in the Application Form. On the Issue Closing Date when applications will be accepted only between 10:00 a.m. to 4:00 p.m. (Indian Standard Time).

Due to limitation of time available for uploading the application on the Issue Closing Date, Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 1:00 p.m. IST on the Issue Closing Date. Any time mentioned in this prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public Issues, some applications may not get uploaded due to lack of sufficient time. Such applications 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 holiday)

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 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 Application Form. The General Information Document is available on the websites of the Stock Exchanges and the Lead Managers. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue especially in relation to the process for Bids by Retail Individual Investors through the UPI Mechanism. 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; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of 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 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

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 Retail Individual Investors 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**”). However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, has decided to **continue with the UPI Phase II till further notice**. Thereafter, the final reduced timeline of T+3 days will be made effective using the UPI Mechanism for applications by Retail Individual Investors (“**UPI Phase III**”), is prescribed by SEBI vide circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 effective from issue opening on or after September 01, 2023 on voluntary basis and on or after December 01, 2023 on mandatory basis. 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.

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 (“UPI Streamlining Circular”) read with 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 and SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular are deemed to form part of this Prospectus.

Further, SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 has further reduced the time period for refund of applications money from four days to two days from issue closing date viz. initiation not later than 09.30 am on T+2 day (T is issue Closing Date) and completion before 2.00 pm on T+2 day for fund transfer and completion before 4.00pm on T+2 day for unblocking.

SEBI vide Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, which came into force for public issue opening on or after May 01, 2022 has decided that all Individual Investors applying in Public Issues where the application amount is upto Rs. 5 Lakhs shall use UPI.

Further, as per SEBI circular no SEBI/HO/CFD/DIL2/CIR/P/2022/75 dated May 30, 2022. All ASBA applications in Public Issues shall be processed only after the application money is blocked in the investor's bank accounts. The provisions of the circular shall be for all issues opening from September 01, 2022 onwards.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding 4 (four) Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of Rs.100 per day for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, has reduced the timelines for refund of Application money to four days.

Our Company and the LM 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 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 this Prospectus. Further, our Company and the LM are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Issue.

Phased implementation of Unified Payments Interface (UPI)

SEBI has issued the various 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 Retail Individual Investors 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. 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, a Retail Individual Investor 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 has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by Retail Individual Investors through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase.

Phase III: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing is proposed to be reduced to three Working Days. For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Managers.

FIXED PRICE ISSUE PROCEDURE

The Issue is being made in compliance with the provisions of Chapter IX of the SEBI ICDR Regulations, and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance is being offered to Other Investors including QIBs and Non-Institutional Applicants. However, in case of under-subscription in either category, unsubscribed portion shall be allocated to investors in other category subject to valid Applications being received from them at the Issue Price.

Subject to the valid Applications being received at the Issue Price, allotment to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Individual Investors Category where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Individual Investors Category, 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 in consultation with the Lead Manager and the Stock Exchange.

The Equity Shares on Allotment shall be traded only in the dematerialised segment of the Stock Exchanges. Investors should note that the Equity Shares will be Allotted to all successful Applicants only in dematerialised form. It is mandatory to furnish the details of Applicant's depository account along with Application Form. The Application Forms which do not have the details of the Applicants' depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicants' PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity Shares in physical form.

APPLICATION FORM

Copies of Application Forms and Abridged Prospectus will be available with the Syndicate/sub-Syndicate members, SCSBs and at our Registered Office. In addition, an electronic copy of the Application Forms and Abridged Prospectus will also be available for download on the website of the Company, Lead Manager and Stock Exchange, NSE (www.nseindia.com), at least one day prior to the Issue Opening Date.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. The Retail Individual Investors can additionally Bid through the UPI Mechanism.

All ASBA Bidders must provide either, (i) bank account details and authorizations to block funds in the ASBA Form; or (ii) the UPI ID (in case of Retail Individual Investors), as applicable, in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details will be rejected. Applications made by the Retail Individual Investors using third party bank account or using third party linked bank account UPI ID are liable for rejection. Retail Individual Investors bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Application Form and the Application Form that does not contain the UPI ID are liable to be rejected.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of a member of the Syndicate or the Registered Broker or the SCSBs or Registrars to an Issue and Share Transfer Agents or Depository Participants, as the case may be, submitted at the Collection centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Application Form for various categories applying in this issue is as follows:

Category	Colour
Resident Indians and Eligible NRIs applying on a non-repatriation basis (ASBA)**	White*
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)**	Blue*

* Excluding electronic Application Form.

