



[Scan this QR code to view the Prospectus]



**ABHA POWER AND STEEL LIMITED**  
Corporate Identity Number: U27102CT2004PLC016654

Registered Office		Contact Person	Email and Telephone	Website
Silpahari Industrial State, Bilaspur, Chhattisgarh, India - 495001		Pratibha Patel, Company Secretary and Compliance Officer	Email Id: cs@abhacast.com Tel No: +91 93022 21587	www.abhacast.com
<b>PROMOTERS OF THE COMPANY: SUBHASH CHAND AGRAWAL, ANKIT AGRAWAL, ATISH AGRAWAL, SATISH KUMAR SHAH, LEELA DEVI AGRAWAL AND SUNFLOWER COMMOTRADE PRIVATE LIMITED</b>				
<b>DETAILS OF THE OFFER</b>				
Type	Fresh Offer Size (In ₹ Lakhs)	OFS Size (In ₹ Lakhs)	Total Offer Size (In ₹ Lakhs)	Eligibility
Fresh Offer and Offer for Sale	41,39,200 equity shares of ₹ 10/- each aggregating to ₹3,104.40	10,00,000 equity shares of ₹ 10/- each aggregating to ₹750.00	51,39,200 equity shares of ₹ 10/- each aggregating to ₹3,854.40	The Issue is being made pursuant to Regulation 229(2) of SEBI ICDR Regulations, as the Company's post issue face value capital exceed ₹10.00 Crores

DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDER AND THEIR AVERAGE COST OF ACQUISITION			
Name	Type	Number of shares offered / amount in ₹	Weighted Average Cost of Acquisition in ₹ per Equity Share
Subhash Chand Agrawal	Promoter	10,00,000 Equity Shares at ₹10 each	3.84

**RISK IN RELATION TO THE FIRST OFFER**

The face value of the Equity Shares is ₹ 10 each and the Offer Price is 7.5 times of the face value of the Equity Shares. The Offer Price (determined and justified by our Company in consultation with the Lead Manager as stated in "Basis for Offer Price" on page 92 of this Prospectus) 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 or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Offer 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 Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares issued in the Offer 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 26 of this Prospectus.

**ISSUER'S AND SELLING SHAREHOLDER'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 Offer, which is material in the context of the Offer, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that 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.

Further, the Selling Shareholder accept responsibility for and confirm only those statements specifically made or confirmed by such Selling Shareholder in this Prospectus to the extent of information specifically pertaining to itself and its respective portion of the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. The Selling Shareholder assume no responsibility for any other statements in this Prospectus, including, inter alia, any of the statements made by or relating to our Company or its business or any other Selling Shareholder.


**LISTING**

The Equity Shares Issued through this Prospectus is proposed to be listed on the SME Platform of NSE Emerge. Our Company has received an in-principle approval letter dated October 28, 2024 from NSE Emerge for using its name in this issue document for listing our shares on the SME Platform of the NSE Emerge. For the purpose of this Issue, the Designated Stock Exchange will be NSE Emerge ("NSE").

**LEAD MANAGER TO THE OFFER**

Name and Logo	Contact Person	Email & Telephone
 Horizon Management Private Limited	Mr. Manav Goenka	Email: smeipo@horizon.net.co Tel No.: +91 334 600 0607

**REGISTRAR TO THE OFFER**

Name and Logo	Contact Person	Email & Telephone
 Skyline Financial Services Private Limited	Mr. Anuj Kumar	Tel: +91-11-40450193-197 E-mail: ipo@skylinerta.com

**OFFER PROGRAMME**

OFFER OPENS ON: WEDNESDAY, 27 NOVEMBER, 2024	OFFER CLOSES ON: FRIDAY, 29 NOVEMBER, 2024
--	--



[Scan this QR code to view the Prospectus]



**ABHA POWER AND STEEL LIMITED**

Our Company was incorporated as "Abha Power and Steel Private Limited", a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated May 27, 2004, issued by the Registrar of Companies, Chhattisgarh. Our Company was converted into a public limited company pursuant to a resolution passed by our Shareholders at an extraordinary general meeting held on March 30, 2024, and a fresh certificate of incorporation dated June 5, 2024, was issued by the Assistant Registrar of Companies, Central Processing Centre, consequent upon conversion, recording the change in the name of our Company to 'Abha Power and Steel Limited'. For further details in relation to the change in the name and registered office of our Company, see "**History and Certain Corporate Matters**" beginning on page 138.

**Registered Office:** Silpahri Industrial State, Bilaspur, Chhattisgarh, India - 495001

**Tel:** +91 93022 21587; **E-mail:** cs@abhacast.com; **Website:** [www.abhacast.com](http://www.abhacast.com); **Contact Person:** Pratibha Patel, Company Secretary and Compliance Officer  
**Corporate Identity Number:** U27102CT2004PLC016654

**PROMOTERS OF THE COMPANY: SUBHASH CHAND AGRAWAL, ANKIT AGRAWAL, ATISH AGRAWAL, SATISH KUMAR SHAH, LEELA DEVI AGRAWAL AND SUNFLOWER COMMOTRADE PRIVATE LIMITED**

**INITIAL PUBLIC OFFER OF 51,39,200 EQUITY SHARES OF ₹ 10 EACH ("EQUITY SHARES") OF ABHA POWER AND STEEL LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ 75/- PER SHARE (THE "ISSUE PRICE"), AGGREGATING TO ₹ 3,854.40 LAKHS ("THE ISSUE"), CONSISTING OF FRESH ISSUE OF 41,39,200 EQUITY SHARES AGGREGATING TO ₹ 3,104.40 LAKHS AND AN OFFER FOR SALE OF 10,00,000 EQUITY SHARES BY SUBHASH CHAND AGRAWAL ("THE PROMOTERS SELLING SHAREHOLDER" OR "THE SELLING SHAREHOLDER") AGGREGATING TO ₹ 750.00 LAKHS ("OFFER FOR SALE"), OF WHICH 2,62,400 EQUITY SHARES OF ₹ 10 EACH WILL BE RESERVED FOR SUBSCRIPTION BY AGGREGATING MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THAN THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 48,76,800 EQUITY SHARES OF ₹10 EACH IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 27.65% AND 26.24% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY**

THIS OFFER IS BEING MADE IN TERMS OF CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE "SEBI (ICDR) REGULATIONS"), AS AMENDED. IN TERMS OF RULE 19(2)(b) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED, THIS IS AN OFFER FOR AT LEAST 25% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET ISSUE TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253 OF THE SEBI (ICDR) REGULATIONS, AS AMENDED. FOR FURTHER DETAILS, SEE "**OFFER PROCEDURE**" ON PAGE 250 OF THE PROSPECTUS.

All potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details of the irrespective bank accounts and / or UPI IDs, in case of RIIs, if applicable, which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. A copy will be delivered for registration to the Registrar of Companies as under Section 26 and Section 28 of the Companies Act, 2013. For details in this regards, specific attention is invited to "**Offer Procedure**" on page 250. A copy of the Prospectus will be delivered for registration to the Registrar of companies as required under Section 26 of the Companies Act, 2013.

**RISK IN RELATION TO THE FIRST OFFER**

This being the first Public Offer of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹10/-. The Offer Price (as determined by our Company in consultation with the Lead Manager as stated in "**Basis for Offer Price**" beginning on page 92 of this Prospectus) 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 or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this 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 Equity Shares in the Offer have neither been recommended nor approved by Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this Prospectus. Specific attention of the investors is invited to the section titled "**Risk Factors**" beginning on page 26.

**ISSUER'S AND SELLING SHAREHOLDER'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 Offer which is material in the context of the Offer, 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. Further, the Selling Shareholder assume responsibility that this Prospectus contains all information about himself as a Selling Shareholder in the context of the Offer for Sale and further assumes responsibility for statements in relation to them included in this Prospectus

**LISTING**

The Equity Shares issued through the Prospectus are proposed to be listed on the SME Platform of NSE Emerge. Our Company has received 'in-principle' approval from NSE for the listing of the Equity Shares pursuant to letter dated October 28, 2024. For the purposes of the Offer, the Designated Stock Exchange shall be NSE Emerge.

**LEAD MANAGER TO THE OFFER**



**Horizon Management Private Limited**  
19 R N Mukherjee Road, Main Building,  
2nd Floor, Kolkata- 700 001, West Bengal, India.  
**Telephone:** +91 334 600 0607  
**Facsimile:** +91 334 600 0607  
**Email ID:** smeipo@horizon.net.co  
**Website:** [www.horizonmanagement.in](http://www.horizonmanagement.in)  
**Investor Grievance ID:** investor.relations@horizon.net.co  
**Contact Person:** Manav Goenka  
**SEBI Registration Number:** INM000012926

**REGISTRAR TO THE OFFER**



**Skyline Financial Services Private Limited**  
D-153 A, 1st Floor, Okhla Industrial Area,  
Phase - I, New Delhi-110020  
**Tel:** +91-11-40450193-197  
**Email ID:** ipo@skylinerta.com  
**Investor Grievance Email ID:** grievances@skylinerta.com  
**Contact Person:** Anuj Kumar  
**Website:** [www.skylinerta.com](http://www.skylinerta.com)  
**SEBI Regn. No.:** INR000003241

**OFFER PROGRAMME**

**OFFER OPENS ON: WEDNESDAY, 27 NOVEMBER, 2024**

**OFFER CLOSES ON: FRIDAY, 29 NOVEMBER, 2024**



[Scan this QR code to view the Prospectus]

## **TABLE OF CONTENTS**

<b>SECTION I – GENERAL .....</b>	<b>1</b>
<b>DEFINITIONS AND ABBREVIATIONS .....</b>	<b>1</b>
<b>CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION.....</b>	<b>15</b>
<b>FORWARD-LOOKING STATEMENTS .....</b>	<b>17</b>
<b>SUMMARY OF THE PROSPECTUS .....</b>	<b>19</b>
<b>SECTION II – RISK FACTORS.....</b>	<b>26</b>
<b>SECTION III: INTRODUCTION.....</b>	<b>49</b>
<b>THE OFFER .....</b>	<b>49</b>
<b>SUMMARY OF FINANCIAL STATEMENTS .....</b>	<b>51</b>
<b>GENERAL INFORMATION .....</b>	<b>54</b>
<b>CAPITAL STRUCTURE.....</b>	<b>63</b>
<b>OBJECTS OF THE OFFER.....</b>	<b>76</b>
<b>BASIS FOR THE OFFER PRICE .....</b>	<b>92</b>
<b>STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS .....</b>	<b>98</b>
<b>SECTION IV – ABOUT OUR COMPANY .....</b>	<b>101</b>
<b>INDUSTRY OVERVIEW .....</b>	<b>101</b>
<b>BUSINESS OVERVIEW.....</b>	<b>108</b>
<b>KEY REGULATIONS AND POLICIES.....</b>	<b>130</b>
<b>HISTORY AND CERTAIN CORPORATE MATTERS .....</b>	<b>138</b>
<b>OUR MANAGEMENT .....</b>	<b>143</b>
<b>OUR PROMOTERS AND PROMOTER GROUP.....</b>	<b>155</b>
<b>OUR GROUP COMPANIES.....</b>	<b>161</b>
<b>DIVIDEND POLICY .....</b>	<b>163</b>
<b>SECTION V – FINANCIAL INFORMATION.....</b>	<b>164</b>
<b>RESTATED FINANCIAL STATEMENTS .....</b>	<b>164</b>
<b>OTHER FINANCIAL INFORMATION.....</b>	<b>203</b>
<b>FINANCIAL INDEBTEDNESS .....</b>	<b>204</b>
<b>CAPITALISATION STATEMENT .....</b>	<b>210</b>
<b>MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS .....</b>	<b>211</b>
<b>SECTION VI – LEGAL AND OTHER INFORMATION.....</b>	<b>220</b>
<b>OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS.....</b>	<b>220</b>
<b>GOVERNMENT AND OTHER APPROVALS.....</b>	<b>224</b>
<b>OTHER REGULATORY AND STATUTORY DISCLOSURES .....</b>	<b>229</b>
<b>SECTION VII – OFFER INFORMATION .....</b>	<b>240</b>
<b>TERMS OF THE OFFER.....</b>	<b>240</b>
<b>OFFER STRUCTURE .....</b>	<b>248</b>
<b>OFFER PROCEDURE.....</b>	<b>250</b>
<b>RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES .....</b>	<b>281</b>
<b>SECTION VIII – DESCRIPTION OF EQUITY SHARES AND MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION.....</b>	<b>283</b>
<b>MAIN ARTICLES OF ARTICLES OF ASSOCIATION .....</b>	<b>283</b>
<b>SECTION IX – OTHER INFORMATION .....</b>	<b>293</b>
<b>MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION .....</b>	<b>293</b>
<b>DECLARATION .....</b>	<b>295</b>

## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

*This Prospectus uses certain definitions and abbreviations which, unless otherwise specified or the context otherwise indicates, requires or implies, shall have the meanings as provided below. References to any legislation, act, regulations, rules, guidelines, policies, circulars, notifications or clarifications shall be deemed to include all amendments, supplements, re-enactments and modifications thereto from time to time, and any reference to a statutory provision shall include any subordinate legislation framed from time to time thereunder. In the event of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined hereinafter), the following definitions shall prevail.*

*Unless the context otherwise indicates, all references to "**the Company**", "**our Company**" and the "**Offeror**" are references to Abha Power and Steel Limited incorporated in India under the Companies Act, 1956 with its registered office Silpahri Industrial State, Bilaspur, Chattisgarh – 495 001, India. Furthermore, unless the context otherwise indicates, all references to the terms "**we**", "**us**" and "**our**" refers to our Company.*

*The words and expressions used in this Prospectus but not defined herein will have, to the extent applicable, the same meaning ascribed to such terms under the SEBI ICDR Regulations, the Companies Act, 2013, the SCRA, the Depositories Act and the rules and regulations framed thereunder. Notwithstanding the foregoing, the terms used in "**Industry Overview**", "**Key Regulations and Policies in India**", "**Statement of Special Tax Benefits**", "**Basis for the Offer Price**", "**Financial Information**", "**Outstanding Litigation and Material Developments**" and "**Description of Equity Shares and Terms of the Articles of Association**" beginning on pages 101, 130, 98, 92, 164, 220 and 283, respectively, will have the meaning ascribed to them in the relevant section.*

#### Company Related Terms

Term	Description
Additional Director	An additional Director of our Company
AoA/Articles of Association / Articles	The articles of association of our Company, as amended
Audit Committee	The audit committee of our Company, as described in " <b>Our Management</b> " beginning on page 143.
Auditor or Statutory Auditor	The statutory auditor of our Company, being N B T and Co, Chartered Accountants
Banker to our Company	The Banker to our Company being ICICI Bank Ltd
Board / Board of Directors	The board of directors of our Company, or a duly constituted committee thereof
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company as mentioned in the chapter titled " <b>General Information</b> " beginning on page 54.
Company Secretary and Compliance Officer	Pratibha Patel, the Company Secretary and Compliance Officer of our Company
CIN / Corporate Identification Number	U27102CT2004PLC016654
Director(s)	The director(s) on the Board of our Company as described in " <b>Our Management</b> " beginning on page 143.
Depositories Act	The Depositories Act, 1996, as amended from time to time
Depositories	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL)
Equity Shares/ Shares	The equity shares of our Company of face value of ₹10 each
Executive Director(s)	Whole-time directors/ executive directors on our Board
Group Companies	In terms of SEBI ICDR Regulations, the term 'group companies' includes companies (other than our Subsidiaries) with which there were related party transactions in accordance with applicable accounting standard as disclosed in the Restated Financial Statements and such other companies as considered material by our Board in accordance with the Materiality Policy, and as identified in " <b>Our Group Companies</b> " beginning on page 161.



Term	Description
Independent Director(s)	An Independent Director as defined under Section 2(47) of the Companies Act, 2013 and as defined under the Listing Regulations
ISIN	International Securities Identification Number, being INE0UYG01015.
Key Managerial Personnel/ KMP	Key managerial personnel of our Company in terms of Regulation 2(1) (bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013 and as disclosed in " <b>Our Management</b> " beginning on page 143.
Materiality Policy	The policy adopted by our Board on June 28, 2024 for identification of material outstanding litigation and material dues outstanding to creditors in respect of our Company, pursuant to the disclosure requirements under the SEBI ICDR Regulations
MoA/Memorandum / Memorandum of Association	The memorandum of association of our Company, as amended
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, as described in " <b>Our Management</b> " beginning on page 143.
Non-executive Director(s)	The Non-executive Director(s) of our Company i.e. a Director not being an Executive Director
Promoters	The promoters of our Company, namely: Subhash Chand Agrawal, Satish Kumar Shah, Ankit Agrawal, Atish Agrawal, Leela Devi Agrawal and Sunflower Commotrade Private Limited as disclosed in " <b>Our Promoters and Promoter Group</b> " beginning on page 155.
Promoter Group	The entities and persons constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in " <b>Our Promoters and Promoter Group</b> " beginning on page 155.
Registered Office	The registered office of our Company, situated at Silpahri Industrial State, Bilaspur, Chattisgarh – 495 001, India.
Registrar of Companies or RoC	The Registrar of Companies, Chhattisgarh.
Restated Financial Information/ Restated Financial Statements	The restated audited standalone financial information of our Company which comprises of the restated balance sheet, the restated profit and loss and the restated cash flow information as at and for the period ended on October 15, 2024 for the year ended March 31, 2024, March 31, 2023 and March 31, 2022, together with the annexures and the notes thereto, which have been prepared in accordance with the Companies Act, the applicable Accounting Standards and restated in accordance with the SEBI (ICDR) Regulations
Shareholders	The holders of the Equity Shares, from time to time
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Board as described in " <b>Our Management</b> " beginning on page 143.
Whole-time Director(s)	Director(s) in the whole-time employment of our Company

#### Offer Related Terms

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by the SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the respective Designated Intermediary(ies) to an Applicant as proof of registration of the Application Form
Addendum	The Addendum dated October 24, 2024 to the Draft Prospectus dated July 03, 2024 filed by our Company with NSE.
Allocation/ Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Fresh Offer of Equity Shares to the retail individual investors and other than retail individual investors, including corporate bodies or institutions.
Allotment / Allot / Allotted	Unless the context otherwise requires, allotment of the Equity Shares

Term	Description
Allotment Advice	pursuant to the Fresh Offer to the successful Applicants The note or advice or intimation of Allotment, sent to each successful Applicant who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
Allottee(s)	A successful Applicant to whom the Equity Shares are Allotted
Applicant/ Investor	A prospective investor who makes an application for Equity Shares of our Company in terms of the Prospectus and Application forms.
Application	An indication to make an application during the Offer Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Offer Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations
Application Form	The Form (with and without the use of UPI, as may be applicable), in terms of which the prospective investors shall apply for our Equity Shares in the Offer.
Application Supported by Blocked Amount or ASBA	An application (whether physical or electronic) by an ASBA Applicant to make an application authorizing the relevant SCSB to block the Application Amount in the relevant ASBA Account and will include application made by RIIs using the UPI Mechanism, where the Application amount will be blocked upon acceptance of UPI Mandate Request by RIIs
ASBA Account	A bank account maintained with an SCSB by an ASBA Applicant, as specified in the ASBA Form submitted by ASBA Applicants for blocking the Application Amount mentioned in the relevant ASBA Form and includes a bank account maintained by an RII linked to a UPI ID, which is blocked upon acceptance of a UPI Mandate Request made by the RII using the UPI Mechanism
ASBA Applicant	Any prospective investors in this Offer who apply for Equity Shares of our Company through the ASBA process in terms of this Prospectus and the ASBA Form.
ASBA Form	An application form, whether physical or electronic, used by ASBA Applicants to submit Application through the ASBA process, which will be considered as the application for Allotment in terms of the Draft Prospectus and this Prospectus
Banker(s) to the Company	Such banks which are disclosed as Banker(s) to our Company in the chapter titled " <b>General Information</b> " on page 54.
Banker(s) to the Offer	Collectively, the Escrow Collection Bank(s), Refund Bank, Public Offer Account Bank and the Sponsor Bank and in this issue being HDFC Bank Limited
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Offer, as described in " <b>Offer Procedure</b> " beginning on page 250.
Business Day	Any day on which commercial banks are open for the business.
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 of the Beneficiary Account.
Collection Centers	Broker Centers notified by NSE where 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 EMERGE platform of NSE.
Circular's on Streamlining of Public Issues	Circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 amended by circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, circular

Term	Description
	(SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019 and circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019 and any subsequent circulars issued by SEBI in this regard.
Client ID	The client identification number maintained with one of the Depositories in relation to demat account
Collecting Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms.
Collecting Depository Participant / CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Application Forms at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
“Collecting Registrar and Share Transfer Agent” / “CRTAs”	Registrar to an Issue and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
“Controlling Branches”/ “Controlling Branches of the SCSBs”	Such branches of the SCSBs which co-ordinate Application Forms by the ASBA Applicants with the Registrar to the Issue and NSE and a list of which is available at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicant such as their address, PAN, occupation, bank account details and UPI ID (as applicable)
Depositories	National Securities Depositories Limited (NSDL) and Central Depository Services Limited (CDSL) or any other Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time.
Depository Participant/ DP	A depository participant registered with SEBI under the Depositories Act.
Designated CDP Locations	Such centre of the CDPs where applicant can submit the ASBA For The details of such Designated CDP Locations, along with names and contact details of the CDPs eligible to accept ASBA Forms are available on the website of NSE.
Designated Market Maker	Giriraj Stock Broking Private 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 by amendment to SEBI ICDR Regulations.
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account to the Public Offer Account or the Refund Account, as the case may be, and/or the instructions are issued to the SCSBs (in case of RIIs using the UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of the Draft Prospectus and this Prospectus after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares will be Allotted in the Offer
Designated Intermediary(ies)	In relation to ASBA Forms submitted by RIIs (not using the UPI Mechanism) by authorising an SCSB to block the Application Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs.  In relation to ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism, Designated Intermediaries shall

Term	Description
	mean Syndicate, sub-Syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs.
	In relation to ASBA Forms submitted by QIBs and Non-Institutional Applicants, Designated Intermediaries shall mean Syndicate, sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where applicant can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the NSE.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> or at such other website as may be prescribed by SEBI from time to time
Draft Prospectus	The draft prospectus dated July 03, 2024 issued in accordance with the SEBI ICDR Regulations.
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible FPI(s)	FPIs from such jurisdictions outside India where it is not unlawful to make an Offer / invitation under the Offer and in relation to whom the Application Form and this Prospectus constitutes an invitation to subscribe to the Equity Shares
Eligible NRI(s)	NRI(s) eligible to invest under Schedule 3 and Schedule 4 of the FEMA Rules from jurisdictions outside India where it is not unlawful to make an Offer or invitation under the Offer and in relation to whom the Application Form and this Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares
EMERGE Platform of NSE / SME Exchange / Stock Exchange / NSE EMERGE	The Emerge Platform of NSE, approved by SEBI as an SME Exchange for listing of equity shares offered under Chapter IX of the SEBI (ICDR) Regulations.
Escrow Account(s)	Account opened with the Escrow Collection Bank(s) and in whose favour the Investors will transfer money through direct credit/NEFT/RTGS/ NACH in respect of the Applicant Amount.
Escrow Agreement	An agreement to be entered among our Company, the Registrar to the Issue, the Escrow Collection Bank(s), Refund Bank(s) and the Lead Manager for the collection of Application Amounts and where applicable, for remitting refunds, on the terms and conditions thereof.
Escrow Collection Bank(s)	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom the Escrow Accounts will be opened, in this case being HDFC Bank Limited.
Escrow Collection Bank(s)	Bank(s) which are clearing members and registered with SEBI as banker(s) to an offer, under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, and with whom the Escrow Account in relation to the Offer will be opened
FII/ Foreign Institutional Investors	Foreign Institutional Investor as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First Applicant / Sole Applicant	Applicant whose name shall be mentioned in the Application Form or the Revision Form and in case of joint Applications, whose name shall also appear as the first holder of the beneficiary account held in joint names
Foreign Portfolio Investors	Foreign Portfolio Investor as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019.
Fraudulent Borrower	A person or an entity who or which is categorized as a fraudulent borrower by any bank or financial institution (as defined under the

Term	Description
	Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the Reserve Bank of India
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
Fresh Offer	Fresh Offer of 41,39,200 Equity Shares of ₹10 each fully paid-up of our Company for cash at a price of ₹75/- per Equity Share (including premium of ₹65/- per Equity Share) aggregating to ₹ 3,104.40 Lakhs.
General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any Offer related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the Offer Document.
General Information Document or GID	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the LM
LM / Lead Manager	Lead Manager to the Offer, in this case being Horizon Management Private Limited.
Listing Agreement	The Listing Agreement to be signed between our Company and EMERGE Platform of NSE (NSE EMERGE).
Lot Size	The Market lot and Trading lot for the Equity Share is 1600 and in multiples of 1600 thereafter; subject to a minimum allotment of 1600 Equity Shares to the successful applicants.
Mandate Request	Mandate Request means a request initiated on the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
Market Maker	Market Maker appointed by our Company from time to time, in this case being Giriraj Stock Broking Private Limited 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 to be entered between our Company, Lead Manager and Market Maker.
Market Maker Reservation Portion	2,62,400 Equity Shares of ₹10 each fully paid-up of our Company for cash at a price of ₹75/- per Equity Share (including premium of ₹65/- per Equity Share) aggregating to ₹ 196.80 Lakhs
MSME	Micro Small and Medium Enterprises
Mutual Fund(s)	Mutual fund(s) registered with SEBI pursuant to SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
National Stock Exchange of India Limited	NSE India
Minimum Promoters' Contribution	Aggregate of 20% of the fully diluted Post- Offer Equity Share capital of our Company held by our Promoters which shall be provided towards minimum promoters of 20% and locked-in for a period of three years from the date of Allotment.
Mobile App(s)	The mobile applications listed on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognise&amp;dFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognise&amp;dFpi=yes&amp;intmId=40</a> or such other website as may be updated from time to time, which may be used by RIIs to submit Applications using the UPI Mechanism
Mutual Fund	A Mutual Fund registered with SEBI under the SEBI (Mutual Funds)