** Application forms will also be available on the website of the NSE (www.nseindia.com). Same Application Form applies to all ASBA Applicants/ Retail Individual Applicants applying through UPI mechanism, irrespective of whether they are submitted to the SCSBs, to the Registered Brokers, to Registrars to an Issue and Share Transfer Agents, Depository Participants or to the Syndicate (in Specified Cities).

In case of ASBA Forms, Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges.

Subsequently, for ASBA Forms (other than Retail Individual Investors using UPI Mechanism), Designated Intermediaries (other than SCSBs) shall submit / deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For Retail Individual Investors using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis through API integration to enable the Sponsor Bank to initiate UPI Mandate Request to Retail Individual Investors for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to Retail Individual Investors, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate Retail Individual Investors (Bidding

through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the issuer bank. The Sponsor Banks and the Bankers to the Issue shall provide the audit trail to the LM for analysing the same and fixing liability.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the LM in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

WHO CAN APPLY?

Each Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, 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. Applicants are requested to refer to the Application Form and GID for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- i. Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- ii. Applications belonging to an account for the benefit of a minor (under guardianship);
- iii. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the 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". Application by HUFs will be considered at par with Applications from individuals;
- iv. Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- v. QIBs;
- vi. NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- vii. Qualified Foreign Investors subject to applicable law;
- viii. Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations and other laws, as applicable);
- ix. Trusts/ societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/ societies and who are authorised under the irrelative constitutions to hold and invest in equity shares;
- x. Limited liability partnerships registered under the Limited Liability Partnership Act, 2008;
- xi. Insurance companies registered with IRDAI;
- xii. Mutual Funds registered with SEBI;
- xiii. FPIs other than Category III Foreign Portfolio Investor;
- xiv. Category III Foreign Portfolio Investors, which are foreign corporates or foreign individuals only under the Other Investors Category;
- xv. Scientific and/ or industrial research organizations authorised in India to invest in the Equity Shares; and
- xvi. Any other person eligible to Apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications should not to be made by:

- i. Minors (except through their Guardians)
- ii. Partnership firms
- iii. Foreign Nationals (except NRIs)
- iv. 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 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 Application Form, the OCB shall be eligible to be considered for share allocation.

The Equity Shares have not been and will not be registered under the U.S. Securities Act, 1933 (the “U.S. Securities Act”) or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. 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.

The information below is given for the benefit of the applicants. Our Company, and the Lead Manager do not accept responsibility for the completeness and accuracy of the information stated. Our Company, and the Lead Manager is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for does not exceed the limits prescribed under laws or regulations.

MAXIMUM AND MINIMUM APPLICATION SIZE:

1. For Retail Individual Applicants:

The Application must be for a minimum of 1,600 Equity Shares and in multiples of 1,600 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs 2,00,000. As the application price payable by the Retail Individual Applicants cannot exceed Rs. 2,00,000, ***they can make Application only upto 1,600 Equity Shares.***

2. For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs 2,00,000 and in multiples of 1,600 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 Applicant 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 Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs 2,00,000 for being considered for allocation in the Non-Institutional Portion.

3. Minimum Bid Lot: 1,600 Equity Shares

BASIS OF ALLOTMENT

Allotment will be made in consultation with the Designated Stock Exchange. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

- 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 over subscription ratio (number of applicants in the category X number of Shares applied for).
- b) The number of Shares to be allocated to the successful applicants 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 applications where the proportionate allotment works out to less than 1,600 Equity Shares the allotment will be made as follows:
 - i. Each successful applicant shall be allotted 1,600 Equity Shares;
 - ii. The successful applicants out of the total applicants for that category shall be determined by the drawl 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 (2) above.
- d) If the proportionate allotment to an applicant works out to a number that is not a multiple of 1,600 Equity Shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 1,600 Equity Shares subject to a minimum allotment of 1,600 Equity Shares.

- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the lower nearest multiple of 1,600 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, upto 110% of the size of the offer specified under the Capital Structure mentioned in this Prospectus.
- f) The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for Retail Individual applicants as described below:
- As per Regulation 253(2) of the SEBI (ICDR) Regulations 2018, as the Retail Individual Investor category is entitled to minimum fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
 - Remaining to Individual applicants other than retail individual investors and other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
 - The unsubscribed portion in either of the categories specified in (i) or (ii) above may be available for allocation to the applicants in the other category, if so required.

“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 the designated stock exchange.

The Executive Director/Managing Director of the Designated Stock Exchange in addition to 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, 2018.

PARTICIPATION BY ASSOCIATES /AFFILIATES OF LM AND THE SYNDICATE MEMBERS

The LM, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates/affiliates of the LM and Syndicate Members, if any may subscribe for Equity Shares in the Issue, either in the QIB Category or in the Non- Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

APPLICATION BY MUTUAL FUNDS

As per the current regulations, the following restrictions are applicable for investments by Mutual fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any 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 Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate 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 Applications clearly indicate the scheme concerned for which the Application has been made.

The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

APPLICATIONS BY ELIGIBLE NRI'S

Only Applications accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs intending to make payment through freely convertible foreign exchange and Applying on a repatriation basis could make payments through the ASBA process only by blocking the funds for the amount payable on application in their NRE Account or FCNR Accounts, maintained with banks authorised by the RBI to deal in foreign exchange.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents, accompanied by a bank certificate confirming that the payment has been made by blocking the relevant funds in their NRE or FCNR account, as the case may be. Payment for Application by non-resident Applicants applying on a repatriation basis will not be accepted out of NRO accounts for the full Application amount, at the time of submission of the Application Form.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour). Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

APPLICATIONS BY HUF

Application by Hindu Undivided Families or HUFs should be in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the 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". Application by HUFs will be considered at par with Applications by individuals.

APPLICATIONS BY FPI'S

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) is not permitted to exceed 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 upto the sectoral 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 the RBI.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

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 a 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. In case of Applications made by FPIs, a verified true copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached along with the Application form, failing which our Company reserves the right to reject the Application without assigning any reasons thereof.

APPLICATIONS BY BANKING COMPANIES

In case of Applications made by banking companies registered with the RBI, certified copies of: (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any Application by a banking company without assigning any reason therefor.

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 bank's 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 bank's interest on loans/investments made to a company. The bank is required to submit a timebound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (ii) investment in a non-financial 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.

APPLICATIONS 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 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 application in public issues and clear demarcated funds should be available in such account for ASBA applications.

APPLICATIONS BY SEBI REGISTERED VENTURE CAPITAL FUNDS, ALTERNATIVE INVESTMENT FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS

The SEBI VCF Regulations and the SEBI FVCI Regulations, as amended, inter alia prescribe the investment restrictions on VCFs and FVCIs, respectively, registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs.

Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only upto 33.33% of the investible funds in various prescribed instruments, including in public offerings.

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 Regulations.

All Non-Resident Applicants including Eligible NRIs, 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 / or commission. There is no reservation for Eligible NRIs, FIIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

Further, according to the SEBI Regulations, the shareholding of VCFs, category I or II AIFs and FVCIs held in a company prior to making an initial public offering would be exempt from lock-in requirements only if the shares have been held by them for at least one year prior to the time of filing the prospectus with SEBI. However, such equity shares shall be locked in for a period of at least one year from the date of purchase by the VCF, category I or II AIF or FVCI, as the case may.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of Applications 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 Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

APPLICATIONS BY INSURANCE COMPANIES

In case of Applications made by Insurance Companies, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (the "IRDAI Investment Regulations") are broadly set forth below:

- a) Equity shares of a company: the lower of 10% of the outstanding Equity Shares (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;
- b) 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
- c) 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 points (i), (ii) and (iii) above, as the case may be.

The above limit of 10.00% shall stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000.00 million or more but less than ₹2,500,000.00 million.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

APPLICATIONS BY PROVIDENT FUNDS/ PENSION FUNDS

In case of Applications made by provident funds/ pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof.

APPLICATIONS UNDER POWER OF ATTORNEY

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Mutual Funds, Eligible FPIs, insurance companies Systemically Important Non-Banking Financial Companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million and pension funds with a minimum corpus of ₹250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), 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, as applicable must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any such Application without assigning any reasons therefor.

APPLICATIONS BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES

In case of Application by Systemically Important Non-Banking Financial Companies, certified copy of a) the certificate of registration issued by RBI, b) certified copy of its latest audited financial statement on a standalone basis and a net worth certificate from its statutory auditor and c) such other approval as may be required by Systemically Important Non-Banking Financial Companies are required to be attached to the Application Form. Failing this, our Company reserves the right to accept or reject any such Application without assigning any reasons therefor. Systemically Important Non-Banking Financial Companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

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 prospectus. Applicants are advised to make their independent investigations and Applicants are advised to ensure that any single Application 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 this prospectus.

ISSUE PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA)

Applicants In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA 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 Application Form, please refer the above-mentioned SEBI link.

METHOD AND PROCESS OF APPLICATIONS

1. The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.
2. The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.
3. During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.
4. The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.
5. Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.
6. The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.
7. Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.
8. If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.
9. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.
10. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/ failure of the Issue or until withdrawal/ rejection of the 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 Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants 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.

TERMS OF PAYMENT

The entire Issue price of ₹72/- 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 Applicants.

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 applicants 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 Applicants.