Term	Description
	Regulations, 1996, as amended.
Net Offer	The Offer less the Market Maker reservation portion
Net Proceeds	Proceeds of the Fresh Issue less Offer Expenses. For further details, see " <b>Objects of the Offer</b> " beginning on page 76.
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005, of Government of India published in the Gazette of India
Non – Institutional Applicant/Non-Institutional Investors or NIIs	All Applicants including FPIs that are not Qualified Institutional Buyers or Retail Individual Applicants and who have Applied for Equity Shares for a cumulative amount more than ₹200,000 (but not including NRIs other than Eligible NRIs)
Non-Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCI registered with SEBI
OCB / Overseas Corporate Body	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 Offer
Offer/Public Offer/ Offer Size Initial Public Offer / IPO/Offer	Offer of 51,39,200 Equity Shares of ₹10 each for cash at a price of ₹75 per Equity Share (including premium of ₹65 per Equity Share) aggregating to ₹ 3,854.40 lakh, comprising of fresh issue of 41,39,200 Equity Shares of ₹10 each for cash at a price of ₹75/- per Equity Share (including premium of ₹65/- per Equity Share) aggregating to ₹ 3,104.40 lakh by our Company and Offer for Sale of 10,00,000 Equity Shares of ₹10 each for cash at a price of ₹75/- per Equity Share (including premium of ₹65/- per Equity Share) aggregating to ₹ 750.00 lakh by Selling Shareholder, in terms of this Prospectus.
Offer Agreement	The Offer Agreement dated June 28, 2024, between our Company and Lead Manager.
Offer Closing Date	The date on which Offer Closes for Subscription.
Offer for Sale / OFS	The offer for sale of 10,00,000 Equity Shares for cash at a price of ₹75/- per Equity Share (including premium of ₹65/- per Equity Share) aggregating ₹750.00 lakhs by the Selling Shareholder at the Offer Price in terms of the Prospectus.
Offer Opening Date	The date on which Offer Opens for Subscription.
Offer Period	The period between the Offer Opening Date and the Offer Closing Date, inclusive of both days, during which prospective Investors may submit their application.
Offer Price	The price at which Equity Shares are being Offered by our Company being ₹75/- per share.
Offered Shares	Shall mean the Equity Shares offered by the Selling Shareholder in the Offer by way of Offer for Sale.
Offer Proceeds	The proceeds of the Offer as stipulated by the Company. For further information about use of the Offer Proceeds please refer to Section titled " <b>Objects of the Offer</b> " beginning on page 76.
Offered Shares	Shall mean the Equity Shares offered by the Selling Shareholder in the Offer by way of Offer for Sale.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validly constituted and / or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Prospectus	This Prospectus dated November 18, 2024 filed with the RoC in



Term	Description
	accordance with the provisions of Section 26 and 32 of the Companies Act, 2013 and SEBI ICDR Regulations.
Public Offer Account	Bank account opened with the Public Offer Account Bank, under Section 40(3) of the Companies Act, 2013 to receive monies from the Escrow Account(s) and ASBA Accounts on the Designated Date
Public Offer Account Bank/ Public Offer Bank	The bank which is a clearing member and registered with SEBI as a banker to an Offer and with which the Public Offer Account has been opened, in this case being HDFC Bank Limited.
Publicity Guidelines	Publicity Guidelines as mandated under Schedule IX of the ICDR Regulations
Qualified Institutional Buyers /QIBs / QIB Applicants	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Refund Account	The account to be opened with the Refund Bank, from which refunds, if any, of the whole or part of the Application Amount to the Applicants shall be made.
Refund Bank(s)	The Banker(s) to the Offer with whom the Refund Account(s) will be opened
Registered Brokers	Stockbrokers registered with SEBI and the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Applications in terms of the SEBI circular number CIR/CFD/14/2012 dated October 4, 2012 issued by SEBI
Registrar to the Offer or Registrar	The Registrar to the Offer, namely Skyline Financial Services Private Limited.
Registrar Agreement	Agreement dated June 28, 2024, entered by and amongst our Company and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar pertaining to the Offer
Registrar and Share Transfer Agent / RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications from relevant Applicants at the Designated RTA Locations as per the list available on the websites of BSE and NSE, and the UPI Circulars
Retail Individual Investors or RIIs	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2 lakhs.
Retail Portion	Portion of the Offer being not more than 50% of the Net Offer consisting of 24,38,400 Equity Shares which shall be available for allocation to Retail Individual Applicants (subject to valid Applications being received at or above the Offer Price), which shall not be less than the minimum Application Lot subject to availability in the Retail Portion
Revision Form	Form used by the Applicants to modify the quantity of the Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s), as applicable.
	QIB Applicants and Non-Institutional Applicants are not allowed to withdraw or lower their Applications (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Applicants can revise their Applications during the Offer Period and withdraw their Applications until Offer Closing Date
Self-Certified Banks/SCSBs	Syndicate A bank registered with SEBI under SEBI (Bankers to an Issue) Regulations, 1994 and offer services in relation to ASBA a list of which is available on website of SEBI <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a>
Share Escrow Agent	Share Escrow Agent appointed pursuant to the Share Escrow Agreement
Share Escrow Agreement	Agreement to be entered into between the Selling Shareholder, our Company, the Escrow Agent and the Lead Manager in connection with

Term	Description
	the transfer of Equity Shares under the Offer for Sale by the Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees.
SME Exchange	EMERGE platform of NSE (NSE EMERGE).
Specified Locations	Application Centres where the Syndicate shall accept Application Forms
Sponsor Bank(s)	HDFC Bank Limited, being a Banker to the Offer, appointed by our Company 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 RIIs using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars
Stock Exchange	The SME Platform of NSE Emerge
TRS / Transaction Registration Slip	The slip or document issued by the Designated Intermediary (only on demand), to the Applicant, as proof of registration of the Application Form.
Underwriter(s)	Horizon Management Private Limited
Underwriting Agreement	Agreement to be entered amongst our Company and the Underwriters to be entered into on or after the Pricing Date but prior to filing of the Prospectus with the RoC, dated November 12, 2024.
UPI	Unified Payments Interface, which is an instant payment mechanism, developed by NPCI
UPI Applicant	Collectively, individual investors applying as RIBs in the Retail Portion, and individuals applying as Non-Institutional Investors with a Application Amount of up to ₹5,00,000 in the Non-Institutional Portion by using the UPI Mechanism. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in public issues where the application amount is up to ₹ 5,00,000 shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an Offer and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
UPI Circulars	SEBI circular no. CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular No. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular No SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/ dated March 16, 2021 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular with circular number SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent that such circulars pertain to the UPI Mechanism), SEBI master circular no. SEBI/HO/CFD/PoD2/P/CIR/2023/00094 dated June 21, 2023, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated

Term	Description
	August 9, 2023, along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard.
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Investors by way of a notification on the UPI application and by way of a SMS directing the UPI Investors to such UPI mobile application) to the UPI Investors initiated by the Sponsor Bank to authorize blocking of funds on the UPI application equivalent to application Amount and subsequent debit of funds in case of Allotment Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 5.00 lakhs shall use UPI and shall provide their UPI ID in the Application Form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).
UPI Mechanism	The mechanism that may be used by RIIs in accordance with the UPI Circulars to make an ASBA Application in the Offer
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter	A person or an entity who or which is categorized as a wilful defaulter 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
Working Day(s)	All days other than the second and the fourth Saturday of a month or a Sunday All days on which commercial banks in Kolkata, India are open for business, provided however, for the purpose of announcement of the Offer Period, Working Day shall mean all days, excluding all Saturdays, Sundays and public holidays on which commercial banks in Kolkata, India are open for business and the time period between the Offer Closing Date and listing of the Equity Shares on the Stock Exchanges, Working Days shall mean all trading days excluding Sundays and bank holidays in India, as per the circulars issued by SEBI

#### Conventional Terms/ General Terms/ Abbreviations

Term	Description
AGM	Annual General Meeting
Alternative Investment Funds or AIFs	Alternative Investment Fund(s) as defined in and registered with SEBI under the SEBI AIF Regulations
Arbitration Act	The Arbitration and Conciliation Act, 1996
AS or Accounting Standards	Accounting Standards as notified by Companies (Accounting Standards) Rules, 2016
CCI	Competition Commission of India
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Civil Code	The Code of Civil Procedure, 1908
Companies Act, 2013 or Companies Act	The Companies Act, 2013 read with the rules, regulations,

Term	Description
	clarifications and modifications thereunder
Companies Act, 1956	The erstwhile Companies Act, 1956 read with the rules, regulations, clarifications and modifications thereunder
Consolidated FDI Policy	The consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time
COPRA	The Consumer Protection Act, 1986
COVID-19	The novel coronavirus disease which was declared as a Public Health Emergency of International Concern on January 30, 2020, and a pandemic on March 11, 2020, by the World Health Organization
Depositories	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DP ID	Depository Participant's identity number
DPIIT	Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, GoI
DP or Depository Participant	A depository participant as defined under the Depositories Act
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
EPF Act	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
ESI Act	The Employees' State Insurance Act, 1948
FCNR Account	Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA
FDI	Foreign Direct Investment
FEMA	The Foreign Exchange Management Act, 1999 read with rules and the regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019 issued by the Ministry of Finance, GoI
Financial Year(s) or Fiscal or Fiscal Year or FY	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FPIs	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GDP	Gross Domestic Product
GoI	Central Government / Government of India
GST	Goods and Services Tax
HUF(s)	Hindu Undivided Family(ies)
ICAI	The Institute of Chartered Accountants of India
Income Tax Act	Income Tax Act, 1961
Ind AS/ Indian Accounting Standards	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended
Ind AS Rules	The Companies (Indian Accounting Standards) Rules, 2015
Indian GAAP/ IGAAP	Accounting standards notified under Section 133 of the Companies Act, 2013 read with Companies (Accounting Standards) Rules 2006 and the Companies (Accounts) Rules, 2014 in so far as they apply to our Company, as amended
INR/ Indian Rupee/ ₹/ ₹	Indian Rupee, the official currency of the Republic of India
IPR	Intellectual Property Rights

Term	Description
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
IRDAI Investment Regulations	Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016
IST	Indian Standard Time
IT	Information Technology
KYC	Know Your Customer
MAT	Minimum alternate tax
MCA/ Ministry of Corporate Affairs	Ministry of Corporate Affairs, GoI
Mn/mn	Million
N.A. or NA	Not applicable
NAV	Net asset value
NACH	National Automated Clearing House
NBFC	Non-banking financial company
NEFT	National Electronic Funds Transfer
NR or Non-Resident	A person resident outside India, as defined under the FEMA, including Eligible NRIs, FPIs and FVCIs registered with the SEBI
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
P&L	Profit and loss account
p.a.	Per annum
PAT	Profit after tax
P/E Ratio	Price/Earnings Ratio
PAN	Permanent account number
PFRDA	Pension Fund Regulatory and Development Authority
Q&A	Questions & answers
RBI	The Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoNW	Return on Net Worth
RoW	Rest of the World
RTGS	Real Time Gross Settlement
SBO Rules	Companies (Significant Beneficial Owners) Rules, 2018
SCRA	Securities Contracts (Regulation) Act, 1956
SCR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended
SEBI BTI Regulations	The Securities and Exchange Board of India (Bankers to an Offer) Regulations, 1994, as amended
SEBI Depository Regulations	The Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
SEBI FVCI Regulations	The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended
SEBI ICDR Regulations/ SEBI ICDR Regulations, 2018	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended

Term	Description
SEBI Mutual Fund Regulations	The Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended
SEBI Portfolio Manager Regulations	The Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993, as amended
SEBI Stock Broker Regulations	The Securities and Exchange Board of India (Stockbrokers and Sub-brokers) Regulations, 1992
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	The Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as amended
Sq. ft./sq.ft.	Square feet
Stamp Act	The Indian Stamp Act, 1899
State Government	The Government of a State of India
Stock Exchange	The NSE Emerge
STT	Securities Transaction Tax
Supreme Court	The Supreme Court of India
TAN	Tax Deduction and Collection Account Number
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
TDS	Tax deducted at source
Trademarks Act	Trade Marks Act, 1999, as amended
UPI	Unified Payments Interface
USA/ United States	The United States of America
U.S. Securities Act	The United States Securities Act of 1933, as amended
UK	United Kingdom
VAT	Value Added Tax
VCFs	Venture Capital Funds as defined in and registered with the SEBI under the SEBI VCF Regulations
WACA	Weighted Average Cost of Acquisition
Year/ calendar year	Unless context otherwise required, shall mean the twelve-month period ending December 31

#### Technical / Industry related terms

Term	Description
Covid-19	Coronavirus Disease
CR	Chromium
FDI	Foreign Direct Investment
FPIs	Foreign Portfolio Investors
GDP	Gross Domestic Product
GNPAs	Gross Non-Performing Assets
ISA	Indian Steel Association
IMF	International Monetary Fund
LMT	Lakh Metric Tonnes
Manufacturing Facility	Our manufacturing facility located at Silpahri Industrial Area, Bilaspur, Chhattisgarh
MTPA	Metric Tonne Per Annum
MW	Mega Watt
Ni	Nickel
PBT	Profit Before Tax
PLFS	Periodic Labour Force Survey
PFCE	Private Final Consumption Expenditure
RDSO	Research Design and Standards Organisation
SCBs	Scheduled Commercial Banks
scrap MS	Scrap Mild Steel



Term	Description
Covid-19	Coronavirus Disease
CR	Chromium
FDI	Foreign Direct Investment
FPIs	Foreign Portfolio Investors
GDP	Gross Domestic Product
GNPAs	Gross Non-Performing Assets
ISA	Indian Steel Association
IMF	International Monetary Fund
LMT	Lakh Metric Tonnes
Manufacturing Facility	Our manufacturing facility located at Silpahri Industrial Area, Bilaspur, Chhattisgarh
MTPA	Metric Tonne Per Annum
MW	Mega Watt
Ni	Nickel
PBT	Profit Before Tax
PLFS	Periodic Labour Force Survey
SG	Spheroidal Graphite
SGCI	Spheroidal Graphite Cast Iron
UAE	United Arab Emirates

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

### Certain Conventions

Unless otherwise specified or the context otherwise requires, all references to "India" in this Prospectus are to the Republic of India its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

Unless otherwise specified, any time mentioned in this Prospectus is in Indian Standard Time ("IST").

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

In this Prospectus, the terms "we", "us", "our", "the Company", "our Company", "Issuer", "Issuer Company", unless the context otherwise indicates or implies, refers to "Abha Power and Steel Limited"

In this Prospectus, the terms "we", "us", "our", unless the context otherwise indicates or implies, refers to our Company.

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 million" 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 is extracted from the Restated Financial Statements of our Company as at and for the period ended October 15, 2024, for the financial years ended March 31, 2024, March 31, 2023 and 2022, prepared in accordance with Indian GAAP and the Companies Act, and restated in accordance with the SEBI ICDR Regulations, set out in the section titled "**Restated Financial Statements**" beginning on page 164 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.

In this Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. However, where any figures that may have been sourced from third party industry sources are expressed in denominations other than lakhs in their respective sources, such figures appear in this Prospectus expressed in such denominations as provided in such respective sources.

Our fiscal year commences on 1<sup>st</sup> April of each year and ends on 31<sup>st</sup> March of the next year. Therefore, all references in this Prospectus to a particular Financial Year, Fiscal Year or FY, unless stated otherwise, are to the 12-month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

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 in this Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial data. Degree to which the financial information included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, 2013 and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this 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 26, 108 and 211 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.

All references to 'million' / 'Million' / 'Mn' refer to one million, which is equivalent to 'ten lacs' or 'ten lakh', 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 data used throughout this Prospectus has been obtained or derived from industry and government publications, publicly available information and sources. 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 our Company believes that industry data used in this Prospectus is reliable, it has not been independently verified by the Lead Manager or any of their affiliates or advisors. The data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable. 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 and assumptions that may prove to be incorrect. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "**Risk Factors**" beginning on page 26. Accordingly, investment decisions should not be based solely on such information.

Further, the extent to which the industry and market data presented in this Prospectus is meaningful depends on the reader's familiarity with and understanding of, the methodologies used in compiling such data. There are no standard data-gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

### 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.

Sr No.	Currency	Exchange rate as on			
		October 15, 2024	March 31, 2024	March 31, 2023	March 31, 2022
1.	US\$	84.07	83.37	82.22	75.81
2.	GBP	109.73	105.29	89.61	99.55

Source: [www.fedai.org.in](http://www.fedai.org.in) and [www.rbi.org.in](http://www.rbi.org.in)

## FORWARD-LOOKING STATEMENTS

This Prospectus contains certain “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “*aim*”, “*anticipate*”, “*are likely*”, “*believe*”, “*expect*”, “*estimate*”, “*intend*”, “*likely to*”, “*objective*”, “*plan*”, “*project*”, “*propose*”, “*will*”, “*seek to*”, “*will continue*”, “*will pursue*” or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. All statements in this Prospectus that are not statements of historical fact constitute ‘forward-looking statements’. All statements regarding our expected financial conditions and results of operations, business plans and objectives, strategies and goals and prospects are forward looking statements.

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. This could be due to risks or uncertainties associated with expectations relating to, and including, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, changes in the incidence of any natural calamities and/ or violence, regulations and taxes and changes in competition in the industries in which we operate. Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- Our Manufacturing Facility is located in Bilaspur, Chhattisgarh. Any disruption, breakdown or shutdown of our Manufacturing Facility may have a material adverse effect on our business, financial condition, results of operations and cash flow.
- We do not own premises where our Manufacturing Facility is located.
- Our manufacturing activity is subject to availability of raw material and the costs of the raw materials. Any shortage in availability or fluctuations in raw material prices, may have a material adverse effect on our business, financial condition, results of operations and cash flows.
- Changes in government policies and regulatory actions that apply to or affect our business;
- Inability to obtain, maintain or renew requisite statutory and regulatory permits and approvals or noncompliance with and changes in, safety, health and environmental laws and other applicable regulations, may adversely affect our business, financial condition, results of operations and prospects; and
- Exposure to regulatory and other geography specific risks such as weather and natural occurrences as well as regulatory, economic, demographic and other changes in Chhattisgarh and other states where we undertake our business activities;

For details regarding factors that could cause actual results to differ from expectations, see “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on page 26, 108, and 211, respectively. 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 gains or losses could materially differ from those that have been estimated.

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

Forward-looking statements reflect current views as on the date of this Prospectus and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Promoters, our Directors, the LM nor any of their respective affiliates have any obligation to update or otherwise revise any

statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company and the LM will ensure that the Applicants in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange for the Equity shares pursuant to the Issue.

## SUMMARY OF THE PROSPECTUS

The following is a general summary of the terms of the Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Prospectus, including “*Risk Factors*”, “*The Offer*”, “*Capital Structure*”, “*Objects of the Offer*”, “*Industry Overview*”, “*Our Business*”, “*Restated Financial Statements*”, “*Outstanding Litigation and Material Developments*”, “*Offer Procedure*”, and “*Description of Equity Shares and Terms of the Articles of Association*” beginning on pages 26, 49, 63, 76, 101, 108, 164, 220, 250, and 283, respectively.

### Summary of Business

Strategically located in mineral rich, densely industrialized and one of the steel hubs of central India i.e. state of Chhattisgarh, we are engaged in the business of iron and steel foundry, more particularly in the business of casting and manufacturing customised products in mostly all grades of iron and steel. Our versatile product portfolio covers all grades of mild steel, spheroidal graphite cast iron, manganese steel, stainless steel, low alloy and high alloy castings (high CR & high Ni), HRCS & WRCS, from as small as 0.5 Kgs to 6 Tonnes single finished casting. We are a RDSO certified vendor for supply of certain casting products to Indian Railways and an approved vendor for supply of certain casting products to National Mineral Development Corporation and Integral Coach Factory, Chennai. We are also holding a PED Certificate from TUV-Nord which certifies our quality management system for manufacturing of castings and makes us eligible for supply of pressure equipment to European nations.

Over the years, we have leveraged our expertise, processes and infrastructure to cater to diverse industries such as Indian Railways, steel, cement, heavy engineering, mining, power, etc. We offer to our customers a comprehensive range of both standard and customised products. With around 20 years of experience, in understanding customer specific requirements, and have a strong focus on quality, safety, value proposition, and the price competitiveness of our offerings, which we believe has helped us in establishing and maintaining long term relationships with our customers. Our Company sell its products to domestic customers and also export them to over 6 countries, such as UAE, Germany, Canada, Italy and Netherlands.

For further details, please refer to chapter titled “*Our Business*” on page 108 of this Prospectus.

### Summary of Industry

The global economic recovery from the COVID-19 pandemic, Russia’s invasion of Ukraine, and the cost-of-living crisis is proving surprisingly resilient. Inflation is falling faster than expected from its 2022 peak, with a smaller-than-expected toll on employment and activity, reflecting favorable supply side developments and tightening by central banks, which has kept inflation expectations anchored. At the same time, high interest rates aimed at fighting inflation and a withdrawal of fiscal support amid high debt are expected to weigh on growth in 2024.

*Growth resilient in major economies.* Economic growth is estimated to have been stronger than expected in the second half of 2023 in the United States, and several major emerging market and developing economies. In several cases, government and private spending contributed to the upswing, with real disposable income gains supporting consumption amid still-tight—though easing—labor markets and households drawing down on their accumulated pandemic-era savings. A supply-side expansion also took hold, with a broad-based increase in labor force participation, resolution of pandemic-era supply chain problems, and declining delivery times. The rising momentum was not felt everywhere, with notably subdued growth in the euro area, reflecting weak consumer sentiment, the lingering effects of high energy prices, and weakness in interest-rate-sensitive manufacturing and business investment. Low-income economies continue to experience large output losses compared with their pre pandemic (2017–19) paths amid elevated borrowing costs.

For further details, please refer to the chapter titled “*Industry Overview*” on page 101. of this Prospectus.

### Names of our Promoters

Subhash Chand Agrawal, Satish Kumar Shah, Ankit Agrawal, Atish Agrawal, Leela Devi Agrawal and Sunflower Commotrade Private Limited are the Promoters of our Company.



## Offer Size

<b>Equity Shares Offered<sup>(1)</sup></b>	Offer of 51,39,200 Equity Shares of ₹ 10 each for cash at a price of ₹75/- per Equity Share (including premium of ₹65/- per Equity Share) aggregating to ₹3,854.40 Lakhs.
Present Offer of Equity Shares by our Company and the Selling Shareholder	
<b>The Offer consists of</b>	
<b>Fresh Offer<sup>(1)</sup></b>	41,39,200 Equity Shares of ₹ 10/- each fully paid-up of our Company for cash at a price of ₹75/- per Equity Share (including premium of ₹65/- per Equity Share) aggregating to ₹3,104.40 Lakhs.
<b>Offer for Sale</b>	10,00,000 Equity Shares of ₹ 10/- each fully paid-up of our Company for cash at a price of ₹75/- per Equity Share (including premium of ₹65/- per Equity Share) aggregating to ₹750.00 Lakhs.
<b>Out of which</b>	
<b>Market Maker Reservation Portion</b>	2,62,400 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹75/- per Equity Share (including premium of ₹65 per Equity Share) aggregating to ₹196.80 Lakhs
<b>Net Offer to the Public</b>	48,76,800 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹75/- per Equity Share (including premium of ₹65/- per Equity Share) aggregating to ₹3,657.60 Lakhs

(1) The Offer has been authorized by our Board pursuant to resolutions passed at its meetings held on June 28, 2024 and the Offer has been authorized by our Shareholders pursuant to a special resolution passed on June 29, 2024.

For further details, see “*The Offer*”, “*Offer Structure*”, and “*Offer Procedure*” on page 49, 248 and 250 of this Prospectus.

## Objects of the Offer

The fund requirements for each of the Object of the Offer are stated as below:

The details of the proceeds of the Fresh Offer are in the table below:

		(₹ in Lakhs)
<b>Objects</b>	<b>Amount*</b>	
Gross Proceeds from the Fresh Offer		3,104.40
Less: Estimated Offer related expenses in relation to the Fresh Offer (only those apportioned to the Company)		420.41
<b>Net Proceeds from Fresh Offer (Net Proceeds)</b>		<b>2,683.99</b>

\*To be updated in the Prospectus prior to filing with the ROC.

## Utilization of Net Proceeds

Our Company proposes to the Net Proceeds towards funding the following objects:

		(₹ in Lakhs)
<b>No.</b>	<b>Objects</b>	<b>Total estimated amount/ expenditure</b>
1.	Funding the capital expenditure towards modernization and upgradation of the manufacturing facilities in Bilaspur, Chhattisgarh to expand our product portfolio	1,638.93
2.	Funding working capital requirements of our Company	300.00
3.	General corporate purposes#	745.06
<b>Total</b>		<b>2,683.99</b>

#The amount shall not exceed 25% of the Gross Proceeds.

For further details, see “*Objects of the Offer*” beginning on page 76 of this Prospectus.

### Aggregate Pre-Offer shareholding of our Promoters and Promoter Group

The aggregate Pre-Offer shareholding of our Promoters and Promoter Group as on the date of the Prospectus, as a percentage of the Pre-Offer paid-up Equity Share capital of our Company is set out below:

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Pre-Issue Equity Share capital (%) <sup>*</sup>	Number of Equity Shares	Percentage of the Post-Issue Equity Share capital (%)
<b>Promoters</b>					
1.	Subhash Chand Agrawal	28,07,100	19.43%	18,07,100	9.72%
2.	Satish Kumar Shah	9,99,900	6.92%	9,99,900	5.38%
3.	Sunflower Commotrade Private Limited	54,27,000	37.56%	54,27,000	29.20%
4.	Ankit Agrawal	9,80,400	6.79%	9,80,400	5.27%
5.	Atish Agrawal	5,10,000	3.53%	5,10,000	2.74%
6.	Leela Devi Agrawal	Nil	Nil	Nil	Nil
<b>Promoter Group</b>					
1.	Girish Kumar Shah	12,37,740	8.57%	12,37,740	6.66%
2.	Harish Kumar Shah	13,80,990	9.56%	13,80,990	7.43%
3.	Girish Kumar Shah (HUF)	1,23,750	0.86%	1,23,750	0.67%
4.	Satish Kumar Shah (HUF)	5,21,250	3.61%	5,21,250	2.80%
5.	Harish Kumar Shah (HUF)	1,57,500	1.09%	1,57,500	0.85%
6.	Gouri Shankar Shah (HUF)	3,03,000	2.10%	3,03,000	1.63%
<b>Total</b>		<b>1,44,48,630</b>	<b>100.00</b>	<b>1,34,48,630</b>	<b>72.35%</b>

For further details, see “*Capital Structure*” beginning on page 63, of this Prospectus.

### Financial Highlights

Particulars	(₹ in lakhs)			
	October 15, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Equity Share Capital	1,444.86	1,444.86	481.62	441.60
Net worth	2,115.63	1,753.66	1,375.47	1,120.07
Total Income (excluding other Income)	3,720.78	5,174.70	5,469.96	5,451.67
Profit after tax	361.97	378.19	140.14	(71.53)
Earnings per Share	2.51	2.62	0.97	(0.50)
Net Asset Value per Share	14.64	12.14	9.52	7.75
Total Borrowings (including current maturities of long-term borrowings)	2,177.34	2,373.22	2,393.34	1,765.62

### Qualifications of the Auditors which have not been given effect to in the Restated Financial Statements

Our Statutory Auditor has not made any qualifications in the examination report that have not been given effect to in the Restated Financial Statements.

### Summary of outstanding litigation

A summary of outstanding litigation proceedings involving our Company, our Subsidiaries, our Directors, our Promoters and our Group Companies as on the date of this Prospectus is provided below:

Nature of Cases	(₹ in lakhs)	
	Number of outstanding cases	Amount Involved*
<b>Litigation involving our Company</b>		
Criminal proceedings	NIL	NIL
Material civil litigation	NIL	NIL
Actions by statutory or regulatory Authorities	NIL	NIL
Direct and indirect tax proceedings	10	32.26
<b>Litigation involving our Directors</b>		

<b>Nature of Cases</b>	<b>Number of outstanding cases</b>	<b>Amount Involved*</b>
Criminal proceedings against our Directors	NIL	NIL
Criminal proceedings by our Directors	NIL	NIL
Material civil litigation against our Director	NIL	NIL
Material civil litigation by our Director	NIL	NIL
Actions by statutory or regulatory authorities	NIL	NIL
Direct and indirect tax proceedings	2	0.47
<b>Litigation involving our Promoters</b>		
Criminal proceedings	NIL	NIL
Material civil litigation	NIL	NIL
Actions by statutory or regulatory authorities	NIL	NIL
Direct and indirect tax proceedings	5	0.37
<b>Litigation involving our Group Companies</b>		
<b>Litigation involving our Group Companies</b>	NIL	NIL
Criminal proceedings	NIL	NIL
Material civil litigation	NIL	NIL
Tax Proceedings	NIL	NIL

For further details on the outstanding litigation proceedings, see “**Outstanding Litigation and Material Developments**” and “**Risk Factors**” beginning on page 220 and page 26 respectively.

#### **Risk factors**

For further details, see “**Risk Factors**” beginning on page 26.

#### **Summary of contingent liabilities**

The following is a summary table of our contingent liabilities as:

<b>Particulars</b>	<b>(₹ in lakhs)</b>			
	<b>As at 15 October 2024</b>	<b>As at 31 March 2024</b>	<b>As at 31 March 2023</b>	<b>As at 31 March 2022</b>
Income Tax Demand	31.63	31.62	31.62	31.58
TDS Demand	0.63	-	0.49	0.49
GST Demand	-	10.54	10.54	10.54
<b>Total</b>	<b>32.26</b>	<b>42.16</b>	<b>42.65</b>	<b>42.61</b>

For details, see “**Restated Financial Statements**” beginning on page 164.

#### **Summary of Related Party Transactions**

Our Company has entered into certain transactions with our related parties including our Promoters, Promoter Group, Directors and their relatives as mentioned below:

##### **a) List of Related parties**

Names of the related parties along with transactions were carried out during the years and description of relationship:

<b>Sr. No.</b>	<b>Name of Related Party</b>	
1	Ankit Agrawal	Brother of Director
2	Harish Kumar Shah	Brother of Director
3	Satish Kumar Shah	Director
4	Atish Agrawal	Director
5	Subhash Chand Agrawal	Director
6	Naleen Shah	CFO

Sr. No.	Name of Related Party	
7	Shah Stone Suppliers	Partnership firm of Director
8	Abha Jewellers - Proprietor Subhash Chand Agarwal	Proprietorship of Director
9	Abha Jewellers Gems Pvt. Ltd.	Director holding Directorship in the Company
10	Girish Kumar Shah	Brother of Director
11	Usha Shah	Wife of Director's Brother
12	Savitri Devi Shah	Mother of Director
13	Manjula Shah	Wife of Director's Brother

**b) Transaction with related Parties**

(₹ in lakhs)

Sr. No.	Nature of Transaction	For the year ended			
		October 15, 2024	31 March 2024	31 March 2023	31 March 2022
<b>1</b>	<b>Remuneration</b>				
	Atish Agrawal	-	-	3.59	9.60
	Ankit Agrawal	-	-	-	-
	Subhash Chand Agrawal	-	-	-	-
<b>2</b>	<b>Loans Repaid</b>				
	Abha Jewellers- Proprietor Subhash Chand Agarwal	-	322.00	322.50	266.00
	Abha Jewellers Gems Pvt. Ltd.	-	96.00	-	-
	Girish Kumar Shah	-	35.50	-	-
	Satish Kumar Shah	-	10.00	-	-
	Atish Agrawal	-	-	67.00	28.00
<b>3</b>	<b>Loans Taken</b>				
	Abha Jewellers Proprietor Subhash Chand Agarwal	-	322.00	322.50	266.00
	Abha Jewellers Gems Pvt. Ltd.	-	96.00	-	-
	Girish Kumar Shah	-	43.50	-	-
	Harish Kumar Shah	-	20.00	-	-
	Satish Kumar Shah	-	25.00	-	-
	Atish Agrawal	-	-	-	95.00
<b>4</b>	<b>Sales</b>				
	Shah Stone Suppliers	-	-	-	0.33
<b>5</b>	<b>Professional Fees</b>				
	Naleen Shah	-	2.00	-	-

**3. Balances Outstanding at the end of the Year**

Sr. No.	Particulars	As at			
		October 15, 2024	31 March 2024	31 March 2023	31 March 2022
<b>1</b>	<b>Remuneration</b>				
	Atish Agrawal	-	-	1.35	-
<b>2</b>	<b>Sales</b>				
	Shah Stone Suppliers	-	-	-	0.33

Sr. No.	Nature of Transaction	For the year ended			
		October 15, 2024	31 March 2024	31 March 2023	31 March 2022
<b>3</b>	<b>Loan Outstanding Balance</b>				
	Anjana Shah	1.00	1.00	1.00	1.00
	Girish Kumar Shah	11.32	11.32	3.32	3.32
	Atish Agarwal	-	-	-	67.00
	Harish Kumar Shah	21.40	21.40	1.40	1.40
	Manjula Shah	1.00	1.00	1.00	1.00
	Satish Kumar Shah	17.00	17.00	2.00	2.00
	Savitri Devi Shah	1.61	1.61	1.61	1.61
	Usha Shah	2.00	2.00	2.00	2.00

### Financing Arrangements

There have been no financing arrangements whereby our Directors and their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the relevant financing entity during a period of six months immediately preceding the date of this Prospectus.

### Weighted average price at which the Equity Shares were acquired by our Promoters and Selling Shareholder in the one year preceding the date of this Prospectus

Name of the Promoter and the Selling Shareholder	Number of equity shares acquired in the one year preceding the date of the Prospectus	Weighted Average Price per Equity Share (₹)*
Subhash Chand Agrawal	18,71,400	NIL
Satish Kumar Shah	6,76,180	NIL
Sunflower Commotrade Private Limited	36,18,000	NIL
Ankit Agrawal	6,73,100	NIL
Atish Agrawal	3,40,000	NIL

\* Acquired as Bonus Shares and through gift

### Average Cost of Acquisition of Equity Shares by our Promoters

Name of the Promoter	Number of Equity Shares held	Average cost per Equity Share (₹)
Subhash Chand Agrawal	28,07,100	3.84
Satish Kumar Shah	9,99,900	4.78
Sunflower Commotrade Private Limited	54,27,000	3.94
Ankit Agrawal	9,80,400	1.34
Atish Agrawal	5,10,000	3.33

### Details of Pre-IPO Placement

Our Company has not proposed any pre-IPO placement.

### An Offer of equity shares for consideration other than cash in the last one year

Other than as disclosed in “*Capital Structure*” on page 63, no Equity Shares have been offered by our Company for consideration other than cash as on the date of this Prospectus.

### Split/ Consolidation of equity shares in the last one year

Except as stated below, there was no split or consolidation of equity shares in the last one year prior to filing of

this Prospectus:

<b>Date of Split/ Consolidation</b>	<b>Split/ Consolidation</b>	<b>Face Value before Split/ Consolidation</b>	<b>New Face Value after Split/ Consolidation</b>
February 15, 2024	Split	Rs. 100/- per equity share	Rs. 10/- per equity share

**Exemption from complying with any provisions of securities laws, if any, granted by SEBI**

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



## SECTION II – RISK FACTORS

*An investment in Equity Shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of this Offer including the merits and risks involved. Any potential investor in, and subscriber of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment which in some material respects may be different from that which prevails in other countries. The risks and uncertainties described in this Section are not the only risks and uncertainties we currently face. Additional risks and uncertainties not known to us or that we currently deem immaterial may also have an adverse effect on our business. If any of the following risks, or any other risks that are not currently known or are currently deemed immaterial, actually occur, our business, results of operations and financial condition could suffer, the price of our Equity Shares could decline, and you may lose all or any part of your investment. Additionally, our business operations could also be affected by additional factors that are not presently known to us or that we currently consider as immaterial to our operations.*

*Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. Unless otherwise stated, the financial information of our Company used in this Section is derived from our Restated Financial Statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations. To obtain a better understanding, you should read this Section in conjunction with “**Our Business**” on page 108, “**Industry Overview**” on page 101 and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on page 211 as well as other financial information contained herein. For capitalized terms used but not defined herein, see “**Definitions and Abbreviation**” on page 1.*

### **Materiality:**

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

- *Some risks may not be material individually but may be material when considered collectively;*
- *Some risks may have an impact which is qualitative though not quantitative;*
- *Some risks may not be material at present but may have a material impact in the future.*

*Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries. This Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Prospectus. For further details, see “**Forward-Looking Statements**” on page 17.*

*Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this Section. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Offer including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.*

*In this Prospectus, any discrepancies in any table between total and sums of the amount listed are due to rounding off.*

*Unless the context otherwise requires, in this section, references to “**we**”, “**us**” and “**our**” or “**our Company**” refers to Abha Power and Steel Limited.*

*The risk factors are classified as under for the sake of better clarity and increased understanding:*

## **INTERNAL RISK FACTORS:**

1. ***Our Manufacturing Facility is located in Bilaspur, Chhattisgarh. Any disruption, breakdown or shutdown of our Manufacturing Facility may have a material adverse effect on our business, financial condition, results of operations and cash flow.***

As on the date of this Prospectus, we operate two foundries i.e. SG iron foundry and steel foundry under the same premises at our manufacturing facility located at Silpahri Industrial Area, Bilaspur, Chhattisgarh. We are dependent on our Manufacturing Facility for the production of our products. Our Manufacturing Facility is located in the state of Chhattisgarh and events impacting state of Chhattisgarh, particularly Bilaspur district may disrupt our production and operations. Further, our Manufacturing Facility is subject to operating risks, such as the breakdown or failure of equipment, disruption in power supply or processes, severe weather conditions, performance below expected levels of efficiency, obsolescence, labour disputes, natural disasters, industrial accidents, infectious diseases (such as COVID-19 pandemic), political instability, the need to comply with the directives of relevant government authorities and the requirement to obtain certain material approvals to operate our Manufacturing Facility. Historically, we have not experienced any disruption, breakdown or shutdown of our Manufacturing Facility due to any breakdown or failure of equipment, disruption in power supply or processes, severe weather conditions, performance below expected levels of efficiency, obsolescence, labour disputes, natural disasters, industrial accidents and political instability. However, our Manufacturing Facility operations were adversely affected due to compliance with the COVID-19 lockdown orders issued by the Government of India in the year 2020. Our customers rely significantly on the timely delivery of our products and our ability to provide an uninterrupted supply of our products is critical to our business. While we seek to ensure a continuous supply of our products to our customers, our customer relationships, business and financial results may be adversely affected by any disruption of operations of our foundries and our major equipment.

2. ***Our Manufacturing Facility is located in Bilaspur, Chhattisgarh and we are dependent upon local suppliers for the procurement of our raw materials. Any disruption, breakdown or shutdown of our Manufacturing Facility and any disruption in supply of raw materials may have a material adverse effect on our business, financial condition, results of operations and cash flow.***

As on the date of this Prospectus, we operate two foundries i.e. SG iron foundry and steel foundry under the same premises at our manufacturing facility located at Silpahri Industrial Area, Bilaspur, Chhattisgarh. We are dependent on our Manufacturing Facility for the production of our products. Our Manufacturing Facility is located in the state of Chhattisgarh and events impacting state of Chhattisgarh, particularly Bilaspur district may disrupt our production and operations. Further, we are also dependent on suppliers operating locally (i.e. within the State of Chhattisgarh) for the procurement of majority of our raw materials. Furthermore, our Manufacturing Facility is subject to operating risks, such as the breakdown or failure of equipment, disruption in power supply or processes, severe weather conditions, performance below expected levels of efficiency, obsolescence, labour disputes, natural disasters, industrial accidents, infectious diseases (such as COVID-19 pandemic), political instability, the need to comply with the directives of relevant government authorities and the requirement to obtain certain material approvals to operate our Manufacturing Facility. Also, we may face setbacks in production in case there is any disruption in supply of raw materials from our local suppliers. Historically, we have not experienced any disruption, breakdown or shutdown of our Manufacturing Facility due to any breakdown or failure of equipment, disruption in power supply or processes, severe weather conditions, performance below expected levels of efficiency, obsolescence, labour disputes, natural disasters, industrial accidents and political instability neither have we faced any disruption in supply of our raw materials in the past. However, our Manufacturing Facility operations were adversely affected due to compliance with the COVID-19 lockdown orders issued by the Government of India in the year 2020. Our customers rely significantly on the timely delivery of our products and our ability to provide an uninterrupted supply of our products is critical to our business. While we seek to ensure a continuous supply of our products to our customers, our customer relationships, business and financial results may be adversely affected by any disruption of operations of our foundries and our major equipment and any disruption in the supply of our raw materials.

3. ***Our revenue is majorly concentrated from the State of Madhya Pradesh and Chhattisgarh. Any adverse changes in the state policies of Madhya Pradesh and Chhattisgarh may have a material effect on our business and results of operations***

We have historically derived a significant portion of our revenues from State of Madhya Pradesh and Chhattisgarh. Accordingly, any materially adverse social, political or economic development, natural calamities, civil disruptions, regulatory developments of the government in the State of Madhya Pradesh and Chhattisgarh or any adverse conditions affecting the business of our customers or our business in the State of Madhya Pradesh and Chhattisgarh which will in turn have a material adverse effect on our business, financial condition, and cash flows.

4. ***A significant majority of our revenues from operations are derived from a limited number of customers.***

For the period ended on October 15, 2024 and Financial Year 2024, Financial Year 2023 and Financial Year 2022, the contribution towards revenue from sale of products from our top 10 customers is as follows:

(in ₹ Lakhs)

Sr. No.	Particulars	Oct 1, 2024		FY 2024		FY 2023		FY 2022	
		Sales	%	Sales	%	Sales	%	Sales	%
1	Revenue from Top 10 customers	2,563.66	68.90	3,528.08	68.18	4,022	72.97%	3,741.00	68.04%

In the last financial year our Company was dependent upon one of our past customers to the extent of 46% of the revenue. For details please refer the chapter titled “Our Business” on page 105. However, the composition of revenue generated from these customers might change as we continue to add new customers in the normal course of business. Our revenues may be adversely affected if there is an adverse development with such customer, including as a result of a dispute with or our disqualification by such major customers, which may result in significant reduction in our orders from such customers, and thereby decline in our revenue, cash flows and liquidity. Further, if our customers are able to fulfil their requirements through captive or in house manufacturing or any of our existing or new competitors providing products with better quality, or cheaper cost, we may lose significant portion of our business and revenue.

Additionally, consolidation of any of our customers may also adversely affect our existing relationships and arrangements with such customers, and any of our customers who are acquired may cease to continue the businesses that require products manufactured by us or may resort to our competitors for their supply requirements. Further, in the event our customers face any form of adverse effect due to exigent circumstances, resulting in a sustained decline in the demand for their products, including due to macroeconomic factors affecting the economy in general could prompt them to reduce their production volumes, in turn affecting their demand for our products. For instance, the COVID-19 pandemic has impacted the sale of our products. Our business from our customers is dependent on our continuing relationship with such customers, the quality of our products, competitive pricing and our ability to timely deliver their orders, and there can be no assurance that such customers will continue to do business with us in the future on commercially acceptable terms or at all.

Further, we generally do not enter into long term purchase agreements with our customers and instead rely on purchase orders to govern the volume and other terms of our sales. While we believe that we have maintained good and long-standing relationships with our customers, however, there can be no assurance that we will continue to have such long-term relationship with them. Significant dependence on a select and small group of clients may increase the potential volatility of our results of operations.

Although, we have not experienced any material bad debts in Financial Year 2024, 2023 and 2022, any delay or default in payment by these customers may adversely affect our business, financial condition and results of operations. Our relationship with our customers is dependent to a large extent on our ability

to regularly meet their requirements, including by introducing products with greater marketability, price competitiveness, efficient and timely product deliveries and consistent product quality. In the event we are unable to meet such requirements in the future, it may result in decrease in orders or cessation of business from affected customers. Any loss of any of our significant customers, a decrease in the volume of products our customers demand from us may materially and adversely affect our business, operations, financial condition, results of operations and prospects.

5. ***Our manufacturing activity is subject to availability of raw material and the costs of the raw materials. Any shortage in availability or fluctuations in raw material prices, may have a material adverse effect on our business, financial condition, results of operations and cash flows***

Our operations are dependent upon the price and availability of the raw materials that we require for the production of our products. Our primary raw materials include pig iron, scrap MS, exo sleeves, mould paints, ferro alloys, etc. and we procure our raw materials based on market availability, pricing and quality through domestic suppliers. The cost of materials consumed (including purchase of stock in trade and changes in inventory) by us in our operations accounted for 59.86%, 70.80% and 69.54% of our revenue from operations for Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively. We source our raw materials from third party local suppliers. Our ability to remain competitive, maintain costs and profitability depend, in part, on our ability to source and maintain a stable and sufficient supply of raw materials at acceptable prices. Our top 10 suppliers are responsible for a significant portion of supply of raw material, contributing approximately Rs. 1,593.89 lakhs, Rs. 2,557.72 lakhs and Rs.2,685.93lakhs which constitute 49.32% ,66.85%, and 67.91% of total purchase of raw material for three Fiscal 2024, 2023 and 2022 respectively. The success of our business is significantly dependent on maintaining good relationships with our raw material suppliers. We generally do not enter into long term supply agreement and the absence of such long-term supply contracts subjects us to risks such as price volatility caused by various factors such as market fluctuations, production and transportation cost, changes in government policies, regulatory changes, etc.

While, we have not experienced any significant disruption in supply or fluctuation in the prices of raw material in the past, there can be no assurance that we will not face such situation in future. Any disruption in supply of our raw material or increase in the cost of inputs to our production could lead to higher costs for our products. If we increase the prices of our products to offset the impact of higher costs, this may cause certain of our customers to cancel orders or refrain from purchasing our products, which may materially and adversely reduce the demand for our products, and thus, negatively impact our operating results. If we are unable to pass on cost increases to our customers or are unsuccessful in managing the effects of raw material price fluctuations, our business, financial condition, results of operations and cash flows could be materially and adversely affected.

6. ***Our business is capital intensive. We require substantial financing for our business operations. Our indebtedness and the conditions and restrictions imposed on by our financing arrangements could adversely affect our ability to conduct our business.***

Our business requires significant amount of working capital primarily as a considerable amount of time passes between purchase of raw materials and collection of receivables post sales to customers. Our company's working capital requirement was ₹2,148.18 lakhs, ₹1,742.52 lakhs and ₹ 2,285.57 lakhs for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, respectively. The working capital requirement for the financial year 2025 and 2026 is projected to be ₹ 2,318.01lakhs and ₹ 2,963.77lakhs. This requires us to obtain financing through various means. As on October 15, 2024, our total secured borrowings stood at ₹ 2,122.01 lakhs. We may incur additional indebtedness in the future. Additional debt financing could increase our interest costs and require us to comply with additional restrictive covenants in our financing agreements. Additional equity financing could dilute our earnings per Equity Share and investors interest in the Company and could adversely impact our Equity Share price.

Furthermore, the objects of the Offer include funding working capital requirements of our Company, which is based on management estimates and certain assumptions. For more information in relation to such management estimates and assumptions, see "*Objects of the Offer*" on page 74. Our working capital requirements may be affected due to factors beyond our control including force majeure conditions, delay

or default of payment by our clients, non-availability of funding from banks or financial institutions. Accordingly, such working capital requirements may not be indicative of the actual requirements of our Company in the future and investors are advised to not place undue reliance on such estimates of future working capital requirements.

7. ***We do not own premises where our Manufacturing Facility is located.***

The premises on which our Manufacturing Facility and Registered Office is situated is not owned by us and are taken on long term lease of 99 years effective from November 6, 2004. For more details on properties of our Company, see “***Our Business***” on page 108. If any such lease agreements under which we occupy the premises are not renewed on terms and conditions that are favourable to us, or at all, we may suffer a disruption in our operations which could have a material adverse effect on our business, financial condition and results of operations. If we do not comply with certain conditions of the lease, the lessor may terminate the lease, which could have an adverse effect on our operations. While we have not experienced any issue in the past, there can be no assurance that renewal of lease agreements with the owner will be entered into in future. In the event of non-renewal of lease arrangements, we may be required to shift our business premises to a new location and there can be no assurance that the arrangement we enter into in respect of new premises would be on such terms and conditions as the present one.

8. ***Our Company has not yet placed orders for equipment required by us for the proposed modernisation. Any delay in placing the orders / or supply of plant and machinery may result in time and cost overruns, and may affect our profitability.***

We intend to utilize portions of the Net Proceeds for funding capital expenditure requirements for the purchase of equipment/machineries. While we have procured quotations from vendors in relation to the capital expenditure to support our expanding operations, we have not placed any firm orders for any of them except as disclosed in the Prospectus. For details in respect of the foregoing, please see “***Objects of the Offer***” on page 74. Such quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. We cannot assure that we will be able to undertake such capital expenditure at the costs indicated by such quotations or that there will not be cost escalations over and above the contingencies proposed to be funded out of the Net Proceeds. Further, the actual amount and timing of our future capital requirements may differ from our estimates as a result of, among other things, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, engineering design changes and technological changes. 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 and services in a timely manner, or at all, we may encounter time and cost overruns. Further, if we are unable to procure equipment and ancillary items or avail services 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 similar kind of plant and machinery, equipment and ancillary items and services, which satisfy our requirements at acceptable prices. Our inability to procure the machinery and equipment and services at acceptable prices or in a timely manner, may result in an increase in capital expenditure, extension or variation in the proposed schedule of implementation and deployment of the Net Proceeds, thereby resulting in an adverse effect on our business, prospects and results of operations.