PAYMENT MECHANISM

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the 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 Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful 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 Applicant, 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 Offer 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 offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

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 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them (iii) the applications accepted but not uploaded by them or (iv) with respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the 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 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 Lead Manager on a regular basis.
6. With respect to applications by Applicants, 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 Application Forms to Designated Branches of the SCSBs for blocking of funds:

Sl. 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 Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into the on-line system:
 - Name of the Applicant;
 - IPO Name;
 - Application Form Number;
 - Investor Category;
 - PAN (of First Applicant, if more than one Applicant);
 - DP ID of the demat account of the Applicant;
 - Client Identification Number of the demat account of the Applicant;
 - 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 an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA 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 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 Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the 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 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 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 1.00 p.m. on the next working day after the 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 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.

ALLOCATION OF EQUITY SHARES

- 1) The Issue is being made through the Fixed Price Process wherein 1,63,200 Equity Shares shall be reserved for Market Maker and 30,73,600 Equity shares (Net Issue) will be allocated on a proportionate basis to Retail Individual Applicants, and Non-Retail Applicants.
- 2) Under- subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Managers and the Stock Exchange.
- 3) Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
- 4) In terms of SEBI Regulations, Non-Retail Applicants shall not be allowed to either withdraw or lower the size of

their applications at any stage and retail individual investors can withdraw or revise their bids till issue closure date.

- 5) Allotment status details shall be available on the website of the Registrar to the Issue.

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act 2013, our Company shall, after filing the 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 where the registered office of the Company is situated.

ISSUANCE OF ALLOTMENT ADVICE (CAN)

- 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. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue. The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants 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 Applicant.
- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants 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 DATES

Issue Opening Date	Monday, December 11, 2023
Issue Closing Date	Wednesday, December 13, 2023
Finalisation of Basis of Allotment with NSE EMERGE	Thursday, December 14, 2023 (T+1)
Initiation of Allotment / Refunds/ unblocking of ASBA Accounts	Friday, December 15, 2023 (T+2)
Credit of Equity Shares to demat accounts of the Allottees	Friday, December 15, 2023 (T+2)
Commencement of trading of the Equity Shares on NSE EMERGE	Monday, December 18, 2023 (T+3)

Note: The above timetable is indicative in nature and does not constitute any obligation on the Company or the Lead Manager. While our Company shall ensure that all the steps for completion of all the necessary formalities for the listing and trading of our equity shares on the EMERGE Platform of NSE are taken within 3 working days of the issue closing date, the time table may change due to various factors such as extension of the issue period by the Company or any delay in receiving final listing and trading approval from the NSE. The Commencement of the trading of Equity shares will be entirely at the discretion of the NSE EMERGE in accordance with the applicable laws

GENERAL INSTRUCTIONS

Do's:

- Check if you are eligible as per the terms of this Prospectus and under applicable law, rules, regulations, guidelines and approvals. All applicants (other than Anchor Investors) should submit their Bids through the ASBA process only;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about the PAN, DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of Equity Shares will be in the dematerialized form only;
- Applicant shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application
- Ensure that the Demographic Details are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that you have funds equal to the Application Amount in the ASBA account or UPI ID linked Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process 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);
- Instruct your respective Banks to not release the funds blocked in the ASBA Account/UPI ID linked Bank Account under the ASBA process;
- Ensure that the Applications are submitted at the Collection centres only on forms bearing the stamp of the Syndicate or Registered Broker or RTAs or DPs or SCSB (except in case of electronic forms). Ensure that your Application is submitted either to a member of the Syndicate (in the Specified Locations), a Designated Branch of the SCSB where

the Applicant has a bank account or a UPI ID linked Bank Account, or to a Registered Broker at the Broker Centres or to RTAs or DPs at collection centres and not to our Company.

- Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder.
- Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account or UPI ID, as applicable) in the Application Form if you are not a Retail Individual Investor bidding using the UPI Mechanism in the Application Form and if you are a Retail Individual Investor using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Application Form.
- Submit revised Applications to the same member of the Syndicate, SCSB or Non-Syndicate Registered Broker, or RTAs or DPs as applicable, through whom the original Application was placed and obtain a revised TRS;
- Ensure that the Application Forms are delivered by the applicants within the time prescribed as per the Application Form and the prospectus;
- Ensure that you have requested for and receive a TRS;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your application options;
- All Investors submit their applications through the ASBA process only except as mentioned in *SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 & SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021*;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

- Do not apply for lower than the minimum Application size;
- Do not apply for a price different from the price mentioned herein or in the Application Form;
- Do not apply on another Application Form after you have submitted an application to the SCSBs, Registered Brokers of Stock Exchange, RTA and DPs registered with SEBI;
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding Rs. 2,00,000 (for applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
- Do not submit applications on plain paper or incomplete or illegible Application Forms in a color prescribed for another category of Applicant; and
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.
- Do not make more than one application from one bank account.
- Do not use third party bank account or third-party UPI ID linked Bank Account for making the Application;

Instructions for Completing the Application Form

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the 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. Application Forms should bear the stamp of the Designated Intermediaries. ASBA 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 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 and NSE i.e., 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 Application forms in Public Issue with effect from January 01, 2016. The List of ETA

and DPs centers for collecting the application shall be disclosed is available on the websites of BSE i.e., www.bseindia.com and NSE i.e., www.nseindia.com.