We intend to invest in latest equipment and technology to support our expanding operations. Accordingly, we propose to utilize ₹1,154.54 lakhs out of the Net Proceeds towards such purchasing capital equipment/machineries. Our proposed capital expenditure requirements for the purchase of equipment/machineries remain subject to the potential problems and uncertainties that construction project face including cost overruns or delays. Problems that could adversely affect our expansion plan include labour shortages, increased costs of equipment or manpower, inadequate performance of the equipment and machinery installed at various sites, delays in completion, defects in design or construction, the possibility of unanticipated future regulatory restrictions, delays in receiving government, statutory and other regulatory approvals, incremental pre-operating expenses, taxes and duties, interest and finance charges, working capital margin, environment and ecology costs and other external factors which may not be within the control of our management. Further, there can be no assurance that our budgeted costs may be sufficient to meet our proposed capital expenditure requirements. If our actual capital expenditure significantly exceeds our budgets, or even if our budgets

were sufficient to cover these projections, we may not be able to achieve the intended economic benefits of these projects, which in turn may materially and adversely affect our financial condition, results of operations, cash flows, and prospects. There can be no assurance that we will be able to complete the aforementioned expansion and additions in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our growth, prospects, cash flows and financial condition. For further details, please see “*Objects of the Offer*” on page 74.

9. ***Relevant copies of educational qualifications of some of our Directors and Promoters are not traceable.***

Relevant copies of the educational qualifications of some of our Directors and Promoters, namely Satish Kumar Shah, Subhash Chand Aggarwal are not traceable. The respective promoters and directors have undertaken requisite steps such as requesting the respective universities for issue of duplicate certificates, however as on date, they have not received such certificates. The information included in the section are based on the affidavits obtained from such Directors and Promoters. Consequently, we or the Lead Manager cannot assure you that such information in relation to the particular Directors or Promoters are true and correct and you should not place undue reliance on the experience and qualification of our management included in this Prospectus.

10. ***We require certain approvals and licenses in the ordinary course of business and are required to comply with certain rules and regulations to operate our business, any failure to obtain, retain and renew such approvals and licences or comply with such rules and regulations may adversely affect our operations.***

We require several statutory and regulatory permits, licenses and approvals to operate our business, some of which are either received or applied for. Many of these approvals are subject to periodical renewal. Any failure to renew the approvals that may expire, or to apply for the required approvals, licences, registrations or permits, or any suspension or revocation of any of the approvals, licences, registrations and permits that have been or may be issued to us, could result in delaying the operations of our business, which may adversely affect our business, financial condition, results of operations and prospects. Further, in order to comply with various applicable local laws, we have made a few applications for obtaining requisite approvals. For further details, see “*Government and Other Statutory Approvals*” on pages 224.

Further, some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals which may result in the interruption of our operations and may have a material adverse effect on our business, financial condition, cash flows and results of operations. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change, we may incur increased costs, be subject to penalties or suffer a disruption in our business activities, any of which could adversely affect our results of operations. For further details, see “*Key Industry Regulations and Policies*” and “*Government and Other Statutory Approvals*” for permits/licenses required for the business on pages 130 and 224, respectively.

11. ***Our ability to access capital at attractive costs depends on our credit ratings. Non-availability of credit ratings or a poor rating may restrict our access to capital and thereby adversely affect our business and results of operations.***

The cost and availability of capital, amongst other factors, is also dependent on our credit ratings. In November 2020, February 2022 and May 2023, Acuité Rating & Research Limited has reaffirmed Acuité B+ (Issuer not cooperating) for bank loans of the Company. Acuité has released the rating of our Company and has stated in the report that Acuité has been requesting for data, information and undertakings from the Company for conducting surveillance & review of the rating. However, the Company failed to submit such information before due date and thus Acuité therefore flagged the rating as “Issuer not-cooperating”, in line with prevailing SEBI regulations and Acuité’s internal policies.

Ratings reflect a rating agency's opinion of our Company's financial strength, operating performance, strategic position, and ability to meet our obligations. Any adverse change in credit ratings assigned to our Company may impact our ability to raise additional funds and/or the interest cost at which we borrow additional funds and could have an adverse effect on our business and results of operations.

12. ***We have availed unsecured loans which are repayable on demand. Any demand for repayment of such unsecured loans, may adversely affect our cash flows.***

As on October 15, 2024, we have unsecured loans amounting to ₹55.32 lakhs which are repayable on demand to the relevant lender. Further, these loans are not repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lender at any time. Any such unexpected demand or accelerated repayment may have a material adverse effect on the business, cash flows and financial condition of the borrower against which repayment is sought. Any demand from lenders for repayment of such unsecured loans, may adversely affect our cash flows. For further details of unsecured loans of our Company, see "***Financial Indebtedness***" on page 204.

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

We have provided security in respect of loans / facilities availed by us from banks and financial institutions by creating a charge over our movable and immovable properties. The total amount outstanding and payable by us as secured loans was ₹2,122.01 lakhs, as on October 15, 2024. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our assets may be subject to forfeiture by lenders, which in turn could have significant adverse effect on our business, financial condition or results of operations. For further details of the secured loans availed by us, see "***Financial Indebtedness***" on page 204.

14. ***Our Promoters and Promoter Group has provided personal and corporate 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 guarantees provided by our Promoter and Promoter Group.***

Our Promoters and Promoter Group has provided personal and corporate 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 guarantees provided by our Promoters and Promoter Group may be invoked, which could negatively impact the reputation of our Company. In addition, our Promoters and Promoter Group may be required to liquidate their shareholding in our Company to settle the claims of the lenders, thereby diluting their shareholding in our Company. We may also not be successful in procuring alternate guarantees satisfactory to the lenders, as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows. For further details regarding loans availed by our Company, please refer "***Financial Indebtedness***" on page no. 204.

15. ***Our funding requirements and the deployment of Net Proceeds are based on management estimates and quotations received and have not been independently appraised. Any variation in the utilisation of Net Proceeds of the Fresh Offer as disclosed in this Prospectus shall be subject to compliance requirements, including prior shareholders' approval.***

We propose to utilize the Net Proceeds as stated under "***Objects of the Offer***" on page 74. However, our funding requirements and the deployment of Net Proceeds are based on management estimates and have not been independently appraised.

As per section 27 of the Companies Act, the objects of utilization of the Net Proceeds from the fresh issue as disclosed in this Prospectus can only be varied after obtaining the shareholders' approval vide a special resolution. In the event, the Company wishes to vary the objects for which the net proceeds from the fresh issue are required to be varied, our Company may not be able to obtain the Shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such Shareholders' approval may adversely affect our business or operations. Therefore, we may not be able to undertake variation of

objects of the Offer to use any unutilized proceeds of the Offer, if any, even if such variation is in the interest of our Company. This may restrict our ability to respond to any change in our business or financial condition, and thus, adversely affecting our business and results of operations.

Further, our Promoters would be required to provide an exit opportunity to Shareholders who do not agree with our proposal to change the objects of the Offer or vary the terms of such contracts, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoters to provide an exit opportunity to such dissenting shareholders may deter our Promoters from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI. In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Offer, if any, or vary the terms of any contract referred to in the Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilised portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business and results of operations.

16. ***Our Company, our Promoters and Directors are parties to certain legal proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.***

Our Company, our Promoters and Directors are party to certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and legal forums. A summary of outstanding litigation proceedings involving our Company, our Promoters, and our Directors, as on the date of this Prospectus as disclosed in “***Outstanding Litigations and Material Developments***” on page 220, in terms of the SEBI ICDR Regulations and the Materiality Policy is provided below:

Nature of Cases	Number of outstanding cases	Amount Involved (in Rs. Lakhs)*
<b><i>Litigation involving our Company</i></b>		
Criminal proceedings against our Company	Nil	Nil
Criminal proceedings by our Company	Nil	Nil
Material civil litigation against our Company	Nil	Nil
Material civil litigation by our Company	Nil	Nil
Actions by statutory or regulatory Authorities	Nil	Nil
Direct and indirect tax proceedings	10	32.26
<b><i>Litigation involving our Directors (other than Promoters)</i></b>		
Criminal proceedings against our Directors (other than Promoters)	Nil	Nil
Criminal proceedings by our Directors (other than Promoters)	Nil	Nil
Material civil litigation against our Director (other than Promoters)	Nil	Nil
Material civil litigation by our Director (other than Promoters)	Nil	Nil
Actions by statutory or regulatory authorities (other than Promoters)	Nil	Nil
Direct and indirect tax proceedings	2	0.47
<b><i>Litigation involving our Promoter</i></b>		
Criminal proceedings against our Promoter	Nil	Nil



Nature of Cases	Number of outstanding cases	Amount Involved (in Rs. Lakhs)*
Criminal proceedings by our Promoter	Nil	Nil
Material civil litigation against our Promoter	Nil	Nil
Material civil litigation by our Promoter	Nil	Nil
Actions by statutory or regulatory authorities	Nil	Nil
Direct and indirect tax proceedings	5	0.37

There can be no assurance that litigations involving our Company, our Promoters and Directors will be decided in favour of our Company, Promoters and Directors and consequently it may divert the attention of our management and Promoters and consume our corporate resources and we may incur significant expenses in such proceedings and we may have to make provisions in our financial statements, which could increase our expenses and liabilities. If such claims are determined against Company, our Promoters and Directors, there could be a material adverse effect on our reputation, business, financial condition and results of operations, which could adversely affect the trading price of our Equity Shares.

Furthermore, we may not be able to quantify all the claims in which we are involved. Failure to successfully defend these or other claims or if our current provisions prove to be inadequate, our business and results of operations could be adversely affected. Even if we are successful in defending such cases, we will be subjected to legal and other costs relating to defending such litigation, and such costs could be substantial. In addition, we cannot assure that similar proceedings will not be initiated in the future. This could adversely affect our business, cash flows, financial condition, and results of operation. For further details, pertaining to material pending outstanding litigations involving our Company, our Promoters and Directors, see “*Outstanding Litigations and Material Developments*” on page 220.

17. ***We may not be able to successfully manage the growth of our operations and execute our growth strategies which may have an adverse effect on our business, financial condition, results of operations and future prospects.***

As we continue to grow, we must continue to improve our managerial, technical and operational knowledge and allocation of resources, and implement an effective management information system. In order to fund our ongoing operations and future growth, we need to have sufficient internal sources of liquidity or access to additional financing from external sources, including debt or equity. Further, we will be required to manage relationships with a greater number of clients, suppliers, lenders and other third parties. We will need to further strengthen our internal control and compliance functions to ensure that we will be able to comply with our legal and contractual obligations and minimize our operational and compliance risks. There can be no assurance that we will not suffer from capital constraints, operational difficulties or difficulties in expanding existing business and operations and training an increasing number of personnel to manage and operate the expanded business. There can be no assurance that we will be able to successfully manage our growth, strategies or that our expansion plans will not adversely affect our existing operations and thereby have an adverse effect on our business, financial condition, results of operations and prospects.

Further, we could also encounter difficulties and delays in executing our growth strategies due to a number of factors, including, unavailability of human and capital resources, inability to develop adequate systems, infrastructure and technologies, delayed payments or non-payments by clients, failure to correctly identify market trends, increase in cost of raw material, fuel, labour etc. There can be no assurance that we will be able to execute our growth strategy on time and within the estimated costs, or that we will meet the expectations of our clients.

18. ***We are dependent upon the business experience and skill of our promoters, key managerial personnel and senior management personnel. Loss of our Senior Management or our inability to attract or retain such qualified personnel, could adversely affect our business, results of operations and financial condition.***

We believe that our Promoters have played a key role in the development of our business and we benefit from their industry knowledge and expertise, vision and leadership. Our Promoters have strong operational knowledge, and good relationships with our clients. In addition to our Promoters, our key management and senior management team includes qualified, experienced and skilled professionals who possess requisite experience across various division of our business. We believe the stability of our management team and the industry experience brought on by our individual Promoters enables us to continue to take advantage of future market opportunities. We believe that our senior management team is well qualified to leverage our market position with their collective experience and knowledge in the industry, to execute our business strategies and drive our future growth.

Our ability to meet continued success and future business challenges depends on our ability to attract, recruit and retain experienced, talented and skilled professionals. The loss of the services of our key personnel or our inability to recruit or train sufficient number of experienced personnel or our inability to manage the attrition levels in different employee categories may have an adverse effect on our financial results and business prospects. We have not faced any significant attrition of key managerial personnel and senior management personnel during the last three (3) financial years. However, we cannot assure that there will be no attrition of our senior management personnel in the future.


If we are unable to hire additional qualified personnel or retain them, our ability to expand our business may be impacted. Our Company's profitability, financial condition and results of operations may also be impacted due to lack of experienced and talented workforce. Senior management attrition may also result in our Company incurring higher costs, including the cost of recruiting and costs associated with onboarding. As we intend to continue to expand our operations, we will be required to continue to attract and retain experienced personnel. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting suitable employees.

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

As of October 15, 2024, we have entered into several related party transactions. In addition, we have in the past also entered into transactions with other related parties. We confirm that the transactions with related parties entered into by our Company in the preceding three years have been carried out at arms' length price and are in compliance with applicable laws including Companies Act, 2013. Further, we confirm that the transactions are not prejudicial to the interest of our Company. A summary of the related party transactions during the period ended October 15, 2024 and for the Financial Year 2024, 2023 and 2022 as per applicable Ind GAAP is derived from our Restated Financial Statements. For further details, see "***Restated Financial Information***" on page 164.

While we believe that all our related party transactions have been conducted on an arm's length basis, we cannot assure you that we may not have achieved more favourable terms had such transactions been entered into with unrelated parties. There can be no assurance that such transactions, individually or taken together, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise. In addition, our business and growth prospects may decline if we cannot benefit from our relationships with them in the future.

20. ***We may be unable to sufficiently obtain, maintain, protect, or enforce our intellectual property and other proprietary rights.***

As on date of this Prospectus, we have made an application for registration of our trademark  under class 6 which is pending as on date. For further details, see "***Government and Other Statutory Approvals***" on page 224. We cannot assure you that we will be able to obtain registration against the application made. If we are unable to register or renew our trademarks for various reasons including our inability to remove objections to any trademark application, or if our unregistered trademark are registered in favour of or used by a third party in India or abroad, we may not be able to claim registered ownership of such trademark and consequently, we may not be able to seek remedies for infringement of those trademarks by third parties other than relief against passing off by other entities, causing damage to our business prospects, reputation and goodwill in India and abroad. Apart from this, any failure to

register or renew registration of our registered trademark may affect our right to use such trademark in future. Further, our efforts to protect our intellectual property in India and abroad may not be adequate and any third-party claim on any of our unprotected intellectual property may lead to erosion of our business value and our reputation, which could adversely affect our operations. We may also not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our trademarks in India and abroad.

Further, if do not maintain our brand name and identity, which we believe is one of the factors that differentiates us from our competitors, we may not be able to maintain our competitive edge and could lose our customers, which would negatively affect our financial performance and profitability. Moreover, our ability to protect, enforce or utilize our brand name is subject to risks, including general litigation risks. Furthermore, we cannot assure you that such brand name will not be adversely affected in the future by actions that are beyond our control, including customer complaints or adverse publicity from any other source. Any damage to our brand name, if not immediately and sufficiently remedied, could have an adverse effect on our business and competitive position.

21. ***Our Company have incurred losses in the previous Fiscals.***

Our Company has suffered a loss of ₹ (71.53) lakhs in Financial Year 2022. Financial losses by our Company may not be perceived positively by external parties such as investors, bankers, etc., which may affect our credibility and business operations.

Profit of a company is a key indicator to show the extent of financial efficiency from operations. We may incur losses in future. If our Company is not able to make profit in future, it may adversely affect our business and financial operations. For further details, see “**Restated Financial Statement**” on page 164.

22. ***We have certain contingent liabilities as stated in the Restated Financial Statement, and in the event, they materialize it could adversely affect our financial condition.***

The following table sets forth our contingent liabilities as at the period ended on October 15, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 as per the Restated Financial Information:

Particulars	(₹ In Lakhs)			
	As at 15 October 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Income Tax Demand	31.63	31.62	31.62	31.58
TDS Demand	0.63	-	0.49	0.49
GST Demand	-	10.54	10.54	10.54
<b>Total</b>	<b>32.26</b>	<b>42.16</b>	<b>42.65</b>	<b>42.61</b>

We cannot assure you that these contingent liabilities will not become established as liabilities. In the event any of these contingent liabilities become established as liabilities, it may have an adverse effect on our financial condition and results of operations.

23. ***We have experienced negative cash flows from operating activities and may do so in the future, which could have a material adverse effect on our business, prospects, financial condition, cash flows and results of operations.***

The Company has reported negative cash flow from operating activities in past as per the Restated Financial Statement as given below:

Particulars	(₹ In Lakhs)			
	Oct 15, 2024	For year ended March 31, 2024	2023	2022

Net cash flow generated from/ (utilized in) operating activities	254.37	469.14	795.84	(676.07)
--	--------	--------	--------	----------

(Figures in brackets are negative)

For details, see “**Restated Financial Information – Restated Cashflow Statement**” on page 171.

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. We may continue to have negative operating cash flows in future. If our Company is not able to generate sufficient operating cash flows, it may adversely affect our business and financial operations. For further details, see “**Restated Financial Statement**” on page 164.

24. ***Our Company is dependent on third parties for transportation and export of our finished products and any disruption in their operations or a decrease in the quality of their services could have an adverse impact on our business, financial condition, cash flows and results of operations.***

Our ability to manufacture, transport, and sell our products is critical to our success. Our Company is dependent on third party transportation for movement of our products from our Manufacturing Facility. We also use railways for delivery of our finish products as and when required. Any disputes with our transporters, including disputes regarding pricing or performance, could adversely affect our ability to supply products to our customers on timely basis and could materially and adversely affect our product sales, financial condition, and results of operations.

Occurrence of any disruption to our third-party transportation services availed by us, due to weather, natural disaster, fire or explosion, terrorism, pandemics, strikes, government action, or other reasons beyond our control or the control of our transporters, could impair our ability to manufacture or sell our products. Failure to take adequate steps to mitigate the likelihood or potential impact of such events or to effectively manage such events if they occur could adversely affect our business. The occurrence of any of these factors could result in a significant decrease in the sales volume of our products and therefore adversely affect our financial condition, cash flows and results of operations.

25. ***Our management will have broad discretion in how we apply the Net Proceeds, including interim use of the Net Proceeds, 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 the Net Proceeds in the manner intended by us will result in any increase in the value of your investment.***

We intend to use Net Proceeds from the Offer towards (a) funding working capital requirements of our Company; (b) capital expenditure; and (c) general corporate purposes. For details of the objects of the Offer, see “**Objects of the Offer**” on page 76. Our management will have broad discretion to use the Net Proceeds, and investors will be relying on the judgment of our management regarding the application of the Net Proceeds. Moreover, we cannot undertake any material deviation in the utilisation of the Net Proceeds as disclosed in this Prospectus without obtaining the approval of shareholders of our Company through a special resolution. Our Company may have to revise its management estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, costs of commodities and interest or exchange rate fluctuations and consequently its requirements may change. Additionally, various risks and uncertainties, including those set forth in this section may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in its business.

26. ***We operate in a competitive business environment. Competition from existing players and new entrants and consequent pricing pressures could have a material adverse effect on our business growth and prospects, financial condition and results of operations.***

The industry in which we operate is highly competitive. We expect that competition will continue to intensify both through the entry of new players and consolidation of existing players. Our competitors may have greater financial resources, better distribution network, technical and marketing resources and generate greater revenues, and therefore may be able to respond better to market changes than we can. The industry in which we operate have low entry barriers and therefore we cannot assure you that our

current or potential competitors will not provide products comparable or superior to those we provide or adapt more quickly than we do to market requirements, at prices equal to or lower than those of our products. Increased competition may result in our inability to differentiate our products from those of our competitors, which may lead to a loss of market share. Our ability to compete also depends on a number of factors beyond our control, including the ability of our competitors to attract, train, motivate and retain highly skilled technical employees, the price at which our competitors offer comparable products and the extent of our competitor's responsiveness to customer needs. Our inability to adequately address competitive pressures may have a material adverse effect on our business, prospects, financial condition and results of operations.

27. ***Stringent environmental, health and safety laws and regulations or stringent enforcement of existing environmental, health and safety laws and regulations may result in increased liabilities and increased capital expenditures.***

Our operations are subject to environmental, health and safety and other regulatory and statutory requirements in the jurisdictions in which we operate. We are subject to various national, state, municipal and local laws and regulations concerning environmental protection in India. Non-compliance with these laws and regulations could expose us to civil penalties, criminal sanctions and revocation of key business licenses. Environmental laws and regulations in India are becoming more stringent and the scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted with any certainty. In case of any change in environmental or pollution regulations, we may be required to invest in, among other things, environmental monitoring, pollution control equipment and emissions management.

As a consequence of unanticipated regulatory or other developments, future environmental and regulatory related expenditures may vary substantially from those currently anticipated. We cannot assure you that our costs of complying with current and future environmental laws and other regulations will not adversely affect our business, results of operations, financial condition or cash flows. In addition, we could incur substantial costs, our products could be restricted from entering certain markets and we could face other sanctions, if we were to violate or become liable under environmental laws or if our products become non-compliant with applicable regulations. Our potential exposure includes fines and civil or criminal sanctions, third-party property damage or personal injury claims and clean-up costs. The amount and timing of costs under environmental laws are difficult to predict.

28. ***Our Promoters and some of our Directors are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses.***

Some of Promoters and our Directors are interested in our Company to the extent of their respective shareholding in our Company as well as to the extent of any dividends, bonus or other distributions on such Equity Shares. We cannot assure you that our Directors will exercise their rights as shareholders to the benefit and best interest of our Company. Further, our Promoters holding Equity Shares may take or block actions with respect to our business which may conflict with the best interests of our Company or that of minority shareholders. For further information on the interest of our Promoters and Directors, other than reimbursement of expenses incurred or normal remuneration or benefits, see “***Our Management***” and “***Our Promoters and Promoter Group***” on pages 143 and 155, respectively.

29. ***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 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.

30. ***We are subject to restrictive covenants under our financing agreements that could limit our flexibility in managing our business or to use cash or other assets. Any defaults could lead to acceleration of***

***our repayment obligations, termination of one or more of our financing agreements or force us to sell our assets, which may adversely affect our cash flows, business, results of operations and financial condition.***

We have entered into agreements for secured short term and long-term borrowings with certain lenders. The credit facilities availed by us are secured by way of mortgage of fixed assets, hypothecation of current assets (both present and future), and personal and corporate guarantees of Promoter and Promoter Group. In case we are not able to pay our dues in time, the same may amount to a default under the loan documentation and all the penal and termination provisions therein would get triggered. This could severely affect our operations and financial condition. Our financing agreements include certain covenants that require us to obtain lender consents prior to carrying out certain corporate activities and entering into certain transactions, such as, incurring any additional borrowings, undertaking capital expenditure, effect any change in shareholding pattern and management control of the Company amongst others. In addition, any breach of financial or non-financial covenant may qualify as an event of default under financing agreements.

We cannot assure you that the lenders will not seek to enforce their rights in respect of any breach by us under our financing agreements. Any failure to comply with any condition or covenant under our financing agreements that is not waived by the lenders or is not otherwise cured by us, may lead to a termination of our credit facilities and/or acceleration of all amounts due under the relevant credit facility. Further, if the obligations under any of our financing agreements are accelerated, we may have to dedicate a substantial portion of our cash flow from operations to make payments under the financing documents, thereby reducing the availability of cash for our operations. In addition, the lenders may enforce their security interest in certain of our assets. Moreover, during the period in which we are in default, we may face difficulties in raising further loans. Any future inability to comply with the covenants under our financing agreements or to obtain the necessary consents required thereunder may lead to termination of our credit facilities, levy of penal interest, acceleration of all amounts due under such financing agreements and enforcement of any security provided. Any of these circumstances may have an adversely affect our business, results of operation and financial condition. Further, the said credit facilities can be renewed/enhanced/cancelled/suspended/reduced and the terms and conditions of the same can be altered by the lending banks, at their discretion. In the event, the lenders refuse to renew / enhance the credit facilities and/or cancel / suspend / reduce the said credit facilities and/or alter the terms and conditions to the derogation of our Company, then our existing operations as well as our future business prospects and financial condition may be severely affected.

31. ***Information relating to our production capacities and the historical capacity utilization of our Manufacturing Facility included in this Prospectus is based on factual data and proposed capacity is based on certain assumptions and has been subjected to rounding off, and future production and capacity utilization may vary.***

Information relating to our production capacities and the historical capacity utilization of our Manufacturing Facility included in this Prospectus is based on factual data of past years and proposed capacity utilization is based on various assumptions and estimates of our management, including proposed operations, assumptions relating to availability and quality of raw materials, assumptions relating to operational efficiencies, as well as assumptions in relation to the average density of casting products manufactured by us. Actual production levels and utilization rates may differ significantly from the estimated production capacities or capacity utilization information of our facility. Undue reliance should therefore not be placed on our production capacity or estimated capacity utilization information for our existing facility included in this Prospectus.

32. ***There have been past instances of delays by the Company in filing of certain GST returns and making payments under the Employees Provident Fund and Miscellaneous Provisions Act, 1952. Any future instances of such delays may result in levy of penalties on the Company.***

There were certain instances of delays in filing of GST returns and making of payments under the Employees Provident Fund and Miscellaneous Provisions Act, 1952. However, our Company has made the requisite filings with payment of additional fees to the GST authorities and also made the requisite EPF payments.