Applicant'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 application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant 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 Application Form

All 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 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 Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of 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 the EMERGE Platform of NSE where the Equity Shares are proposed to be listed are taken within 6 (Six) 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:

- Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
- Giving of Instructions for refund by unblocking of amount via ASBA not later than 4 (four) working days of the Issue Closing Date, would be ensured; and
- 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 Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

OTHER INSTRUCTIONS FOR THE APPLICANTS

Joint Applications

In the case of Joint Applications, the Applications should be made in the name of the Applicant 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 Applicant would be required in the Application Form and such First Applicant would be deemed to have signed on behalf of the joint holders. All communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

Multiple Applications

An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to the Designated Intermediaries and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

IMPERSONATION:

Attention of the application is specifically drawn to the provisions of the 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.
- d) The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending upto 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending upto three times of such amount.”

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 APPLICANT

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 Applicants should inform their respective DP.

GROUND FOR TECHNICAL REJECTIONS

Applicants are advised to note that the Applications are liable to be rejected, inter-alia, on the following technical grounds:

- Amount paid does not tally with the amount payable for the Equity shares applied for;
- In case of partnership firms, Application for Equity Shares made in the name of the firm. However, a Limited Liability Partnership can apply in its own name.
- Application by persons not competent to contract under the Indian Contract Act, 1872, including minors, insane person.
- PAN not mentioned in the Application Form.
- GIR number furnished instead of PAN.
- Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- Applications made using a third-party bank account or using third party UPI ID linked bank account;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 1,600;
- Category not ticked;
- Multiple Applications as defined in this prospectus as such, based on common PAN;
- In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted;
- Signature of sole Applicant is missing;

- Application Forms are not delivered by the Applicants within the time prescribed as per the Application Form, Issue Opening Date advertisement and prospectus as per the instructions in this prospectus and Application Forms;
- In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US person other than in reliance on Regulation S or “qualified institutional buyers” as defined in Rule 144A under the Securities Act;
- Application not duly signed by the sole applicant;
- Application by any person outside India if not in compliance with applicable foreign and Indian Laws;
- Application that do not comply with the securities laws of their respective jurisdictions are liable to be rejected.
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Application by person not eligible to acquire equity shares of the company in terms of all applicable laws, rules, regulations, guidelines, and approvals. Application or revision thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000 received after 3.00 pm on the issue Closing date unless the extended time is permitted by NSE.
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants, other Retail Individual Applicants, not submitted through ASBA process and Applications by Retail Individual Applicants not submitted through ASBA process or the UPI process;
- Failure of Retail Individual Applicants to validate the request of blocking of Application amount sent by the Sponsor Bank;
- Applications not uploaded on the terminals of the Stock Exchanges;
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form;
- Details of ASBA Account not provided in the Application form;
- In case of Retail Individual Applicants applying through the UPI mechanism, details of UPI ID, not provided in the Application form; etc.

For details of instruction in relation to the Application Form, Applicants may refer to the relevant section of GID and UPI Circular.

APPLICANT SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BROKERS DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

NAMES OF ENTITIES RESPONSIBLE FOR FINALIZING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER

The authorised employees of the Stock Exchange, along with the LM and the Registrar, shall ensure that the Basis of Allotment is finalized in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 (six) Working Days of the Issue Closing Date. The Registrar to the Issue may dispatch the Allotment Advice within 6 (six) Working Days of the Issue Closing Date.

SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC

- a) The issue is 100% underwritten. Our company has entered into an Underwriting Agreement dated December 01, 2023 with Lead Manager. For Further information, please refer section “**General Information**” beginning from page no 53 of this prospectus.
- b) A copy of prospectus will be filled with the RoC in terms of Section 26 & 32 of Companies Act, 2013.