In most of the instances, the delays in filing the GST returns had occurred as the Company was not able to get 100% claim of Input credit on or before due date of filing of returns and therefore the Company had to wait for its vendors to complete their filing so that Company can get inputs in its account, on account of technical issues with GST portal on various occasions, due to administrative difficulties. To address such delays, the Company has taken corrective steps to mitigate the delays including appointment of professionals.

Further, delays in making EPF payments had occurred due to technical issues with EPF portal on various occasions, administrative difficulties. To address such delays, the Company has taken corrective steps to mitigate the delays including appointment of professionals.

While we have not been subject to any penalties by regulatory authorities, there can be no assurance that we would not be subject to such penalties or fines in the future. Further, there can be no assurance that there will be no delays or non-compliances with the filing of certain documents in the future.

33. ***We may be affected by competition law, the adverse application or interpretation of which could adversely affect our business.***

The Competition Act, 2002 (“**Competition Act**”) seeks to prevent business practices that have an Appreciable Adverse Effect on Competition (“**AAEC**”) in the relevant market in India. Under the Competition Act, any arrangement, understanding or action in concert between enterprises, whether formal or informal, which causes or is likely to cause an AAEC in India is void and attracts substantial monetary penalties. The Competition Act also prohibits abuse of a dominant position by any enterprise. The combination regulation (merger control) provisions under the Competition Act require that the acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to, and pre-approved by CCI. However, the applicability or impact of the provisions of the Competition Act on any future acquisition or arrangement entered into by us cannot be predicted with certainty at this stage.

34. ***We are subject to operational risks on account of obsolescence, destruction, breakdown of our equipment or failure to repair or maintain such equipment. Further, if we do not continually enhance our business with the most recent equipment and technology, our ability to maintain and expand our markets may be adversely affected.***

Our Manufacturing Facility, are subject to the normal risks of industrial production, including equipment breakdowns, labour stoppages or disputes, shortage of skilled labour, natural disasters, directives from government agencies, water shortages, power interruptions, performance below expected levels of output or efficiency, obsolescence, severe weather, industrial accidents, our inability to respond to technological advances and emerging industry standards and practices in the industry. Any significant malfunction or breakdown of our machinery may entail significant repair and maintenance costs and cause delays in our operations. If we are unable to repair the malfunctioning machinery in a timely manner or at all, our operations may need to be suspended until we procure machinery to replace the same.

35. ***Changes in technology may affect our business by making our Manufacturing Facility or equipment less competitive or obsolete.***

Our future success will depend in part on our ability to respond to technological advances and emerging industry standards and practices on a cost-effective and timely basis. Modernization and technology upgradation is essential to reduce costs and increase the output. Our technology and machineries may become obsolete or may not be upgraded timely, hampering our operations and financial conditions and we may lose our competitive edge. The development and implementation of such technology and machinery entails technical and business risks. Further, the costs in upgrading our technology and modernizing the plant and machineries may be significant which could substantially affect our finances and operations. We cannot assure you that we will be able to successfully implement new technologies or adapt our processing systems to customer requirements or emerging industry standards. Changes in technology and high-power costs may make newer facilities or equipment more competitive than ours or may require us to make additional capital expenditures to upgrade our facility. If we are unable, for

technical, financial or other reasons, to adapt in a timely manner to changing market conditions, customer requirements or technological changes, our business and results of operations could be adversely affected.

36. ***Our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject and this may have a material effect on our business and financial condition.***

While we believe that we maintain requisite insurance coverage as per industry standard. For details, see “***Our Business***” on page 108. However, we may not have sufficient insurance coverage to cover all possible economic losses, including when the loss suffered is not easily quantifiable and in the event of severe damage to our business. Even if we have made a claim under an existing insurance policy, we may not be able to successfully assert our claim for any liability or loss under such insurance policy. Additionally, there may be various other risks and losses for which we are not insured either because such risks are uninsurable or not insurable on commercially acceptable terms. The occurrence of an event for which we are not adequately or sufficiently insured could have an effect on our business, results of operations, financial condition and cash flows.

In addition, in the future, we may not be able to maintain insurance of the types or at levels which we deem necessary or adequate or at rates which we consider reasonable. The occurrence of an event for which we are not adequately or sufficiently insured or the successful assertion of one or more large claims against us that exceed available insurance coverage, or changes in our insurance policies (including premium increases or the imposition of large deductible or co-insurance requirements), could have an effect on our business, results of operations, financial condition and cash flows.

37. ***Our Promoters and members of the Promoter Group will continue jointly to retain majority control over our Company after the Offer, which will allow them to determine the outcome of matters submitted to shareholders for approval.***

After completion of the Offer, our Promoters and Promoter Group will collectively own a majority of the Equity Shares of our Company. As a result, our Promoters together with the members of the Promoter Group will be able to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act and our AoA. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company.

In addition, our Promoters will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or minority shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

38. ***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 163.

39. ***If we are unable to establish and maintain an effective internal controls and compliance system, our business and reputation could be adversely affected.***



We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of operations. Our internal audit functions make an evaluation of the adequacy and effectiveness of internal systems on an ongoing basis so that our operations adhere to our policies, compliance requirements and internal guidelines. We periodically test and update our internal processes and systems and there have been no past material instances of failure to maintain effective internal controls and compliance system. However, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances.

We take reasonable steps to maintain appropriate procedures for compliance and disclosure and to maintain effective internal controls over our financial reporting so that we produce reliable financial reports and prevent financial fraud. As risks evolve and develop, internal controls must be reviewed on an ongoing basis. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error. Any lapses in judgment or failures that result from human error can affect the accuracy of our financial reporting, resulting in a loss of investor confidence and a decline in the price of our Equity Shares.

40. ***The average cost of acquisition of Equity Shares by our Promoter could be lower than the Offer Price.***

Our Promoter's average cost of acquisition of Equity Shares in our Company may be lower than the Offer Price. For further details regarding average cost of acquisition of Equity Shares by our Promoter in our Company and build-up of Equity Shares by our Promoter in our Company, please refer to the chapters "***Capital Structure***" beginning on page 63.

41. ***We have not independently verified certain Industry related data in this Prospectus.***

We have not independently verified data from the Industry and related data contained in this Prospectus and although we believe the sources mentioned in the report to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regards to other countries. Therefore, discussions of matters relating to India, its economy or the industries in which we operate that is included herein are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete, inaccurate or unreliable. Due to incorrect or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

42. ***Our Company will not receive any proceeds from the Offer for Sale.***

The Offer also comprises an Offer for Sale by the Selling Shareholder. The Selling Shareholder will receive the entire proceeds from the Offer for Sale (after deducting applicable Offer expenses) and our Company will not receive any part of the proceeds of the Offer for sale. For further information, see "***The Offer***" and "***Objects of the Offer***" on pages 49 and 76, respectively.

## **OFFER SPECIFIC RISKS**

43. ***Subsequent to the listing of the Equity Shares, we may be subject to surveillance measures, such as the Additional Surveillance Measures and the Graded Surveillance Measures by the Stock Exchanges in order to enhance the integrity of the market and safeguard the interest of investors.***

Subsequent to the listing of the Equity Shares, we may be subject to Additional Surveillance Measures ("ASM") and Graded Surveillance Measures ("GSM") by the Stock Exchanges and the Securities and Exchange Board of India. These measures have been introduced to enhance the integrity of the market and safeguard the interest of investors. The criteria for shortlisting any security trading on the Stock Exchanges for ASM is based on objective criteria, which includes market-based parameters such as high low-price variation, concentration of client accounts, close to close price variation, market

capitalization, average daily trading volume and its change, and average delivery percentage, among others. A scrip is subject to GSM when the share price is not commensurate with the financial health and fundamentals of the company. Specific parameters for GSM include net worth, net fixed assets, PE, market capitalization and price to book value, among others. Factors within and beyond our control may lead to our securities being subject to GSM or ASM. In the event our Equity Shares are subject to such surveillance measures implemented by SEBI and the Stock Exchanges, we may be subject to certain additional restrictions in connection with trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active trading market for our Equity Shares.

44. ***The Equity Shares have never been publicly traded, and, after the Offer, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Offer Price, or at all.***

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is proposed to be determined through a fixed price mechanism in accordance with the SEBI ICDR Regulations and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

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

The Offer Price of our Equity Shares will be determined by the fixed price mechanism. This price is based on numerous factors and may not be indicative of the market price of our Equity Shares after the Offer. For details, see “***Basis for Offer Price***” on page 92. The market price of our Equity Shares could be subject to significant fluctuations after the Offer, and may decline below the Offer Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Offer Price. Among the factors that could affect our share price include without limitation. The following:

- Half yearly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- Changes in revenue 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.

46. ***Any future issuance of Equity Shares, or convertible securities or other equity linked securities by our Company may dilute your shareholding and any sale of Equity Shares by our Promoters or members of our Promoter Group may adversely affect the trading price of the Equity Shares.***

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by our Company may dilute your shareholding in our Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. Any sale of our Equity Shares by our Promoters or major shareholders or future equity issuances, by us may adversely affect the trading price of our Equity Shares, which may lead to other adverse consequences including difficulty in

raising capital through offering of our Equity Shares or incurring additional debt. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares. We cannot assure you that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

47. ***Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.***

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by equity shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

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

Indian legal principles related to 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 including in relation to class actions, 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 shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

49. ***QIB and Non-Institutional Investors are not permitted to withdraw or lower their application Amount at any stage after submitting an Application.***

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Application (in terms of quantity of Equity Shares or the application Amount) at any stage after submitting an Application. Retail Individual Investors can revise their Application during Offer Period and withdraw their Application until Offer Closing Date. While our Company is required to complete Allotment pursuant to the Offer within one Working Days from the Offer Closing Date, events affecting the investor's decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations or financial condition may arise between the date of submission of the Application and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the Applicant ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

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

50. ***Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business, prospects and results of operations.***

The regulatory and policy environment in India is evolving and subject to change. Such changes in applicable law and policy in India, including the instances described below, may adversely affect our business, financial condition, results of operations, performance and prospects in India, to the extent that we are not able to suitably respond to and comply with such changes.

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

51. ***Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby suffer future dilution of their ownership position.***

Under the Companies Act, 2013, a company having share capital and incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of our Equity Shares voting on such resolution.

However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interests in our Company would be diluted

52. ***Investors may not be able to enforce judgments obtained in foreign courts against us.***

We are a public limited company under the laws of India. All of our directors and officers are Indian nationals and all or a significant portion of the assets of all of the directors and officers and a substantial portion of our assets are located in India. As a result, it may be difficult for investors to effect service of process outside India on us or on such directors or officers or to enforce judgments against them obtained from courts outside India, including judgments predicated on the civil liability provisions of the United States federal securities laws.

India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, which includes the United Kingdom, United Arab Emirates, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements of the Indian Code of Civil Procedure, 1908 (the “Civil Code”). The Civil Code only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court. However, the party in whose favour such final judgment is rendered may bring a fresh suit in a competent court in India based on a final judgment that has been obtained in a non-reciprocating territory within three years of obtaining such final judgment. It is unlikely that an Indian court would award damages on the same basis or to the same extent as was awarded in a final judgment rendered by a court in another jurisdiction if the Indian court believed that the amount of damages awarded was excessive or inconsistent with public policy in India. In addition, any person seeking to

enforce a foreign judgment in India is required to obtain prior approval of the Reserve Bank of India to repatriate any amount recovered pursuant to the execution of the judgment.

53. ***We are a public limited company under the laws of India. Many of our directors and officers are Indian nationals and all or a significant portion of the assets of all of the directors and officers and a substantial portion of our assets are located in India. As a result, it may be difficult for investors to effect service of process outside India on us or on such directors or officers or to enforce judgments against them obtained from courts outside India, including judgments predicated on the civil liability provisions of the United States federal securities laws Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.***

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the industry in which we operate, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, and our business, prospects, financial condition and results of operations, in particular.

54. ***We are subject to regulatory, economic and social and political uncertainties and other factors beyond our control.***

We are incorporated in India and we conduct our corporate affairs and our business in India. Our Equity Shares are proposed to be listed on the Emerge platform of NSE, subject to the receipt of the final listing and trading approvals from the NSE. Consequently, our business, operations, financial performance and the market price of our Equity Shares will be affected by interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India.

Factors that may adversely affect the Indian economy, and hence our results of operations may include:

- any exchange rate fluctuations, the imposition of currency controls and restrictions on the right to convert or repatriate currency or export assets;
- any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
- prevailing income conditions among Indian customers and Indian corporations;
- political instability, terrorism, military conflict, epidemic or public health issues in India or in countries in the region or globally, including in India's various neighbouring countries;
- macroeconomic factors and central bank regulation, including in relation to interest rates movements which may in turn adversely impact our access to capital and increase our borrowing costs;
- Instability in financial markets and volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- decline in India's foreign exchange reserves which may affect liquidity in the Indian economy;
- downgrading of India's sovereign debt rating by rating agencies;
- difficulty in developing any necessary partnerships with local businesses on commercially acceptable terms and/or a timely basis.
- changes in India's tax, trade, fiscal or monetary policies; and
- other significant regulatory or economic developments in or affecting India or its logistics sector.

Moreover, a fall in the purchasing power of our customers, for any reason whatsoever, including rising consumer inflation, availability of financing to our customers, changing governmental policies and a slowdown in economic growth may have an adverse effect on our customers' revenues, savings and could in turn negatively affect their demand for our products. In addition, any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations and financial condition and the price of the Equity Shares.

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

Inflation rates in India have been volatile in recent years, and such volatility may continue. India has experienced high inflation relative to developed countries in the recent past. Continued high rates of inflation may increase our expenses related to costs of raw material, rent, salaries or wages payable to our employees or any other expenses. There can be no assurance that we will be able to pass on any additional expenses to our customers 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.

56. ***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 falls 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.

57. ***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 international debt by international rating agencies may adversely affect our ability to raise additional overseas financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

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

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

59. ***The occurrence of natural or man-made disasters may adversely affect our business, financial condition, results of operations and cash flows.***

Natural disasters (such as typhoons, flooding and earthquakes), epidemics, pandemics such as COVID-19 and man-made disasters, including acts of war such as Russia's invasion of Ukraine, terrorist attacks and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, financial condition and results of operations.

Our operations may be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations.

A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases and, for example, have had confirmed cases of diseases such as the

highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine and more recently, the COVID-19 virus. A worsening of the current outbreak of COVID-19 pandemic or future outbreaks of COVID-19 or a similar contagious disease could adversely affect the global economy and economic activity in the region. As a result, any present or future outbreak of a contagious disease could have a material adverse effect on our business and the trading price of the Equity Shares.

Any terrorist attacks or civil unrest as well as other adverse social, economic and political events in India could have a negative effect on us. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares.

60. ***Our ability to raise foreign capital may be constrained by Indian law.***

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions limit our financing sources and could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that any required regulatory approvals for borrowing in foreign currencies will be granted to us without onerous conditions, or at all. Limitations on foreign debt may have an adverse effect on our business growth, financial condition and results of operations.

61. ***Rights of shareholders under Indian laws may be different from laws of other jurisdictions.***

Indian legal principles related to 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 including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as our shareholder than as a shareholder of an entity in another jurisdiction.

## SECTION III: INTRODUCTION

### THE OFFER

Present Offer in terms of this Prospectus:

Particulars	No. of Equity Shares
<b>Equity Shares Offered<sup>(1)(3)</sup></b>	Offer of 51,39,200 Equity Shares of ₹10 each for cash at a price of ₹75/- per Equity Share (including premium of ₹65/- per Equity Share) aggregating to ₹3,854.40Lakh.

Present Offer of Equity Shares  
by our Company and the Selling  
Shareholder<sup>(2)</sup>

<b>The Offer Consists of</b>	
<b>Fresh Offer<sup>(1)</sup></b>	41,39,200 Equity Shares of ₹10 each fully paid-up of our Company for cash at a price of ₹ 75/- per Equity Share (including premium of ₹65/- per Equity Share) aggregating to ₹3,104.40 Lakhs.
<b>Offer for Sale<sup>(4)</sup></b>	10,00,000 Equity Shares of ₹10 each fully paid-up of our Company for cash at a price of ₹75/- per Equity Share (including premium of ₹65/- per Equity Share) aggregating to ₹750.00 Lakhs.

#### **Of which:**

Reserved for Market Makers	2,62,400 Equity Shares of face value of ₹10 each fully paid-up of our Company for cash at a price of ₹75/- per Equity Share (including premium of ₹65/- per Equity Share) aggregating ₹ 196.80 Lakhs
Net Offer to the Public*	48,76,800 Equity Shares of face value of ₹10 each fully paid-up of our Company for cash at a price of ₹ 75/- per Equity Share (including premium of ₹ 65/- per Equity Share) aggregating ₹ 3,657.60 Lakhs

#### **Of which:**

Retail Investors Portion	24,38,400 Equity Shares of face value of ₹10 each fully paid-up of our Company for cash at a price of ₹75/- per Equity Share (including premium of ₹65/- per Equity Share) aggregating ₹ 1,828.80Lakhs
Non-Retail Investors Portion	24,38,400 Equity Shares of face value of ₹10 each fully paid-up of our Company for cash at a price of ₹ 75/- per Equity Share (including premium of ₹ 65/- per Equity Share) aggregating ₹ 1,828.80 Lakhs

#### **Pre-and post-Offer Share Capital of our Company:**

Equity Shares outstanding prior to the Offer 1,44,48,630 Equity Shares

Equity Shares outstanding after the Offer 1,85,87,830 Equity Shares

Use of Offer Proceeds	For details, please refer chapter titled ' <i>Objects of the Offer</i> ' beginning on page 76.
-----------------------	--

\*Assuming Full Allotment

- The Offer has been authorized by a resolution by our Board dated June 28, 2024 and a special resolution of our Shareholders dated June 29, 2024.
- The present Offer 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-Offer paid-up equity share capital of our Company are being offered to the public for subscription
- This Offer is being made in terms of Section IX of the SEBI (ICDR) Regulations 2018, as amended from time to time. The Offer 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 Offer to public category shall be made as follows:
  - Minimum 50% to the Retail individual investors; and
  - Remaining to: a. individual applicants other than retail individual investors; and b. 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 Offer 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 Offer*" beginning on page 240 of this Prospectus.
- The Equity Shares being offered by the Selling Shareholder have been held for a period of at least one year immediately preceding the date of this Prospectus with the stock exchange and are eligible for being offered for sale pursuant to the Offer in terms of the SEBI



*ICDR Regulations. The Selling Shareholder has confirmed and approved his portion in the Offer for Sale as set out below:*

<b><i>Name of the Selling Shareholder</i></b>	<b><i>Consent Letter dated</i></b>	<b><i>No. of Equity Shares held</i></b>	<b><i>No. of Equity Shares offered</i></b>
<i>Subhash Chand Agrawal</i>	<i>June 27, 2024</i>	<i>28,07,100</i>	<i>10,00,000</i>

*The Selling Shareholder has confirmed that the Equity Shares proposed to be offered and sold in the Offer are eligible in term of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third-party rights. The Selling Shareholder has also severally confirmed that they are the legal and beneficial owners of the Equity Shares being offered by them under the Offer for Sale.*

## SUMMARY OF FINANCIAL STATEMENTS

(₹ in lakhs)

PARTICULARS	As at	As at	As at	As at
	October 15, 2024	31 March 2024	31 March 2023	31 March 2022
<b>A) EQUITY AND LIABILITIES</b>				
<b>1. Shareholders' Funds</b>				
(a) Share capital	1,444.86	1,444.86	481.62	441.60
(b) Reserves and surplus	670.76	308.80	893.85	678.47
<b>Total (A)</b>	<b>2,115.63</b>	<b>1,753.66</b>	<b>1,375.47</b>	<b>1,120.07</b>
<b>2. Non Current Liabilities</b>				
(a) Long-term borrowings	1,148.40	1,291.78	1,509.88	960.54
(b) Deferred tax liabilities (Net)	232.47	192.11	76.38	84.98
Long-term provisions	19.87	18.39	13.24	11.84
(d)				
<b>Total (B)</b>	<b>1,400.73</b>	<b>1,502.28</b>	<b>1,599.50</b>	<b>1,057.36</b>
<b>3. Current Liabilities</b>				
(a) Short-term borrowings	1,028.94	1,081.44	883.46	805.08
(b) Trade payables				
(i) total outstanding dues of micro enterprises and small enterprises; and	85.06	103.37	150.10	71.30
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	223.34	94.77	207.72	260.91
(c) Other current liabilities	204.21	188.43	203.62	208.99
(d) Short term provisions	77.70	11.95	57.01	13.16
<b>Total (C)</b>	<b>1,619.25</b>	<b>1,479.96</b>	<b>1,501.92</b>	<b>1,359.44</b>
<b>Total Equity and Liabilities (A+B+C)</b>	<b>5,135.61</b>	<b>4,735.90</b>	<b>4,476.89</b>	<b>3,536.87</b>
<b>B) ASSETS</b>				
<b>1. Non Current Assets</b>				
(a) Property, plant and equipment and Intangible assets				
(i) Property, plant and equipment	1,840.57	1,881.19	576.05	613.42
(ii) Capital Work in progress	-	-	1,315.31	17.13
	<b>1,840.57</b>	<b>1,881.19</b>	<b>1,891.36</b>	<b>630.56</b>
(C) Other non-current assets	120.44	139.45	204.57	175.68
<b>Total (A)</b>	<b>1,961.01</b>	<b>2,020.64</b>	<b>2,095.94</b>	<b>806.23</b>
<b>2. Current Assets</b>				
(b) Inventories	2,225.31	1,793.52	1,352.83	835.66
(c) Trade receivables	773.15	846.73	957.27	960.39
(d) Cash and cash equivalents	29.15	31.17	19.98	28.10
(e) Short-term loans and advances	146.98	43.84	44.48	899.94
(f) Other current assets	-	-	6.40	6.56
<b>Total (B)</b>	<b>3,174.60</b>	<b>2,715.26</b>	<b>2,380.95</b>	<b>2,730.64</b>
<b>Total Assets (A+B)</b>	<b>5,135.61</b>	<b>4,735.90</b>	<b>4,476.89</b>	<b>3,536.87</b>

# STATEMENT OF PROFIT AND LOSS

(₹ in lakhs)

PARTICULARS	15 October	For the year ended		
	2024	31 March 2024	31 March 2023	31 March 2022
<b>1 Income</b>				
(a) Revenue from operations	3,720.78	5,174.70	5,469.96	5,451.67
(b) Other income	34.14	7.97	41.86	46.73
<b>Total income</b>	<b>3,754.92</b>	<b>5,182.68</b>	<b>5,511.82</b>	<b>5,498.40</b>
<b>2 Expenditure</b>				
(a) Cost of raw material consumed	2,428.93	3,097.69	3,872.80	3,791.30
(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(291.66)	(306.73)	(563.78)	(84.40)
(c) Employee benefit expenses	222.75	361.44	276.54	268.71
(d) Finance cost	116.65	212.90	112.68	114.44
(e) Depreciation & amortization expense	55.99	102.25	66.17	65.76
(f) Other expenses	730.26	1,208.10	1,550.45	1,311.69
<b>Total expenses</b>	<b>3,262.92</b>	<b>4,675.65</b>	<b>5,314.88</b>	<b>5,467.49</b>
<b>3 Profit/(Loss) before exceptional and extra ordinary item</b>	<b>492.01</b>	<b>507.03</b>	<b>196.94</b>	<b>30.91</b>
Exceptional items	-	-	-	-
<b>4 Profit/(Loss) before tax (2-4)</b>	<b>492.01</b>	<b>507.03</b>	<b>196.94</b>	<b>30.91</b>
<b>5 Tax expense:</b>				
(a) Tax expense for current year	89.69	13.11	65.33	17.46
(b) Short/(excess) of Previous Year		-	0.07	-
(c) Deferred tax	40.35	115.73	(8.60)	84.98
<b>Net current tax expenses</b>	<b>130.04</b>	<b>128.84</b>	<b>56.80</b>	<b>102.44</b>
<b>6 Profit/(Loss) for the period from continuing operations (5-6)</b>	<b>361.97</b>	<b>378.19</b>	<b>140.14</b>	<b>(71.53)</b>
<b>Earnings per share</b>				
Restated Basic and Diluted [nominal value of INR 10 per share]	2.51	2.62	0.97	(0.50)

## CASH FLOW STATEMENT

(₹ in lakhs)

PARTICULARS	For the period ended			
	15 October 2024	31 March 2024	31 March 2023	31 March 2022
<b>A) Cash Flow From Operating Activities :</b>				
Net Profit before tax	492.01	507.03	196.94	30.91
Adjustment for :				
Depreciation	55.99	102.25	66.17	65.76
Interest Paid	116.65	212.90	112.68	114.44
Appropriation of profits	-	-	-	-
Operating profit before working capital changes	<b>664.65</b>	<b>822.18</b>	<b>375.79</b>	<b>211.10</b>
<b>Changes in Working Capital</b>				
(Increase)/Decrease in Inventories	(431.79)	(440.69)	(517.18)	(248.38)
(Increase)/Decrease in Trade Receivables	73.58	110.54	3.12	(45.00)
(Increase)/Decrease in Short Term Loans & Advances	(103.15)	0.64	855.46	(858.51)
(Increase)/Decrease in Other Current Assets	-	6.40	0.16	(4.04)
Increase/(Decrease) in Trade Payables	110.26	(159.68)	25.61	51.12
Increase/(Decrease) in Other Current Liabilities	15.78	(15.19)	(5.37)	76.86
Increase/(Decrease) in Short Term Provisions	65.75	(45.07)	43.85	7.16
Increase/(Decrease) in Long Term Provisions	1.48	5.15	1.40	1.48
Increase/(Decrease) in Short Term Borrowings	(52.50)	197.98	78.38	149.60
	<b>344.06</b>	<b>482.25</b>	<b>861.24</b>	<b>(658.62)</b>
Direct Tax Paid	(89.69)	(13.11)	(65.40)	(17.46)
<b>Net Cash flow from Operating activities</b>	<b>254.37</b>	<b>469.14</b>	<b>795.84</b>	<b>(676.07)</b>
<b>B) Cash Flow From Investing Activities :</b>				
Net Purchase/Sale of Property, Plant and Equipment, CWIP	(15.37)	(92.08)	(1,326.98)	(75.72)
(Increase)/Decrease in non-current Assets	19.00	65.13	(28.90)	(49.88)
(Increase)/Decrease in long term loans & advances		-	-	-
<b>Net cash flow from investing activities</b>	<b>3.64</b>	<b>(26.96)</b>	<b>(1,355.88)</b>	<b>(125.60)</b>
<b>C) Cash Flow From Financing Activities :</b>				
Increase/(Decrease) in Long Term Borrowings	(143.38)	(218.10)	549.34	927.54
Interest Paid	(116.65)	(212.90)	(112.68)	(114.44)
Share capital issued		-	115.26	-
<b>Net cash flow from financing activities</b>	<b>(260.03)</b>	<b>(430.99)</b>	<b>551.92</b>	<b>813.11</b>
Net Increase/(Decrease) In Cash & Cash Equivalents	(2.02)	11.19	(8.12)	11.44
Cash equivalents at the beginning of the year	31.17	19.98	28.10	16.67
Cash equivalents at the end of the year	29.15	31.17	19.98	28.10

## GENERAL INFORMATION

Our Company was incorporated as "Abha Power and Steel Private Limited", a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated May 27, 2004, issued by the Registrar of Companies, Chhattisgarh. Our Company was converted into a public limited company pursuant to a resolution passed by our Shareholders at an extraordinary general meeting held on March 30, 2024, and a fresh certificate of incorporation dated June 5, 2024, was issued by the Assistant Registrar of Companies, Central Processing Centre, consequent upon conversion, recording the change in the name of our Company to 'Abha Power and Steel Limited'. For further details in relation to the change in the name and registered office of our Company, see "*History and Certain Corporate Matters*" beginning on page 138.

### Registered Office

Silpahri Industrial State,  
Bilaspur, Chattisgarh, India, 495001  
**Tel No.:** +91 93022 21587  
**Fax No.:** NA  
**Email ID:** info@abhcast.com  
**Website:** www.abhcast.com

**Corporate Identity Number:** U27102CT2004PLC016654

### Registrar of Companies

Our Company is registered with the RoC located at the following address:

### RoC Chattisgarh

1<sup>st</sup> Floor, Ashok Pingley Bhawan,  
Municipal Corporation, Nehru Chowk,  
Bilaspur-495001, Chattisgarh.

### Board of Directors

Name And Designation	DIN	Address
<b>Atish Agrawal</b> <i>Managing Director</i>	03540841	Aanand Bhawan, Link Road, Near Sumangal Apartment, Bilaspur, Chhattisgarh – 495001
<b>Satish Kumar Shah</b> <i>Whole-time Director</i>	02324456	L-10, Shree Sadan, Shesh Colony, Vinoba Nagar, Bilaspur, Chhattisgarh, India – 495004
<b>Subhash Chand Agrawal</b> <i>Non-Executive Non-Independent Director</i>	01644048	Aanand Bhawan, Link Road, Near Sumangal Apartment, Bilaspur, Chhattisgarh – 495001
<b>Harsh Singrodia</b> <i>Independent Director</i>	09118132	Near Aloka Cinema, Ganges Garden, GA4, 3rd Floor, A, 106 Kiran Chandra Singha Road, Shibpur, Hoara, West Bengal - 711102
<b>Pankaj Jhavar</b> <i>Independent Director</i>	01571775	Surya Tower, 5 <sup>th</sup> Floor, Flat-5B, 258/16, A.P.C. Road, Beadon Street, Kolkata, West Bengal 700 006
<b>Shristi Garg</b> <i>Independent Director</i>	07711088	1 A, Raja Gopendra Street, Hatkhola S.O, Kolkata, West Bengal 700005

For further details of our Directors, see *Our Management* beginning on page 143 of this Prospectus.

### Company Secretary and Compliance Officer

Pratibha Patel is our Company Secretary and Compliance Officer.

### Address:

Silpahri Industrial State,  
Bilaspur, Chattisgarh, India, 495001

**Tel:** +91 93022 21587  
**E-mail id:** cs@abhacast.com

### **Investor Grievances**

**Investors may contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Issue or post-Issue related grievances including non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, investors may also write to the Lead Manager.**

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

All Issue related grievances relating to the ASBA process and UPI payment mechanism may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The applicant should give full details such as name of the sole or first applicant, ASBA Form Number, Applicant DP ID, Client ID, UPI ID, PAN, date of the ASBA Form, address of the applicant, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Applicant and ASBA Account number (for Applicants other than Retail Investors using the UPI Mechanism) in which the amount equivalent to the Application Amount was blocked or the UPI ID in case of Retail Investor using the UPI Mechanism.

Further, the investors shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents/ information mentioned above. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchange with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Applicants.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Applicants whose application has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. In terms of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and EBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 SCSBs are required to compensate the investor immediately on the receipt of complaint.

### **Lead Manager**

#### **Horizon Management Private Limited**

19 R.N. Mukherjee Road  
Main Building, 2<sup>nd</sup> floor  
Kolkata 700 001  
West Bengal, India

**Telephone:** +91 033-46000607

**Facsimile:** +91 33 4600 0607

**Email ID:** smeipo@horizon.net.co

**Website:** [www.horizonmanagement.in](http://www.horizonmanagement.in)

**Investor Grievance ID:** [investor.relations@horizon.net.co](mailto:investor.relations@horizon.net.co)

**Contact Person:** Manav Goenka

**SEBI Registration Number:** INM000012926

### **Statement of responsibilities of the Lead Manager**

Horizon Management Private Limited is the sole Lead Manager to the 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.

#### **Legal Counsel to the Company**

##### **Vidhigya Associates, Advocates**

5<sup>th</sup> Floor, Jeevan Sahakar Building

Sir P M Road, Homji Street Fort

Mumbai – 400 001

**Tel No:** +91 8424030160

**Email:** [rahul@vidhigyaassociates.com](mailto:rahul@vidhigyaassociates.com)

**Contact Person:** Rahul Pandey

#### **Registrar to the Issue**

**Skyline Financial Services Private Limited CIN:** U74899DL1995PTC071324

D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020

**Tel:** +91-11-40450193-197

**Email ID:** ipo@skylinerta.com

**Investor Grievance Email Address:** grievances@skylinerta.com

**Contact Person:** Mr. Anuj Kumar

**Website:** www.skylinerta.com

**SEBI Registration No.:** INR00000324

#### **Banker to our Company**

##### **ICICI Bank Limited**

ICICI Bank Ltd, Surya Chambers Vyapar Vihar, Bilaspur-495001

**Contact person:** Pranjali Singh

**E-mail:** pranjali.singh@icicibank.com

**Website:** www.icicibank.com

#### **Banker / Sponsor Bank / Refund Bank to the Issue**

##### **HDFC Bank Limited**

FIG - OPS Department, HDFC Bank Limited

Lodha - I Think Techno Campus, O-3 Level,

Next to Kanjurmarg Railway Station,

Kanjurmarg (East), Mumbai – 400042

**Telephone:** +91 022-30752914 / 28 / 29

**Facsimile:** +91 22 2579 9801

**Email ID:** siddharth.jadhav@hdfcbank.com,

sachin.gawade@hdfcbank.com, [eric.bacha@hdfcbank.com](mailto:eric.bacha@hdfcbank.com),

tushar.gavankar@hdfcbank.com, [pravin.teli2@hdfcbank.com](mailto:pravin.teli2@hdfcbank.com)

**Website:** www.hdfcbank.com

**Contact Person:** Eric Bacha/ Sachin Gawade / Pravin Teli / Siddharth Jadhav / Tushar Gavankar

**SEBI Cert Registration No:** INB100000063

**CIN No.:** L65920MH1994PLC080618

#### **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 SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)), and updated from time to time. For details on Registered Brokers, please refer <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

#### **Statutory Auditor to our Company**

**Name of the Auditor:** N B T and Co, Chartered Accountants.

**Address:** 201, 2nd Floor, Mahindra M-Space, Off Aarey Road,  
Next to Meenatai Thackeray Blood Bank, Goregaon (West),  
Mumbai, Maharashtra - 400104

**Tel:** +91 – 89766 00300

**E-mail:** OfficeofNBT@nbtco.in / info@nbtco.in

**ICAI Firm Registration Number:** 140489W

**Peer Review Number:** 013928

Expiry date of the peer review certificate: December 31, 2024

### Changes in Auditors

Except as stated below, there have been no changes in the statutory auditors of our Company during the three years immediately preceding the date of this Prospectus.

Name of Auditor	Address of Auditor	Date of Appointment/ Cessation	Reason
Tanuk Khatri & Associates <i>Firm Registration Number: 003072c</i>	Gurukripa Towers Vyapar Vihar Main Road, Bilaspur, Chattisgarh 495001	February 2, 2024	As they are not holding Peer review certificate.
N B T and Co, Chartered Accountants <i>Firm registration number: 140489W Peer review number: 013928</i>	201, 2nd Floor, Mahindra M-Space, Off Aarey Road, Next to Meenatai Thackeray Blood Bank, Goregaon (West), Mumbai, Maharashtra - 400104	February 12, 2024	Appointment as Statutory Auditor

### Designated Intermediaries

#### Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>. Details relating to designated branches of SCSBs collecting the ASBA application forms are available at the above-mentioned link.

The list of banks that have been notified by SEBI to act as SCSBs for the UPI process provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. 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](http://www.sebi.gov.in)) and it's updated from time to time.  
Syndicate SCSB Branches

In relation to applications submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Application Forms from the members of the Syndicate is available on the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Application Forms from the Syndicate at Specified Locations, see the website of the SEBI [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35](https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) as updated from time to time or any such other website as may be prescribed by SEBI from time to time.

### Registered Brokers

In terms of SEBI circular no. CIR/CFD/14/2012 dated October 4, 2012, Applicant can submit Application Form for the Issue using the stockbrokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Brokers Centres.



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 SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)), and updated from time to time. For details on Registered Brokers, please refer <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

### **Collecting Depository Participants**

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, 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. 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](http://www.sebi.gov.in)) and updated from time to time.

### **Registrar and Share Transfer Agent**

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, 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 the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)), and updated from time to time. For details on RTA, please refer <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

### **Grading of the Issue**

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

### **Expert**

Our Company has not obtained any expert opinions except we have received consent from the Peer Reviewed 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.

The term “experts” and consent thereof does not represent an expert or consent within the meaning under the U.S. Securities Act.

### **Monitoring Agency**

Since the size of the Issue does not exceed one hundred crore rupees, we are not required to appoint monitoring agency for monitoring the utilization of Net Proceeds in accordance with Regulation 262(1) of SEBI ICDR Regulations.

Our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

### **Appraising Entity**

Our Company has not appointed any appraising agency for appraisal of the Project.

### **Credit Rating**

As the Issue is of Equity Shares, credit rating is not required.

### **Debenture trustees**

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

### Green Shoe Option

No green shoe option is applicable for the Issue.

### Filing of Issue Document

A soft copy of the Draft Prospectus has been and a soft copy of this Prospectus will be filed with SME Platform of NSE Emerge. The Draft Prospectus and this Prospectus shall not be filed with SEBI, nor shall SEBI issue any observation on the Issue Document in terms of Regulation 246(2) of SEBI ICDR Regulations.

However, pursuant to Regulation 246(5), the soft copy of this Prospectus shall be submitted to SEBI, pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of this Prospectus along with the documents required to be filed under Section 26 of the Companies Act, 2013 shall be filed to the Registrar of Companies, Chhattisgarh situated at 1st Floor, Ashok Pingley Bhawan, Municipal Corporation, Nehru Chowk, Bilaspur-495001, Chhattisgarh

### Type of Issue

The present Issue is considered to be 100% Fixed Price Issue.

### Underwriter

Our Company, the Selling Shareholder and Lead Manager to the Issue hereby confirm that the Issue is 100% underwritten. The underwriting agreement is dated November 12, 2024 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.

Details of the Underwriter	No. of Shares Underwritten*	Amount Underwritten	% of the total Issue Size Underwritten
<b>Horizon Management Private Limited</b> 19 R N Mukherjee Road, Main Building, 2 <sup>nd</sup> Floor Kolkata- 700 001, West Bengal, India. <b>Telephone:</b> +91 33 4600 0607 <b>Facsimile:</b> +91 33 4600 0607 <b>Email ID:</b> smeipo@horizon.net.co	51,39,200	₹3,854.40 Lakhs	100.00%

*\*Includes 2,62,400 Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker vide their agreement dated November 12, 2024, in order to comply with the requirements of Regulation 261 of the SEBI ICDR Regulations.*

In terms of Regulation 260(1) of the SEBI ICDR Regulations, the initial public offer shall be underwritten for hundred per cent (100%) of the Issue and shall not be restricted up to the minimum subscription level. As per Regulation 260(2) of SEBI ICDR Regulations, the Lead Manager has agreed to underwrite to a minimum extent of 15% of the Issue out of its own account.

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

### Details of Market Making Arrangement

Our Company and the Lead Manager have entered into Market Making Agreement dated November 12, 2024 with the following Market Maker to fulfil the obligations of market making for this Issue:

<b>Name</b>	Giriraj Stock Broking Private Limited
<b>Address</b>	HMP House, 4th Floor, Suite No 421A, 4, Fairlie Place, Kolkata – 700001, West Bengal, India
<b>Telephone</b>	+91 (033) 4005 4519
<b>E-mail</b>	girirajstock@yahoo.com
<b>Contact Person</b>	Mr. Vinay Jajodia
<b>SEBI Registration No.</b>	INZ000212638

Giriraj Stock Broking Private Limited, registered with Emerge platform of NSE, 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 Designated Stock Exchange and SEBI in this matter from time to time.

*In terms of Regulation 261(1) of SEBI ICDR Regulations, 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 Designated Stock Exchange and SEBI regarding this matter from time to time.*

*In terms of Regulation 261(2) of SEBI ICDR Regulations, the Market Maker or Issuer, in consultation with the Lead Manager 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 Designated Stock Exchange.*

*In terms of regulation 261(3) of SEBI ICDR Regulations, flowing is a summary of the key details pertaining to the Market Making arrangement:*

The Market Maker October 15, 2024, 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 Stock Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).

The prices quoted by Market Maker shall be in compliance with the market maker spread requirements and other particulars as specified or as per the requirements of Designated Stock Exchange and SEBI from time to time.

The minimum depth of the quote shall be ₹ 1.00 Lakh . However, the investors with holdings of value less than ₹ 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.

There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, Designated Stock Exchange may intimate the same to SEBI after due verification.

The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on 1600 (in this case currently the minimum trading lot size is 1600 Equity Shares; however, the same may be changed by the NSE from time to time).

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 the Emerge Platform of NSE and market maker will remain present as per the guidelines mentioned under the Designated Stock Exchange and SEBI circulars.

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 SEBI.

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.

In terms of regulation 261(6) of SEBI ICDR Regulations, Market Maker shall not buy the Equity Shares from the Promoters or persons belonging to Promoter Group of the Company or any person who has acquired equity shares from such Promoters or person belonging to Promoter Group, during the compulsory market making period.

In terms of regulation 261(7) of SEBI ICDR Regulations, the Promoters' holding of the Company shall not be eligible for offering to the Market Maker during the compulsory market making period. However, the promoters' holding of our Company which is not locked-in as per the SEBI ICDR Regulations, can be traded with prior permission of the NSE Emerge, in the manner specified by SEBI from time to time.

The Lead Manager may be represented on the Board of the Issuer Company in compliance with Regulation 261 (8) of SEBI ICDR Regulations.

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 our Company via its 2-way quotes. The price of the Equity Shares shall be determined and be subject to market forces.

**Risk containment measures and monitoring for Market Maker:** The Emerge platform of NSE 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 Emerge may impose other margins as deemed necessary from time-to-time.

**Punitive Action in case of default by Market Maker:** The Emerge platform of NSE 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 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.

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 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 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.

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.

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:

<b>Issue Size</b>	<b>Buy quote exemption threshold (Including mandatory initial inventory of 5% of the Issue size)</b>	<b>Re-entry threshold for buy quote (Including mandatory initial inventory of 5% of the Issue size)</b>
Up to ₹20 Crore	25%	24%
₹20 to ₹50 Crore	20%	19%
₹50 to ₹80 Crore	15%	14%
Above ₹80 Crore	12%	11%

The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI / NSE from time to time.

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.

#### Withdrawal of the Issue

Our Company in consultation with the Lead Manager and Selling Shareholder, reserve the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-Issue advertisements were published, within 2 (Two) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue.

The Lead Manager, through the Registrar to the Issue, shall notify the SCSBs (in case of RII's using the UPI Mechanism), to unblock the bank accounts of the ASBA Applicants, within 1 (One) day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals from Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Prospectus.

## CAPITAL STRUCTURE

Details of the share capital of our Company, as on the date of this Prospectus, are set forth below.

		(in ₹, except share data)	
Sr. No.	Particulars	Aggregate value at face value (₹ in lakh)	Aggregate value at Offer Price (₹ in lakh)
<b>A.</b>	<b>AUTHORIZED SHARE CAPITAL**</b>		
	2,00,00,000 Equity Shares of face value of ₹10 each	2,000.00	-
<b>B.</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER</b>		
	1,44,48,630 Equity Shares of face value of ₹10 each	1,444.86	-
<b>C.</b>	<b>PRESENT OFFER IN TERMS OF THIS PROSPECTUS^</b>		
	Offer of 51,39,200 Equity Shares of face value of ₹10 each aggregating to ₹ 513.92 lakh	₹ 513.92	3,854.40
	<i>Which Comprises:</i>		
	Fresh Offer of 41,39,200 Equity Shares	₹ 413.92	3,104.40
	Offer for Sale of 10,00,000 Equity Shares#	₹ 100.00	750.00
	<i>Which Comprises:</i>		
	2,62,400 Equity Shares of face value of ₹10 each at a price of ₹75/- per Equity Share reserved as Market Maker Portion	26.24	196.80
	Net Offer to Public of 48,76,800 Equity Shares of ₹10 each at a price of ₹ 75 per Equity Share to the Public	487.68	3657.60
	<i>Of which:</i>		
	Allocation to Retail Individual Investors of 24,38,400 Equity Shares at a price of ₹75/- per Equity Share	243.84	1,828.80
	Allocation to other than Retail Individual Investors of 24,38,400 Equity Shares at a price of ₹75/- per Equity Share	243.84	1,828.80
<b>D.</b>	<b>ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE OFFER*</b>		
	1,85,87,830 Equity Shares of face value ₹10 each	1858.78	-
<b>E.</b>	<b>SECURITIES PREMIUM ACCOUNT</b>		
	Before the Offer		Nil
	After the Offer		2,690.48

\*\* For details in relation to the changes in the authorised share capital of our Company, see “**History and Certain Corporate Matters – Amendments to our Memorandum of Association**” on page 140.

^ The Issue has been authorised by our Board of Directors and our Shareholders pursuant to the resolutions passed at their meetings dated June 28, 2024 and June 29, 2024, respectively.

#The Equity Shares being offered by the Selling Shareholder have been held for a period of at least one year immediately preceding the date of this Prospectus with the NSE, and are eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations

## Subject to finalization Basis of Allotment.

Name of the Selling Shareholder	Number of Equity Shares offered in	Date of Consent Letter
Subhash Chand Agrawal	10,00,000	June 27, 2024

## Notes to Capital Structure

### I. Share Capital History of our Company

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

#### 1. Equity Share Capital Build-up

The history of the Equity Share capital of our Company is set forth in the table below:

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of consideration	Nature of allotment/ transfer	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹ in lakhs)
May 27, 2004	5,000	100	100	Cash	Subscription to MOA <sup>(1)</sup>	5,000	5.00
January 20, 2005	1,60,820	100	100	Cash	Further Issue <sup>(2)</sup>	1,68,320	168.32
June 25, 2005	21000	100	100	Cash	Further Issue <sup>(3)</sup>	1,89,320	189.32
September 11 2006	680	100	100	Cash	Further Issue <sup>(4)</sup>	1,90,000	190.00
March 31, 2008	4,850	100	1000	Cash	Further Issue <sup>(5)</sup>	1,94,850	194.85
March 18, 2009	92,750	100	400	Cash	Further Issue <sup>(6)</sup>	2,87,600	287.60
June 30, 2009	57,000	100	300	Cash	Further Issue <sup>(7)</sup>	3,44,600	344.60
December 2 2009	5,900	100	100	Cash	Further Issue <sup>(8)</sup>	3,50,500	350.50
December 18, 2009	11,000	100	200	Cash	Further Issue <sup>(9)</sup>	3,61,500	361.50
December 22, 2009	1,300	100	100	Cash	Further Issue <sup>(10)</sup>	3,62,800	362.80
October 24, 2014	10,400	100	250	Cash	Further Issue <sup>(11)</sup>	3,73,200	373.20
November 25, 2014	68400	100	250	Cash	Rights Issue <sup>(12)</sup>	4,41,600	441.60
July 1, 2022	40021	100	288	Cash	Rights Issue <sup>(13)</sup>	4,81,621	481.62
February 15, 2024	Pursuant to shareholders' resolution dated February 15, 2024, each Equity Share of our Company of face value of Rs. 100 each was split into 10 Equity Shares of face value of Rs. 10 each. Therefore, the issued, paid-up and subscribed share capital of our Company was sub-divided from Rs.481.62 lakhs divided into 4,81,621 shares of Rs. 100 each into Rs. 481.62 lakhs divided into 48,16,210 shares of Rs. 10 each.						
March 30, 2024	96,32,420	10	10	Nil	Bonus Issue in the ratio of 2 (Two) Bonus Shares for every 1 (One) existing fully paid-up equity share held in the Company. (14)	1,44,48,630	14,44,86,300

(1) Allotment of 2,500 Equity Shares to Subhash Chand Agrawal and 2,500 Equity Shares to Harish Kumar Shah pursuant to subscription of MOA.

(2) Allotment of 2,400 Equity shares to Abha Agrawal, 1,600 Equity Shares to Anjana Shah, 1500 Equity shares to Ankit Agrawal, 2000

Equity Shares to Atish Agrwal. 3000 Equity shares to G.K. Shah, 34,860 to Harishkumar Shah, 27500 Equity shares to Harish Kedia, 2000 Equity shares to Harish Chand Agrawal, 6500 Equity shares to Leela Agrawal, 4000 Equity shares to Manjula Shah, 12553 Equity shares to Mukesh Agrawal, 2000 Equity shares to Parmeshwari Agrawal, 1000 Equity shares to Sanjay Agrawal, 1500 Equity Shares to Satish Agrawal, 4000 Equity shares to Satish Kumar Shah, 1400 Equity shares to Satish Kumar Shah HUF, 13553 Equity Shares to Shilpi Kedia, 574 Equity Shares to Savitri Devi Shah, 23707 Equity Shares to Subhash Chand Agrawal, 11000 Equity Shares to Subhash Agrawal HUF and 4200 Equity Shares to Usha Shah.