UNDERTAKINGS BY OUR COMPANY

We undertake as follows:

- 1) That the complaints received in respect of the Issue shall be attended to by us expeditiously and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (six) Working days of Issue Closing Date.
- 3) That the funds required for making refunds/unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the registrar to the issue by the issuer.
- 4) That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.
- 5) That the promoters' contribution in full, wherever required, shall be brought in advance before the Issue opens for public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public in accordance with applicable provisions in these regulations.
- 6) That no further issue of securities shall be made till the securities offered through the prospectus are listed or till the application monies are refunded on account of non-listing, under subscription, etc., other than as disclosed in accordance with Regulation 19.
- 7) That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of allotment.
- 8) That if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the 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) That if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;

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.
- 4) The utilisation of monies received under the Promoters' contribution shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;
- 5) The details of all unutilised monies out of the funds received under the Promoters' contribution shall be disclosed under a separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

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 had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) Agreement dated September 04, 2023 between NSDL, the Company and the Registrar to the Issue;
- b) Agreement dated August 29, 2023 between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN No. **"INE0R1601012"**.

RESTRICTIONS OF FOREIGN OWNERSHIP OF INDIAN SECURITIES

There are two routes through which foreign investors may invest in India. One is the “automatic route”, where no government approval is required under Indian foreign exchange laws to make an investment as long as it is within prescribed thresholds for the relevant sector. The other route is the “government route”, where an approval is required under foreign exchange laws from the relevant industry regulator, prior to the investment.

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment (“FDI”) and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion) (“DPIIT”), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 (“FDI Policy”) by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict between FEMA and such policy pronouncements, FEMA prevails.

RBI has also issued Master Direction- Foreign Investment in India dated January 4, 2018. In terms of the Master Direction, an Indian company may issue fresh shares to persons resident outside India (who are eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions.

The RBI, in exercise of its power under the FEMA, has also notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers, and sale 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.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to consult their legal counsel, to make their independent investigations and ensure that Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

THE COMPANIES ACT 2013
(COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF
PRESSTONIC ENGINEERING LIMITED ^{*I}

Preliminary

Subject as hereinafter provided the Regulations contained in Table 'F' in Schedule I to the Companies Act, 2013 shall apply to the Company.

Interpretation

I. 1. In these regulations—

- a) “The Act” means the Companies Act, 2013,
- b) “The Seal” means the common seal of the company.
- c) “The Year” means 1st April to 31st March respectively.

2. 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.

Public Company

3. As per Section 2(71) of the Companies Act, 2013 “Public company” means a company which—

- a) Is not a Private Company
Provided that a Company which is a subsidiary of a Company, not being a Private Company, shall be deemed to be a Public Company for the purpose of this Act even where such Subsidiary Company continues to be a Private Company in its articles;

Share capital and variation of rights

II. 1. Subject to the provisions of the Act and these Articles, the shares 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. Further, provided that the option or right to call of shares shall not be given to any person except with the sanction of the Company in general meeting.

^{*I} *Altered vide resolution passed at the Extra Ordinary General Meeting dated July 3, 2023.*

2. (i) 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,—
- (a) one certificate for all his shares without payment of any charges; or
 - (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (ii) The Company agrees to issue certificates within fifteen days of the date of lodgement of transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies or to issue within fifteen days of such lodgement for transfer, Pucca Transfer Receipts in denominations corresponding to the market units of trading autographically signed by a responsible official of the Company and bearing an endorsement that the transfer has been duly approved by the Directors or that no such approval is necessary;
- (iii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
- (iv) 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.
3. (i) 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 the 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.
- (ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.
4. 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.
5. (i) 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.
- (i) 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.
- (ii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.
6. (i) 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.
- (ii) 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.

7. 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
8. 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.
9. Where at any time Company having Share Capital proposes to increase its subscribed capital by the issue of further Shares, such shares shall be offered in compliance with the relevant provisions of the Companies Act, 2013 and any other applicable law.

10.

DEMATERIALISATION OF SHARES

- I. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its shares, debentures and other securities and to offer any shares, debentures or other securities proposed to be issued by it for subscription in a dematerialized form and on the same being done, the Company shall further be entitled to maintain a Register of Members/ Debenture holders/ other security holders with the details of members/debenture holders/ other securities both in materialized and dematerialized form in any medium as permitted by the Act.
- II. Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities in electronic form with a Depository. If a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its records the name of the allottee as the Beneficial Owner of the Security.
- III. Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears as the beneficial owner of the shares, debentures and other securities in the records of the Depository as the absolute owner thereof as regards receipt of dividends or bonus on shares, interest/premium on debentures and other securities and repayment thereof or for service of notices and all or any other matters connected with the Company and accordingly the Company shall not (except as ordered by the Court of competent jurisdiction or as by law required and except as aforesaid) be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such shares, debentures or other securities as the case may be, on the part of any other person whether or not it shall have express or implied notice thereof.
- IV. In the case of transfer of shares, debentures or other securities where the Company has not issued any certificates and where such shares, debentures or other securities are being held in an electronic and fungible form, the provisions of the Depositories Act, shall apply.
Provided that in respect of the shares and securities held by the depository on behalf of a beneficial owner, provisions of Section 9 and any other applicable section as amended of the Depositories Act shall apply so far as applicable.
- V. Every Depository shall furnish to the Company, information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws of the Depository and the Company on that behalf.
- VI. Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in electronic form so far as they apply to shares in physical form subject however to the provisions of the Depositories Act.