- (3) Allotment of 11000 Equity Shares to Ankit Agrawal and 10000 Equity shares to Atish Agrawal
- (4) Allotment of 680 Equity shares to Ankit Agrawal.
- (5) Allotment of 1900 Equity Shares to Symptom Vinimay Private Limited, 950 to Lissom Suppliers Private Limited, 1000 to Sadabahar Merchants Private Limited and 1000 to Aastha Vincom Private Limited.
- (6) Allotment of 5,000 Equity Shares to Anapiputra Vinimay Private Limited, 1250 Equity Shares to Gangaur Properties Private Limited, 5125 Equity Shares to Parampita Dealcom Private Limited 11125 Equity Shares to Balgopal Bater Private Limited 3750 Equity Shares to Dreams Vanijya Private Limited 7500 Equity Shares to Vanila Vinimay Private Limited 2250 Equity Shares to Puja Dealcom Private Limited 4875 Equity Shares to Transit Vinimay Private Limited 1125 Equity Shares to Sargam Vinicom Private Limited 7375 Equity Shares to Pushpa Trading Private Limited 3625 Equity Shares to Lissom Suppliar Private Limited 4750 Equity Shares to Arcde Delcom Private Limited 5000 Equity Shares to Levendor Dealcom Private Limited 1200 Equity Shares to Muskaan Dealers Private Limited 2500 Equity Shares Kingfisher Vinimay Private Limited 6500 Equity Shares to Raiment Commercial Private Limited 2500 Equity Shares to Shalimar Vintrade Private Limited 5000 Equity Shares to Aradhna Vincom Private Limited and 1500 Equity Shares to Vindhuawasini Vincom Private Limited.
- (7) 9000 Equity Shares to Sabhyata Sales Private Limited, 6000 Equity Shares to Snow Pack Tieu Private Limited, 7000 Equity shares to Armstrong Vincome Private Limited, 6000 Equity Shares to Parrot Marketing Private Limited 13000 Equity Shares to Raiment Commercial Private Limited, 5000 Equity Shares to Steeping Vincome Private Limited 2000 Equity Shares to Planate Vinimay Private Limited
- (8) 1500 Equity Shares to S.K Shah 1200 Equity Shares to Anjana Shah and 3200 Equity Shares to Manju Agrawal
- (9) 9000 Equity Shares to Dreamz Vanijya Private Limited and 2000 Equity Shares to Steeping Vincom Private Limited
- (10) 1300 Equity Shares to Manju Agrwal
- (11) 1040 Equity Shares to Usha Shah 780 Equity Shares to Anjana Shah 1040 Equity Shares to Manjuna Shah 1040 Equity Shares to Sanatari Shah and 6500 Equity Shares to Sunflower Commotrade Private Limited
- (12) 68400 Equity Shares to Sunflower Commotrade Private Limited
- (13) 10021 Equity Shares to G.K. Shah, 10000 Equity Shares to Satish Kumar Shah and 20000 Shares to Subhash Chand Agrawal
- (14) Allotment of 3,40,000 Equity Shares to Atish Agrawal, 18,71,400 Equity Shares to Subhash Chand Agrawal, 6,53,600 Equity Shares to Ankit Agrawal, 36,18,000 Equity Shares to Sunflower Commotrade Private Limited, 8,25,160 Equity Shares to Girish Kumar Shah, 9,20,60 Equity Shares to Harish Kumar Shah, 6,66,600 Equity Shares to Satish Kumar Shah, 82,500 Equity Shares to Girish Kumar (HUF), 3,47,500 Equity Shares to Satish Kumar Shah (HUF), 1,05,000 Equity Shares to Harish Kumar Shah (HUF) and 2,02,000 Equity Shares to Gouri Shankar Shah (HUF)

## 2. Preference Share Capital

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

## II. Issue of shares for consideration other than cash or out of revaluation of reserves

Except as set out below, our Company has not issued any Equity Shares for consideration other than cash or out of revaluation of reserves at any time since incorporation.

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue Price per Equity Share (₹)	Reason for allotment	Benefits accrued to our Company
March 30, 2024	96,32,420	10	NIL	Bonus Issue in the ratio of 2 (Two) Bonus Shares for every 1 (One) existing fully paid-up equity share held in the Company.*	Not Applicable

\*Allotment of 3,40,000 Equity Shares to Atish Agrawal, 18,71,400 Equity Shares to Subhash Chand Agrawal, 6,53,600 Equity Shares to Ankit Agrawal, 36,18,000 Equity Shares to Sunflower Commotrade Private Limited, 8,25,160 Equity Shares to Girish Kumar Shah, 9,20,60 Equity Shares to Harish Kumar Shah, 6,66,600 Equity Shares to Satish Kumar Shah, 82,500 Equity Shares to Girish Kumar (HUF), 3,47,500 Equity Shares to Satish Kumar Shah (HUF), 1,05,000 Equity Shares to Harish Kumar Shah (HUF) and 2,02,000 Equity Shares to Gouri Shankar Shah (HUF).

## III. Issue of Equity Shares pursuant to schemes of arrangement

Our Company has not allotted any Equity Shares pursuant to a scheme of amalgamation approved under Section 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act, 2013.

## IV. Issue or transfer of Equity Shares under employee stock option schemes

The Company does not have any employee stock option schemes under which any equity shares of the



Company is granted. Accordingly, no Equity Shares have been issued or transferred by our Company pursuant to the exercise of any employee stock options.

**V. Issue of shares at a price lower than the Issue Price in the last year**

The Issue Price for the Equity Shares is ₹75/- Except for the bonus issue of shares, our Company has not issued any shares in the last year. For details of the allotments made in the last one year, see “***Capital Structure – Share Capital History of Our Company – Equity Share capital***” beginning on page 64 of this Prospectus.

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

## Shareholding Pattern of our Company

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

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid-up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			Number 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)
								Number of Voting Rights	Total as	Total as			Number	As a %	Number	As a %	
								Class: Equity	Total	a % of			(a)	of total	(a)	of total	
								Shares		(A+B+C)			Shares	held (b)	Shares	held (b)	
(A)	Promoters and Promoter Group	11	14,44,8630	-	-	1,44,48,630	100	1,44,48,630	-	100.00	-	100.00	-	-	-	-	1,44,48,630
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non Promoter- Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying depository receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by employee trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total (A+B+C)	11	14,44,8630	-	-	1,44,48,630	-	1,44,48,630	-	100.00	-	100.00	-	-	-	-	1,44,48,630

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI Listing Regulations, one (1) day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the website of Stock Exchanges before commencement of trading of such Equity Shares. The Equity Shares held by our Promoter and members of our Promoter Group are in dematerialized form.

## Other details of shareholding of our Company

As on the date of the filing of this Prospectus, our Company has 11 (eleven) Shareholders.

Set forth below are the details of the build-up of our Promoters' shareholding in our Company since incorporation:

Date of allotment/ acquisition/ transfer	Number of Equity Shares allotted/ transferred	Face value per Equity Share (₹)	Issue Price/Co nsiderati on per Equity Share (₹)	Nature of consideration	Nature of allotment/ transfer	Cumulative number of Equity Shares	% of Pre- Issue capital (₹)* <sup>(1)</sup>	% of Post- Issue capital (₹)
<b>Subhash Chand Agrawal</b>								
May 27, 2004	2,500	100	100	Cash	Subscription to MOA	2,500	0.02%	0.01%
January 20, 2005	23,707	100	100	Cash	Further Issue	26,207	0.18%	0.14%
March 31, 2008	5,000	100	100	Cash	Transfer of Equity shares from Harish Kedia	31,207	0.22%	0.17%
March 20, 2009	11,000	100	Nil	Cash	Transfer of Equity Shares from Subhas Chand Agrawal HUF	42,207	0.29%	0.23%
March 20, 2009	6,007	100	100	Cash	Transfer of Equity Shares from Abha Agrawal	48,214	0.33%	0.26%
December 22, 2009	553	100	100	Cash	Transfer of Equity shares from Mukesh Kumar Agrawal	48,767	0.34%	0.26%
December 22, 2009	553	100	100	Cash	Transfer of Equity shares from Shilpi Kedia	49,320	0.34%	0.27%
March 31, 2015	8,250	100	100	Gift	Transfer of Equity shares from Sulochana Devi Agrawal	57,570	0.40%	0.31%
July 1, 2022	20,000	100	288	Cash	Rights Issue	77,750	0.54%	0.42%
March 31, 2023	3,500	100	100	Cash	Transfer of Equity Shares from Sanjay Agrawal	81,250	0.56%	0.44%
March 31, 2023	4,000	100	-	Gift	Transfer of Equity Shares from Satish Agrawal	85,250	0.59%	0.46%
March 31, 2023	3,500	100	-	Gift	Transfer of Equity Shares from Manju Agrawal	88,750	0.61%	0.48%
March 31, 2023	5,000	100	-	Gift	Transfer of Equity Shares from Jyoti Devi Agrawal	93,570	0.65%	0.50%
February 15, 2024	Pursuant to shareholders' resolution dated February 15, 2024, each Equity Share of our Company of face value of ₹.100 each was split into 10 Equity Shares of face value of ₹ 10 each. Therefore, the 93,570 Equity Shares held by Subhash Chand Agrawal of face value of ₹ 100 each were sub-divided into 9,35,700 Equity shares of ₹ 10 each.							
March 30, 2024	18,71,400	10	-	Nil	Bonus Issue in the ratio of 2 (Two) Bonus Shares for every 1 (One)	28,07,100	19.43%	15.10%

Date of allotment/ acquisition/ transfer	Number of Equity Shares allotted/ transferred	Face value per Equity Share (₹)	Issue Price/Co nsiderati on per Equity Share (₹)	Nature of consideration	Nature of allotment/ transfer	Cumulative number of Equity Shares	% of Pre- Issue capital (₹) <sup>*(1)</sup>	% of Post- Issue capital (₹)
					existing fully paid-up equity share held in the Company.			
<b>Sub-total (A)</b>	28,07,100						<b>19.43</b>	<b>15.10%</b>
<b>Satish Kumar Shah</b>								
January 20, 2005	4,000	100	100	Cash	Further Issue	4,000	0.03%	0.02%
March 31, 2008	4,850	100	100		Transfer of Equity shares from Harish Kedia	8,850	0.06%	0.05%
December 2, 2009	1,500	100	100	Cash	Further Issue	10,350	0.07%	0.06%
March 20, 2009	3,400	100	100	Cash	Transfer from Satish Kumar HUF	13,750	0.10%	0.07%
September 30, 2009	2,500	100	30	Cash	Transfer of Equity shares from Vanila Vinimay Private Limited	16,250	0.11%	0.09%
September 30, 2009	7,375	100	30	Cash	Transfer of Equity shares from Pushpa Dealcom Private Limited	23,625	0.16%	0.13%
September 30, 2009	5,000	100	30	Cash	Transfer of Equity shares from Levondor Dealcom Private Limited	28,625	0.20%	0.15%
September 30, 2009	2,500	100	30	Cash	Transfer of Equity shares from Kingfisher Vinimay Private Limited	31,125	0.22%	0.17%
March 31, 2019	(17,375)	100	Nil	Gift	Transfer of Equity Shares to Satish Kumar HUF	13,750	0.10%	0.07%
July 1, 2022	10,000	100	288	Cash	Rights Issue	23,750	0.16%	0.13%
November 9, 2023	3,000	100	Nil	Gift	Transfer of equity shares from Anjana Shah	26,750	0.19%	0.14%
25 November, 2023	6,580	100	Nil	Gift	Transfer of equity shares from Savitri Devi Shah	33,330	0.23%	0.18%
February 15, 2024	Pursuant to shareholders' resolution dated February 15, 2024, each Equity Share of our Company of face value of ₹.100 each was split into 10 Equity Shares of face value of ₹ 10 each. Therefore, the 33,330 Equity Shares held by Satish Kumar Shah of face value of ₹ 100 each were sub-divided into 3,33,300 Equity shares of ₹ 10 each.							
March 30, 2024	6,66,600	10	-	Nil	Bonus Issue in the ratio of 2 (Two) Bonus Shares for every 1 (One) existing fully paid-	9,99,900	6.92%	5.38%

Date of allotment/ acquisition/ transfer	Number of Equity Shares allotted/ transferred	Face value per Equity Share (₹)	Issue Price/Co nsiderati on per Equity Share (₹)	Nature of consideration	Nature of allotment/ transfer	Cumulative number of Equity Shares	% of Pre- Issue capital (₹) <sup>*(1)</sup>	% of Post- Issue capital (₹)
					up equity share held in the Company.			
<b>Sub-total (B)</b>	<b>9,99,900</b>						<b>6.92</b>	<b>5.38%</b>
<b>Sunflower Commotrade Private Limited</b>								
May 19, 2010	20,875	100	25	Cash	Transfer of Equity shares from Adhunik Commodities Private Limited	20,875	0.14%	0.11%
May 19, 2010	33,500	100	25	Cash	Transfer of Equity shares from Cadence Vyapar Private Limited	54,375	0.38%	0.29%
May 19, 2010	23,625	100	25	Cash	Transfer of Equity shares from Metropole Tie-up Private Limited	78,000	0.54%	0.42%
May 19, 2010	28,000	100	25	Cash	Transfer of Equity shares from Reception Tracom Private Limited	1,06,000	0.73%	0.57%
October 24, 2014	6,500	100	250	Cash	Further Issue	1,12,500	0.78%	0.61%
November 25, 2014	68,400	100	250	Cash	Rights Issue	1,80,900	1.25%	0.97%
February 15, 2024	Pursuant to shareholders' resolution dated February 15, 2024, each Equity Share of our Company of face value of ₹.100 each was split into 10 Equity Shares of face value of ₹ 10 each. Therefore, the 1,80,900 Equity Shares held by Sunflower Commotrade Private Limited of face value of ₹ 100 each were sub-divided into 18,09,000 Equity shares of ₹ 10 each.							
March 30, 2024	36,18,000	10	-	Nil	Bonus Issue in the ratio of 2 (Two) Bonus Shares for every 1 (One) existing fully paid- up equity share held in the Company.	54,27,000	37.56%	29.20%
<b>Sub-total (C)</b>	<b>54,27,000</b>						<b>37.56</b>	<b>29.20%</b>
<b>Ankit Agrawal</b>								
January 20, 2005	1,500	100	100	Cash	Further Issue	1,500	0.01%	0.01%
June 25, 2005	11,000	100	100	Cash	Further Issue	12,500	0.09%	0.07%
September 11, 2006	680	100	100	Cash	Further Issue	13,180	0.09%	0.07%
November 30, 2023	19,500	100	Nil	Gift	Transfer of Equity shares from Leela Agrawal	32,680	0.23%	0.18%
February 15, 2024	Pursuant to shareholders' resolution dated February 15, 2024, each Equity Share of our Company of face value of ₹.100 each was split into 10 Equity Shares of face value of ₹ 10 each. Therefore, the 32,680 Equity Shares held by Ankit Agrawal of face value of ₹ 100 each were sub-divided into 3,26,800 Equity shares of ₹ 10 each.							

Date of allotment/acquisition/transfer	Number of Equity Shares allotted/transferred	Face value per Equity Share (₹)	Issue Price/Consideration on per Equity Share (₹)	Nature of consideration	Nature of allotment/transfer	Cumulative number of Equity Shares	% of Pre-Issue capital (₹) <sup>*(1)</sup>	% of Post-Issue capital (₹)
March 30, 2024	6,53,600	10	-	Nil	Bonus Issue in the ratio of 2 (Two) Bonus Shares for every 1 (One) existing fully paid-up equity share held in the Company.	9,80,400	6.79%	5.27%
<b>Sub Total (D)</b>	<b>9,80,400</b>						<b>6.79</b>	<b>5.27%</b>
<b>Atish Agrawal</b>								
January 20, 2005	2,000	100	100	Cash	Further Issue	2,000	0.01%	0.01%
June 25, 2005	10,000	100	100	Cash	Further Issue	12,000	0.08%	0.06%
September 30, 2009	5,000	100	100	Cash	Transfer of Equity shares from Abha Agrawal	17,000	0.12%	0.09%
February 15, 2024	Pursuant to shareholders' resolution dated February 15, 2024, each Equity Share of our Company of face value of ₹.100 each was split into 10 Equity Shares of face value of ₹ 10 each. Therefore, the 17,000 Equity Shares held by Atish Agrawal of face value of ₹ 100 each were sub-divided into 1,70,000 Equity shares of ₹ 10 each.							
March 30, 2024	3,40,000	10	-	Nil	Bonus Issue in the ratio of 2 (Two) Bonus Shares for every 1 (One) existing fully paid-up equity share held in the Company.	5,10,000	3.53%	2.74%
<b>Sub-total (E)</b>	<b>5,10,000</b>						<b>3.53</b>	<b>2.74%</b>
<b>Total (A+B+C+D+E)</b>	<b>107,24,400</b>						<b>74.22</b>	<b>57.70%</b>

<sup>\*</sup>The figures in the row have been rounded-off to the closest decimal.

Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company, as on the date of this Prospectus.

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Equity Share capital (%) <sup>*</sup>
1.	Sunflower Commotrade Private Limited	54,27,000	37.56
2.	Subhash Chand Agrawal	28,07,100	19.43
3.	Satish Kumar Shah	9,99,900	6.92
4.	Harish Shah	13,80,990	9.56
5.	Atish Agrawal	5,10,000	3.53
6.	Ankit Agrawal	9,80,400	6.79
7.	Girish Shah	12,37,740	8.57
8.	Satish Kumar Shah Huf	5,21,250	3.61
9.	Gauri Shah Huf	3,03,000	2.10
10.	Harish Shah Huf	1,57,500	1.10
<b>Total</b>		<b>1,43,24,880</b>	<b>99.14%</b>

<sup>\*</sup>Rounded off to the closest decimal

Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company, as of 10 days prior to the date of this Prospectus.

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Equity Share capital (%)*
1.	Sunflower Commotrade Private Limited	54,27,000	37.56
2.	Subhash Chand Agrawal	28,07,100	19.43
3.	Satish Kumar Shah	9,99,900	6.92
4.	Harish Shah	13,80,990	9.56
5.	Atish Agrawal	5,10,000	3.53
6.	Ankit Agrawal	9,80,400	6.79
7.	Girish Shah	12,37,740	8.57
8.	Satish Kumar Shah Huf	5,21,250	3.61
9.	Gauri Shah Huf	3,03,000	2.10
10.	Harish Shah Huf	1,57,500	1.10
<b>Total</b>		<b>1,43,24,880</b>	<b>99.14%</b>

\*Rounded off to the closest decimal

Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company, on a fully diluted basis, as of one year prior to the date of this Prospectus.

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Equity Share capital (%)*
1.	Anjana Shah	6,580	1.37
2.	Ankit Agrawal	13,180	2.74
3.	Atish Agrwal	17,000	3.53
4.	G.K Shah	6,650	1.38
5.	Harish Kumar Shah	28,753	5.97
6.	Leela Agrawal	19,500	4.05
7.	Manjula Shah	18,040	3.75
8.	Satish Kumar Shah	13,750	2.85
9.	Satish Kumar Shah HUF	17,375	3.61
10.	Savitri Devi Shah	19,547	4.06
11.	Subhash Chand Agrawal	57,570	11.95
12.	Usha Shah	6,240	1.30
13.	Harish Shah HUF	5,250	1.09
14.	Gauri Shankar Shah HUF	10,100	2.10
15.	Jyoti Devi Agrawal	5,000	1.04
16.	Sunflowers Commotrade Private Limited	1,80,900	37.56
<b>Total</b>		<b>4,81,621</b>	<b>88.33</b>

\*Rounded off to the closest decimal

Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company, on a fully diluted basis, as of two years prior to the date of this Prospectus.

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Equity Share capital (%)*
1.	Anjana Shah	6,580	1.49%
2.	Ankit Agrawal	13,180	2.98%
3.	Atish Agrwal	17,000	3.85%
4.	G.K Shah	6,650	1.51%
5.	Harish Kumar Shah	28,753	6.51%
6.	Leela Agrawal	16,500	3.74%
7.	Manjula Shah	18,040	4.09%

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Equity Share capital (%) <sup>*</sup>
8.	Satish Kumar Shah	13,750	3.11%
9.	Satish Kumar Shah HUF	17,375	3.93%
10.	Savitri Devi Shah	19,547	4.43%
11.	Subhash Chand Agrawal	57,570	13.04%
12.	Usha Shah	6,240	1.41%
13.	Harish Shah HUF	5,250	1.19%
14.	Gauri Shankar Shah HUF	10,100	2.29%
15.	Jyoti Devi Agrawal	5,000	1.13%
16.	Sunflowers Commotrade Private Limited	180,900	40.96%
<b>Total</b>		<b>4,22,435</b>	<b>95.66%</b>

<sup>\*</sup>Rounded off to the closest decimal

The aggregate shareholding of the Promoters and Promoter group

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Pre-Issue Equity Share capital (%) <sup>*</sup>	Post-Issue Number of Equity Share	Percentage of the Post-Issue Equity Share capital (%)
<b>Promoters</b>					
1.	Subhash Chand Agrawal	28,07,100	19.43	18,07,100	9.72%
2.	Satish Kumar Shah	9,99,900	6.92	9,99,900	5.38%
3.	Sunflower Commotrade Private Limited	54,27,000	37.56	54,27,000	29.20%
4.	Ankit Agrawal	9,80,400	6.79	9,80,400	5.27%
5.	Atish Agrawal	5,10,000	3.53	5,10,000	2.74%
6.	Leela Devi Agrawal	-	-	-	-
<b>Promoter Group</b>					
1.	Girish Kumar Shah	12,37,740	8.57%	12,37,740	6.66%
2.	Harish Kumar Shah	13,80,990	9.56%	13,80,990	7.43%
3.	Girish Kumar Shah (HUF)	1,23,750	0.86%	1,23,750	0.67%
4.	Satish Kumar Shah (HUF)	5,21,250	3.61%	5,21,250	2.80%
5.	Harish Kumar Shah (HUF)	1,57,500	1.09%	1,57,500	0.85%
6.	Gouri Shankar Shah (HUF)	3,03,000	2.10%	3,03,000	1.63%
<b>Total</b>		<b>1,44,48,630</b>	<b>100.00</b>	<b>1,34,48,630</b>	<b>72.35%</b>

<sup>\*</sup>Rounded off to the closest decimal

There have been no purchase or sale by the Promoter Group and/ or by the Directors of our Company and their relatives in the preceding six months.

#### Shareholding of directors of our corporate promoter in our Company:

Except as stated below, none of our directors of our corporate promoter holds any shares in our Company:

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Pre-Issue Equity Share capital (%) <sup>*</sup>	Number of Equity Shares	Percentage of the Post-Issue Equity Share capital (%)
<b>Promoters</b>					
1.	Subhash Chand Agrawal	28,07,100	19.43	18,07,100	9.72%
2.	Ankit Agrawal	9,80,400	6.79	9,80,400	5.27%

#### Details of lock-in

Subhash Chand Agrawal, Ankit Agrawal, Atish Agrawal, Satish Kumar Shah and Sunflower Commotrade Private



Limited are the Promoters of our Company in terms of the SEBI ICDR Regulations and the Companies Act, 2013. Accordingly, in terms of Regulation 238 of the SEBI ICDR Regulations, the said Promoters have complied with the requirement of minimum promoter's contribution in this Issue and in terms of Regulation 238(a) the following Equity Shares are locked in for a period of 3 years pursuant to the Issue

Name of Promoters	Number of Equity Shares locked-in	Date of allotment of Equity Shares and when made fully paid-up	Nature of transaction	Face Value per Equity Share (₹)	Issue / Acquisition price per Equity Share (₹)	Percentage of the pre-Issue paid-up capital (%)	Percentage of the post-Issue paid-up capital (%)	Date up to which Equity Shares are subject to lock-in
Subhash Chand Agrawal	10,00,000	March 30, 2024	Bonus Issue	10	NA	6.92%	5.38%	10-12-2027
Satish Kumar Shah	1,00,000	March 30, 2024	Bonus Issue	10	NA	0.69%	0.54%	10-12-2027
Sunflower Commotrade Private Limited	30,00,000	March 30, 2024	Bonus Issue	10	NA	20.76%	16.14%	10-12-2027
<b>Total</b>	<b>41,00,000</b>				-	<b>28.38%</b>	<b>22.06%</b>	

The shareholding of the Promoters in excess of 20% of the fully diluted Post-Issue Equity Share capital shall be locked in for a period of 1 year from the date of Allotment.

Our Company undertakes that the Equity Shares that are being locked-in are not ineligible for computation of Promoter's contribution in terms of Regulation 237 of the SEBI ICDR Regulations.

In this connection, please note that:

The Equity Shares issued for Promoter's contribution do not include (i) Equity Shares acquired in the three immediately preceding years for consideration other than cash and revaluation of assets or capitalisation of intangible assets was involved in such transaction, (ii) Equity Shares resulting from bonus issue by utilisation of revaluation reserves or unrealised profits of our Company or bonus shares issued against Equity Shares, which are otherwise ineligible for computation of minimum Promoter's contribution.

The minimum Promoter's contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which the Equity Shares are being issued to the public in the Issue.

Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm.

As on the date of this Prospectus, none of the Equity Shares held by our Promoters is pledged.

All the Equity Shares held by our Promoters are in dematerialised form.

The Equity Shares held by any person and locked-in for a period of 1 year from the date of Allotment in the Issue may be transferred to any other person holding the Equity Shares which are locked-in, subject to continuation of the lock-in in the hands of transferees for the remaining period (and such transferees shall not be eligible to transfer until the expiry of the lock-in period) and compliance with the Takeover Regulations.

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company during the six months immediately preceding the date of filing of this Prospectus.

Any Equity Shares allotted to Anchor Investors shall be locked-in for a period of 30 days from the date of Allotment.

Except for the allotment of Equity Shares pursuant to the Issue, our Company presently does not intend or propose to alter its capital structure for a period of six months from the Issue Opening Date, by way of split or consolidation of the denomination of Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares), whether on a preferential basis, or by way of issue of bonus shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise. However, if our Company enters into acquisitions, joint ventures or other arrangements, our Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use Equity Shares as currency for acquisitions or participation in such joint ventures.

There will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of this Prospectus with the Stock Exchange until the Equity Shares have been listed on the Stock Exchanges or all application moneys have been refunded to the Investors, or the application moneys are unblocked in the ASBA Accounts on account of non-listing, undersubscription etc., as the case may be.

Our Company, our Directors and the Lead Manager have no existing buy-back arrangements or any other similar arrangements for the purchase of Equity Shares being offered through the Issue.

All Equity Shares offered pursuant to the Issue shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Prospectus.

As on the date of this Prospectus, the Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

No person connected with the Issue, including, but not limited to, the Lead Manager, the members of the Syndicate, our Company and Directors shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Investor for making an Application.

There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

## OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue of 41,39,200 Equity Shares, aggregating ₹ 3,104.40 lakhs by our Company and an Offer for Sale of 10,00,000 Equity Shares, aggregating ₹ 750.00 lakhs by the Selling Shareholder.