Lien

11. (i) The company shall have a first and paramount lien—

(a) 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

(b) 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.

Every 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 fixed time in respect of such shares.

(ii) 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.

12. 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—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) 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.

13. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) 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.

14. (i) 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.

(ii) 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

15. (i) 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.

(ii) 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.

(iii) A call may be revoked or postponed at the discretion of the Board.

16. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid in installments.

17. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
18. (i) 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.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
19. (i) 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.
- (ii) 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.
20. The Board—
- (a) 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
- (b) 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

21. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- (ii) 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.
22. The Board may, subject to the right of appeal conferred by section 58 decline to register—
- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the company has a lien.
- (c) Provided however that the Company will not decline to register or acknowledge any transfer of shares on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.
- (d) The common form of transfer shall be used by the Company.
23. The Board may decline to recognise any instrument of transfer unless—
- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- (b) 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
- (c) the instrument of transfer is in respect of only one class of shares.
24. 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

25. (i). 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.
- (ii). 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.

26. (i) 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—
- (a) to be registered himself as holder of the share; or
 - (b) to make such transfer of the share as the deceased or insolvent member could have made.
- (ii) 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.
27. (i) 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.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) 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.
28. 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

29. 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.
30. The notice aforesaid shall—
- (a) 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
 - (b) 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.
31. 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.
32. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
33. (i) 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.
- (ii) 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.

34. (i) 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.
- (ii) 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.
- (iii) The transferee shall thereupon be registered as the holder of the share.
- (iv) 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.
35. 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

36. 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.
37. Subject to the provisions of section 61, the company may, by ordinary resolution,—
- (a) consolidate and divide all or any of its share capital into shares of larger amounts than its existing shares;
 - (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - (d) 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.
38. Where shares are converted into stock,—
- (a) 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.
- (b) 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.
 - (c) 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.

39. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

Capitalization of Profit

40. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

- (a) 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;
- (b) 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.
- (ii) 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—
 - (b) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (c) 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;
 - (d) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
 - (e) 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;
 - (f) The board shall give effect to the resolution passed by the company in pursuance of this regulation

41. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

- (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and (b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power—
 - (a) 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
 - (b) 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 capitalization, 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 capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.
- (iv) Capital 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.

Buy-back of shares

42. 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

43. All general meetings other than annual general meeting shall be called extra-ordinary general meeting.
44. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) 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

45. (i) 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.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
46. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
47. 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.
48. 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

49. (i) 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.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) 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.
- (iv) 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

50. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
- (a) on a show of hands, every member present in person shall have one vote; and
- (b) 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.

51. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
52. (i) 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.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
53. 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.
54. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
55. 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.
56. (i) 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.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

57. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized 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.
58. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
59. 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

60. The number of 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 First Directors of the Company are:

1. Herga Poornachandra Kedilaya
2. Yermal Giridhar Rao

61. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
(ii) 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—
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
- (b) in connection with the business of the company.
62. The Board may pay all expenses incurred in getting up and registering the company.
63. 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.
64. 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.
65. 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.
66. (i) 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.
- (ii) 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.

67. MANAGING DIRECTOR(S)/WHOLE TIME DIRECTOR(S)/KEY MANAGERIAL PERSONNEL

The Managing Director or Whole Time Director shall be appointed in compliance with the provisions of Companies Act, 2013 and any other applicable law in force.

68. Powers and duties of Managing Director or whole-time Director

The Managing Director/Whole-time Director shall be subject to the supervision, control and direction of the Board and subject to the provisions of the Act, exercise such powers as are exercisable under these presents by the Board of Directors, as they may think fit and confer such power for such time and to be exercised as they may think expedient and they may confer such power either collaterally with or to the exclusion of any such substitution for all or any of the powers of the Board of Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any such powers. The Managing Directors/whole-time Directors may exercise all the powers entrusted to them by the Board of Directors in accordance with the Board's direction.

Proceedings of the Board

69. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

70. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
71. 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.
72. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii) 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.
73. (i) 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.
- (ii) 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
74. (i) A committee may elect a Chairperson of its meetings.
- (ii) 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.
75. (i) A committee may meet and adjourn as it thinks fit.
- (ii) 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.
76. 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.
77. 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

78. Subject to the provisions of the Act,—
- (a) 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 the chief financial officer so appointed may be removed by means of a resolution of the Board;
- (b) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
79. 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

- 80.** (i) The Board shall provide for the safe custody of the seal

(ii) 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

- 81.** The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

- 82.** 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.

- 83.** (i) 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 equalising 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, thinks fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

- 84.** (i) 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.

(ii) 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.

(iii) 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.

- 85.** 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.

- 86.** (i) 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.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

- 87.** 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.

- 88.** 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.

89. No dividend shall bear interest against the company.

Provided however that no amount outstanding as unclaimed dividends shall be forfeited unless the claim becomes barred by law.

Accounts

90. (i) 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.

(ii) 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

91. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(a) 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.

(b) 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.

(c) 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

92. 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 XII: 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 our Company or contracts entered into more than two (2) years before the date of the prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which have been attached to the copy of the prospectus delivered to the RoC for filing, and also the documents for inspection referred to hereunder, may be inspected at our Registered Office at Sy. No. 2, Khatha No. 145, Hoysala Main Road, Pillappa Industrial Layout, Srigandhadakavalu, Sunkadakatte, Viswaneedam, Bangalore, North Bangalore, Karnataka – 560091, India between 10.00 a.m. to 5.00 p.m. (IST) on all working days and will also be available at the website of our company www.presstonic.com from the date of the prospectus until issue closing date.

A. Material Contracts to the Issue

1. Issue Agreement dated September 07, 2023 entered into among our Company and the Lead Manager.
2. Agreement dated September 06, 2023 entered into among our Company and the Registrar to the Issue.
3. Tripartite Agreement dated September 04, 2023 entered into among our Company, NSDL and the Registrar to the Issue.
4. Tripartite Agreement dated August 29, 2023 entered into among our Company, CDSL and the Registrar to the Issue.
5. Banker to the Issue Agreement November 08, 2023 among our Company, the Lead Manager, Banker to the Issue and the Registrar to the Issue.
6. Market Making Agreement dated December 01, 2023 between our Company, the Lead Manager and the Market Maker.
7. Underwriting Agreement dated December 01, 2023 between our Company and the Lead Manager.

B. Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company.
2. Certificate of Incorporations of our Company dated March 23, 2021 and July 31, 2023 issued by Registrar of Companies.
3. Resolution of the Board of Directors of our Company and Equity Shareholders of our Company dated August 14, 2023 and August 14, 2023 respectively, authorizing the Issue and other related matters.
4. Copies of Audited Financial Statements of our Company for the period ended September 30, 2023 and for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021.
5. Peer Review Auditors Report dated November 27, 2023 on Restated Financial Statements of our Company for the period ended September 30, 2023 and for the financial year ended March 31, 2023, March 31, 2022 and March 31, 2021.
6. Copy of Statement of tax benefits dated November 27, 2023 from the Statutory Auditor included in this prospectus.
7. Consents of Promoters, Directors, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditors, Peer Review Auditor, Legal Advisor to the Issue, Banker to the Issue & Sponsor Bank, Lead Manager, Registrar to the Issue, Underwriter and Market Maker to include their names in the prospectus to act in their respective capacities.
8. In-principle listing approval dated November 30, 2023 from National Stock Exchange of India Limited for listing the Equity Shares on the EMERGE Platform of NSE.
9. Due Diligence certificate dated December 05, 2023 submitted to SEBI after filing the prospectus with RoC.

Any of the contracts or documents mentioned in this prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this 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 prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Sd/-

Herga Poornachandra Kedilaya

Managing Director

DIN: 09120129

Date: December 05, 2023

Place: Bangalore

DECLARATION

I certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this 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 prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Sd/-

Yermal Giridhar Rao

Joint Managing Director and Chief Financial Officer
DIN: 09120130

Date: December 05, 2023

Place: Bangalore

DECLARATION

I certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this 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 prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Sd/-

Kodipadi Yerkadithaya Supriya Murthy

Non-Executive Director

DIN: 10191903

Date: December 05, 2023

Place: Bangalore

DECLARATION

I certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this 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 prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Sd/-

Vidyalakshmi Rao
Non-Executive Director
DIN: 10191959

Date: December 05, 2023

Place: Bangalore

DECLARATION

I certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this 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 prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Sd/-

Nagendra Dattathreya Rao
Independent Director
DIN: 05100840

Date: December 05, 2023
Place: Bangalore

DECLARATION

I certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this 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 prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Sd/-

Jyotsna Rajsekar Belliappa

Independent Director

DIN: 07241358

Date: December 05, 2023

Place: Bangalore

DECLARATION

I certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this 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 prospectus are true and correct.

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER OF OUR COMPANY:

Sd/-

Sudha Gajanana Hegde
Company Secretary & Compliance Officer

Date: December 05, 2023

Place: Bangalore