### Offer for Sale

Our Company will not receive any proceeds from the Offer for Sale. The proceeds of the Offer for Sale shall be received by the Selling Shareholder and will not form part of the Net Proceeds. The Selling Shareholder will be entitled to its portion of the proceeds of the Offer for Sale after deducting its proportion of the Offer expenses and relevant taxes thereon. For further details, please see “**Offer Expenses**” on page 86.

### Fresh Issue

The details of the proceeds from the Fresh Issue are summarized in the following table:

Particulars	Estimated amount (in ₹ lakhs)
Gross proceeds of the Fresh Issue	3,104.40
(Less) Offer expenses in relation to the Fresh Issue <sup>(1)</sup>	420.41
Net Proceeds <sup>(2)</sup>	<b>2,683.99</b>

<sup>(1)</sup> For details with respect to sharing of fees and expenses amongst our Company and the Selling Shareholder, please refer to “**Offer Expenses**” on page 86.

<sup>(2)</sup> To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

### Requirement of funds

Our Company proposes to utilise the Net Proceeds towards funding the following objects (collectively referred to as the “**Objects**”):

1. Funding the capital expenditure towards modernization and upgradation of the manufacturing facilities in Bilaspur, Chhattisgarh to expand our product portfolio;
2. Funding working capital requirements of our Company;
3. General Corporate Purposes.  
(Collectively, referred to herein as the “**Objects**”)

In addition, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchange and enhancement of our Company’s visibility and brand image and creation of a public market for our Equity Shares in India.

The main objects clause and objects incidental and ancillary to the main objects as set out in the Memorandum of Association of our Company enable our Company to undertake its existing activities and the activities proposed to be funded from the Net Proceeds.

### Requirement of Funds and Utilization of Net Proceeds

The Net Proceeds are proposed to be used in the manner set out in the following table:

(₹ in lakhs)

Sr. No.	Particulars	Estimated amount (as stated in Prospectus)
1.	Funding the capital expenditure towards modernization and upgradation of the manufacturing facilities in Bilaspur, Chhattisgarh to expand our product portfolio	1,638.93
2.	Funding working capital requirements of our Company	300.00
3.	General corporate purposes <sup>(1)</sup>	745.06

<sup>(1)</sup>The amount to be utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds of the Issue.

#### Schedule of implementation and Means of Finance

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below.

(₹ in lakhs)

Sr. No.	Particulars	Total Estimated Cost	Amount to be funded from the Net Proceeds	Amount to be funded from internal accruals	Estimated Utilisation of Net Proceeds Fiscal 2025
1.	Funding the capital expenditure towards modernization and upgradation of the manufacturing facilities in Bilaspur, Chhattisgarh	1,638.93	1,638.93	Nil	1,638.93
2.	Funding of working capital requirements of our Company ^	300.00	300.00	Nil	300.00
3.	General corporate purposes*	745.06	745.06	Nil	745.06

^Our Company shall also fund the incremental working capital requirements by availing loan facilities.

Given the dynamic nature of our business, we may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business strategy and external factors such as market conditions competitive environment and interest or exchange rate fluctuations, changes in design and configuration of the project, increase in input costs of construction materials and labour costs, logistics and transport costs incremental preoperative expenses, taxes and duties, interest and finance charges, engineering procurement and construction costs, working capital margin, regulatory costs, environmental factors and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose, at the discretion of our management, subject to compliance with applicable law. Moreover, if the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the gross proceeds from the resh Issue in accordance with the SEBI ICDR Regulations. In case of a shortfall in raising requisite capital from the Net Proceeds or an increase in the total estimated cost of the Objects, business considerations may require us to explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the 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 the Issue. To the extent our Company is unable to utilise any portion of the Net Proceeds towards the aforementioned objects, per the

estimated scheduled of deployment specified above, our Company shall deploy the Net Proceeds in subsequent Fiscals towards the aforementioned Objects.

For further details see ***“Risk Factor – Risk Factor 15 - Our funding requirements and the deployment of Net Proceeds are based on management estimates and quotations received and have not been independently appraised. Any variation in the utilisation of Net Proceeds of the Fresh Offer as disclosed in this Prospectus shall be subject to compliance requirements, including prior shareholders’ approval”***, on page 32.

The fund requirements mentioned above for purchase of plant and equipment and civil works are based on the internal management estimates of our Company and quotation received from third parties. The fund requirements mentioned above except for purchase of plant and equipment and civil works are based on the internal management estimates of our Company, and have not been verified by the Lead Manager or appraised by any bank, financial institution. The fund requirements are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, costs of commodities and interest or exchange rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilising our internal accruals or seeking debt financing. For further details see ***“Risk Factors – 21 - Our management will have broad discretion in how we apply the Net Proceeds, including interim use of the Net Proceeds, 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 the Net Proceeds in the manner intended by us will result in any increase in the value of your investment.”*** on page 37.

The fund requirements set out for the aforesaid objects of the Issue are proposed to be met entirely from the Net Proceeds. In view of above, we confirm that, with respect to the Objects, our Company is in compliance with Regulation 230(1)(e) of the SEBI ICDR Regulations which require firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue and existing identifiable internal accruals. In case of a shortfall in the Net Proceeds or any increase in the actual utilization of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals.

### **Details of the Object**

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

#### **1. Funding the capital expenditure towards modernization and upgradation of the manufacturing facilities in Bilaspur, Chhattisgarh to expand our product portfolio**

We operate two foundries i.e. SG iron foundry and steel foundry under the same premises at our manufacturing facility located at Silpahri Industrial Area, Bilaspur, Chhattisgarh. Our Company is engaged in the business of iron and steel foundry, more particularly in the business of casting and manufacturing customised products in mostly all grades of iron and steel. Our versatile product portfolio covers all grades of mild steel, spheroidal graphite cast iron, manganese steel, stainless steel, low alloy and high alloy castings (high CR & high Ni), HRCS & WRCS, from as small as 0.5 Kgs to 6 Tonnes single finished casting.

We have over the years diversified our product portfolio and presently manufacturing low value products on a large scale and high value products on a low scale. In order to manufacture high value products consistently, we have to upgrade our existing manufacturing facility to make it equipped with (i) electric arc furnace to get better quality of steel; (ii) automatic mechanised moulding system; (iii) larger heat treatment system; (iv) Systematic fettling setup; and (v) increase covered working area. With the upgradation of our manufacturing facility, we will be able to manufacture critical railway parts and oil & gas castings. We believe that our strong presence in the Indian market positions us well to capitalize on the anticipated growth of high value casting products and increased requirement of Indian railways. The strategic decision to expand our product portfolio will enable us to create additional revenue streams, diversify our business operations and reduce our dependence on existing small value products. This will also provide our Company export opportunity.

As a result of the capital expenditure towards modernization and upgradation of the manufacturing facilities, the capacity utilization is expected to increase from 37% in FY 2024 to around 60% in FY 2026. Further, the modernization of our facilities will allow us to manufacture new range of products and enter newer markets. Better quality requirements could be achieved and complex orders could be executed post-completion of this project. With the upgradation of our manufacturing facility, we will be able to manufacture high value products consistently including critical railway parts and oil & gas castings. We believe that our strong presence in the Indian market positions us well to capitalize on the anticipated growth of high value casting products and increased requirement of Indian railways. The strategic decision to expand our product portfolio will enable us to create additional revenue streams, diversify our business operations and reduce our dependence on existing small value products. This will also provide our Company export opportunity.

Our Company proposes to utilise ₹ 1,638.93 lakhs from the Net Proceeds for capital expenditure towards modernization and upgradation of the manufacturing facilities in Bilaspur, Chhattisgarh.

#### A. Civil Works

Description of work	Quotation Date	Amount (₹ in lakhs)
Civil work upto plinth level	July 01, 2024 from Rare	153.00
Foundation work for machines and furnace	Earth Infra	69.00
Electrical room along with foundation and platform for panels and machines	(Valid till withdrawn)	27.00
Office building		48.00
		297.00
Design, Engineering, Fabrication, Painting, Supply & Erection of shed- Roof Area of 17,438 sqft	July 01, 2024 from Jagdamba Structurals (I) Pvt. Ltd. (Valid till January 31, 2025)	155.25
<b>Total</b>		<b>452.25</b>

We confirm that the above quotations and estimates have been provided by third parties which are independent from our Company.

#### B. Plant and Machinery

Our Company proposes to acquire plant and machineries at an estimated cost of about ₹ 1,154.54 lakhs. The said machinery proposed to be purchased have been identified, however our Company is yet to place order for the plant and machinery worth ₹ 969.54 lakhs. The detailed list of plant & machinery to be acquired by our Company is provided below:

(₹ Lakhs)						
Sr. No.	Particulars	Units to be purchased	Per Unit Price ^	Total Cost ^	Quotation reference	Validity of quotation
<b>1</b>	<b>Electric Arc Melting Furnace:</b>					
	Manufactured by: M/s. Makersbury Engineering Private Limited	1	104.00	104.00	<b>Date of the quotation :</b> December 13, 2023	Vide purchase order dated January 02, 2024 the company has placed the order
	Technical Specifications: <b>Capacity:</b> 5T – 2.5 MVA Electric Arc Melting Furnace				<b>Sourced from:</b> Makersbury Engineering Private Limited	
	<b>Total cost</b>			<b>104.00</b>		
<b>2</b>	<b>Electric Arc Furnace Duty Transformer with In-Built Series Reactor:</b>					

Sr. No.	Particulars	Units to be purchased	Per Unit Price ^	Total Cost ^	Quotation reference	Validity of quotation
	<p><i>Manufactured by:</i> M/s. Makpower Trans-systems Private Limited.</p> <hr/> <p><i>Technical Specifications:</i>  <b>Capacity:</b> MAKPOWER make,  2500 KVA Arc Melting Furnace Duty Transformer with 625KVAR In-built Series Reactor, oil immersed, Core type, Double Copper wound, having voltage ratio 33000/250-156-90 Volts</p>	1	51.00	51.00	<p><b>Date of quotation:</b> December 28, 2023</p> <p><b>Sourced from:</b> Makpower Trans-systems Private Limited.</p>	Vide purchase order dated March 31, 2024 the company has placed the order
	<b>Total cost</b>			<b>51.00</b>		
<b>3</b>	<b>No Bake Sand Plant:</b>					
	<p><i>Manufactured/ Commissioned by:</i> Omega Sane Foundry Machinery Private Limited</p>				<p><b>Date of quotation:</b> June 25, 2024</p> <p><b>Sourced from:</b> Omega Sane Foundry Machinery Private Limited</p>	January 31, 2025
	<i>Sand Mixing Plant including:</i>					
	<i>Spartan 335AB Mixer for use with Alphaset Process</i>	1	71.23	71.23		
	<i>Artic Primary Jib</i>	1	11.23	11.23		
a)	<i>Water Pump</i>	1	2.27	2.27		
	<i>Autoblend System</i>	1	6.97	6.97		
	<i>5 Way Pneumatic Sand Blending Gate</i>	1	5.01	5.01		
	<i>Compaction Table Model Q with powered rollers</i>	1	63.97	63.97		
	<i>Sand Reclamation Plant including:</i>					
	<i>Vibratory Shakeout – 3500mm x 1500 mm x 10 Ton loading</i>	1	46.72	46.72		
b)	<i>Vibratory Feeder</i>	1	17.72	17.72		
	<i>Overband Magnetic Separator</i>	1	13.71	13.71		
	<i>Gamma 20HL Vib. Attrition Unit</i>	1	79.88	79.88		
	<i>G20 Cooler Classifier</i>	1	99.74	99.74		

Sr. No.	Particulars	Units to be purchased	Per Unit Price ^	Total Cost ^	Quotation reference	Validity of quotation
	DP330 Pneumatic Conveyor	1	28.21	28.21		
	Electric Control Panel for Shakeout & Recl. Plant	1	13.55	13.55		
	DP100 Pneumatic Conveyor	1	18.93	18.93		
	<b>Total cost</b>			<b>479.14</b>		
<b>4</b>	<b>Shot Blasting Machine:</b>					
	Shot Blasting Machine including cartridge type dust collector model CT PJ 24 capacity 4000 CFM	1	55.00	55.00	<b>Date of quotation:</b> January 30, 2024  <b>Sourced from:</b> Patel Furnace & Forging Pvt. Ltd.	March 31, 2025
	<i>Technical Specifications:</i>  Work Size: 1000 mm Diameter x 3000 mm Height  2 Nos. Hooks Capacity: 1000 Kgs.					
	<b>Total cost</b>			<b>55.00</b>		
<b>5</b>	<b>Heat Treatment Furnace:</b>					
	Heat Treatment Furnace with Bogie Moving Oil Fired Furnace	1	110.00	110.00	<b>Date of quotation:</b> June 24, 2024	November 30, 2024
	<i>Technical Specifications:</i>  Furnace Type: : 25 MT Double Bogie Fixed Furnace Moving Oil Fired Furnace  Internal size (mm): : 6000 L x 4000mmW X 2500mm H				<b>Sourced from:</b> India Thermal Engineering	
	<b>Total cost</b>			<b>110.00</b>		
<b>6</b>	<b>Induction Hardening Equipment:</b>					
	Manufactured by: M/s. Electrotherm India Limited	1	30.00	30.00	<b>Date of the quotation :</b>	Vide purchase order dated March 31, 2024



Sr. No.	Particulars	Units to be purchased	Per Unit Price ^	Total Cost ^	Quotation reference	Validity of quotation
	<i>Induction Hardening Equipment including: 250 KW / 10 KHz Advance Digital Control IGBT Based Voltage Fed Solid State Power Supply Unit with Energy meter</i>  <i>DM Water Circulation Unit for Power Supply &amp; Inductor</i>  <i>Load matching Circuit</i>  <i>Mechanical Handling system</i>  <i>Quench recirculation system</i>				March 29, 2024  <b>Sourced from:</b> Electrotherm India Limited	the company has placed the order
	<b>Total cost</b>			<b>30.00</b>		
<b>7</b>	<b>Double Beam EOT Cranes:</b>					
	<i>Manufactured by: M/s. Asia Cranes Private Limited</i>				<b>Date of the quotation :</b> November 9, 2024  <b>Sourced from:</b> Asia Cranes Private Limited	January 31, 2025
	<i>EOT Cranes including:</i> <i>Double Beam EOT Cranes, Capacity 15.0 T, Span 18 M, HOL 10 M</i> <i>Double Beam EOT Cranes, Capacity 10.0 T, Span 18 M, HOL 10 M</i> <i>Erection &amp; Commissioning</i>	1  3	45.50  35.50	45.50  106.50		
	<b>Total cost</b>			<b>152.00</b>		
<b>8</b>	<b>Vertical Turning Lathe:</b>					
	Double Column Heavy Duty Vertical Turning Lathe	1	25.87	25.87	<b>Date of quotation:</b>	December 10, 2024

Sr. No.	Particulars	Units to be purchased	Per Unit Price ^	Total Cost ^	Quotation reference	Validity of quotation
	<i>Technical Specifications:</i>  <i>Table Diameter: 2000mm</i> <i>Maximum Swing: 2250mm</i> <i>Maximum Working Height under Cross Rail: 1500mm</i> <i>Vertical Travel of Ram Heads: 1000mm</i>				March 31, 2024	
					<b>Sourced from:</b> Gurru Nanak Engineering Works	
	<b>Total cost</b>			<b>25.87</b>		
<b>9</b>	<b>Plano Miller Machine:</b>					
	Plano Miller Machine with Full Electricals, Control Panel & Automatic Lubrication System	1	22.47	22.47	<b>Date of quotation:</b> March 31, 2024  <b>Sourced from:</b> Gurru Nanak Engineering Works	December 10, 2024
	<b>Total cost</b>			<b>22.47</b>		
<b>10</b>	<b>Double Column Radial Drill Machine:</b>					
	Double Column Radial Drill Machine with Rigid Base, Column/Sleeve & Arm, Electric Motors and Panel Board	1	10.47	10.47	<b>Date of quotation:</b> March 31, 2024  <b>Sourced from:</b> Gurru Nanak Engineering Works	December 10, 2024
	<b>Total cost</b>			<b>10.47</b>		
<b>11</b>	<b>Screw Compressor:</b>					
	Manufactured by: <i>Elgi Equipments Limited</i>				<b>Date of quotation:</b> June 25, 2024	
	Screw Compressor with refrigerant Air Drier, Line Filters	2	19.53	39.06	<b>Sourced from:</b> Rajat Equipments Private Limited	January 31, 2025
	<b>Total cost</b>			<b>39.06</b>		
	<b>Total Cost</b>			<b>1079.01</b>		
	Transportation, Loading, Unloading, freight and clearance and insurance			75.53		

Sr. No.	Particulars	Units to be purchased	Per Unit Price ^	Total Cost ^	Quotation reference	Validity of quotation
<b>Total Cost of Plant and Machinery</b>				<b>1154.54</b>		

^ The prices of exclusive of applicable GST

Note: The amount included in the quotation may be subject to price revisions, basis, inter alia, prevailing market conditions, price of raw materials, increase in taxes/duties levied by governmental authorities. In case of an increase in quoted amount due to a price revision, our Company will bear the difference out of internal accruals.

Our Company proposes to meet the entire requirement of funds for this proposed Object of the Issue from the Net Proceeds and internal accruals. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue.

### C. Contingency

We have created a provision for contingency of ₹ 32.14 lakhs for the total project, which is approximately 2% of total project cost, to cover additional costs related to any contingent expenses such as difference in the actual costs of machinery, taxes, levies and other contingent duties, as applicable, and any increase in the estimated cost of setting up the manufacturing unit. No second-hand machinery or material is proposed to be purchased out of the aforesaid Net Proceeds. The abovementioned plant and machinery and electrification expenses are proposed to be acquired in a ready-to use condition. Our Company has not entered into any definitive agreements with the suppliers and there can be no assurance that the same suppliers would be engaged to eventually supply the machinery and material at the same costs. The quantity of the machinery and material to be purchased is based on the estimates of our management. Our Company shall have the flexibility to deploy the machinery and material at the proposed manufacturing units, according to the business requirements of the same, which are dynamic and may evolve with the passage of time and based on the estimates of our management.

Our Promoters, Directors, Key Management Personnel or Group Entities have no interest in the proposed procurements, as stated above.

### Government and other Approvals

Our Company has received all the applicable approvals for its existing facilities. The proceeds of the Issue shall be used for upgradation of the existing facilities. No further approval is required to be taken by the Company for such upgradation.

### Proposed Schedule of Implementation

The proposed schedule of implementation is as follows:

Particular	Estimated month of	
	Commencement	Completion
Civil Works	December, 2024	June, 2025
Order of P&M, Equipment	December, 2024	February, 2025
Delivery of machineries	December, 2024	July, 2025
Installation and erection of machineries	January, 2025	July, 2025
Trial run		July, 2025
Commercial production		August, 2025

## 2. Funding the working capital requirements of our Company

With the expansion of the business, our company will be in the need of additional working capital requirements. We fund a majority of our working capital requirements in the ordinary course of business from banks facilities and internal accruals. Our Company requires additional working capital for funding its incremental working capital requirements and releasing the internal accruals deployed in working capital. The funding of the

incremental working capital requirements will lead to a consequent increase in our profitability, ability to utilize internal accruals for growth opportunities and achieving the proposed targets as per our business plan.

Our Company proposes to utilize ₹ 300 Lakhs of the Net Proceeds towards our Company's working capital requirements. The company shall utilize the entire ₹ 300 Lakhs in Fiscal 2025 towards our Company's working capital requirements. The balance portion of our Company working capital requirement shall be met from the working capital facilities availed and internal accruals.

#### ***Basis of estimation of working capital requirement***

##### **(a) Rationale for increase in net working capital requirement in FY2023**

In FY2023, the actual Working Capital requirements have increased due to increase in price of our main product (SGCI Insert) from an average price of Rs.108 per piece in FY2022 to Rs.126 per piece in FY2023. This has led to higher working capital requirement. We are enclosing sample invoices of all months of FY2023 and FY2022 as reference for price of SGCI Insert. Further, in our steel casting plant, we have started taking orders for higher value items which although have a longer turnaround time but carry better profit margins. For instance, we had supplied our products worth Rs.1.00 Crore to Tata Steel in FY2023 which were delivered on an average of 8 months period with a longest being of 17 months from the date of purchase order. Thus, execution of orders requiring long production and period increases our work-in-progress thereby leading to higher working capital requirements.

##### **(b) Rationale for increase in the net working capital requirements in FY2024**

In FY2024, the working capital requirement increased from Rs.1,743 Lakhs to Rs. 2,286 Lakhs. This is the result of our focus being shift in FY2023 towards higher value items which continued in FY2024. Due to lack of orders of our main product (SGCI Insert), our total revenue witnessed a degrowth. Further, our shift to higher value items having longer turnaround time led to higher stock of Finished goods in FY2024. In FY2024, we started making Narrow and Wide Jaw Adopters for Indian Railways, which again has high turnaround time but commands higher profit margins. Due to new entrant in this product, we had a stockpile of Adopters in this year which got dispatched in Q1 of FY2025. As higher margin product orders were taken in Steel Unit, for which we had to increase our raw material inventory as well. These complicated orders require different array of raw materials and this again increased our working capital requirements.

##### **(c) Rationale for decrease in estimated working capital requirements for FY2025 despite an increase in revenue.**

The working capital requirement for FY2025 is almost same as FY2024 (Rs. 2,286 Lakhs in FY2024 and Rs. 2,318 Lakhs in FY2025). There is an increase of about 1.5%, which reflects that we are expecting better sales volume and realisation during the current year, and hence may have to keep a higher stock of raw materials for this period. Other than that, it seems that all other items of work-in-progress, finished goods, etc., is expected to remain at par to last year.

The details of the working capital as March 31, 2022, March 31, 2023 and March 31, 2024 and the source of funding derived from the financial statements of the Company as certified by our Statutory Auditor through their certificate dated November 16, 2024 are provided in the table below. On the basis of the existing and estimated working capital requirement of our Company, and assumptions for such working capital requirements, our Board pursuant to its resolution dated November 16, 2024, has approved the estimated working capital requirements for Fiscals 2025 and 2026 as set forth below:

<b>(₹ lakhs)</b>						
<b>S. No.</b>	<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2025</b>	<b>As at March 31, 2026</b>
		<i>(Actual-Restated)</i>	<i>(Actual-Restated)</i>	<i>(Actual-Restated)</i>	<i>(Estimated)</i>	<i>(Projected)</i>
<b>(A)</b>	<b>Current assets</b>					
(a)	Inventories	835.66	1,352.83	1,793.52	1,643.84	2,054.79
(b)	Trade receivables	960.39	957.27	846.73	986.30	1,232.88
(c)	Other Current Assets	906.49	50.88	43.84	205.00	310.00

S. No.	Particulars	As at March 31, 2022 (Actual-Restated)	As at March 31, 2023 (Actual-Restated)	As at March 31, 2024 (Actual-Restated)	As at March 31, 2025 (Estimated)	As at March 31, 2026 (Projected)
	<b>Total current assets (A)</b>	<b>2,702.54</b>	<b>2,360.97</b>	<b>2,684.09</b>	<b>2,835.14</b>	<b>3,597.67</b>
<b>(B)</b>	<b>Current liabilities</b>					
(a)	Trade payables	332.21	357.82	198.14	267.12	333.90
(b)	Provisions, other current liabilities and current tax liabilities (net)	222.14	260.63	200.38	250.00	300.00
	<b>Total current liabilities (B)</b>	<b>554.36</b>	<b>618.45</b>	<b>398.51</b>	<b>517.12</b>	<b>633.90</b>
<b>(C)</b>	<b>Total working capital requirements (C = A – B)</b>	<b>2,148.18</b>	<b>1,742.52</b>	<b>2,285.57</b>	<b>2,318.01</b>	<b>2,963.77</b>
<b>(D)</b>	<b>Funding pattern</b>					
(a)	IPO proceeds	-	-	-	300.00	-
(b)	Borrowings from banks, financial institutions and non-banking financial companies (including bill discounting) and/or internal accruals	2,148.18	1,742.52	2,285.57	2,018.01	2,963.77
	<b>Total</b>	<b>2,148.18</b>	<b>1,742.52</b>	<b>2,285.57</b>	<b>2,318.01</b>	<b>2,963.77</b>

Note: Pursuant to the certificate dated November 16, 2024, issued by the Statutory Auditor.

Our Company shall also fund the incremental working capital requirements by availing loan facilities.

#### **Assumptions for our estimated working capital requirements**

Particulars	As at March 31, 2022 (Actual-Restated)	As at March 31, 2023 (Actual-Restated)	As at March 31, 2024 (Provisional)	As at March 31, 2025 (Estimated)	As at March 31, 2026 (Projected)
<b>Holding Level for year/period ended</b>					
Inventories	48	73	111	100	100
Trade Receivables	63	64	64	60	60
Trade Payables	28	33	31	25	25

#### **Key assumptions for working capital requirements**

Our Company's estimated working capital requirements on a standalone basis are based on the following key assumptions:

S. No.	Particulars	Assumptions
<b>Current Assets</b>		
1	Inventories	Our Company had Inventories Holding days of 48 days, 73 days and 111 days in FY2022, FY2023 and FY2024. We expect Inventories Holding days to be around 100 days for FY2025 and FY 2026. With the infusion of fresh funds in working capital, the Company would be able to maintain higher inventories of raw material and finished products leading to faster execution of orders. This would give an edge to the Company over its competitors.
2	Trade Receivables	Our Company's general credit terms vary across type of products and customer. We had Debtors Holding days of 63 days, 64 days and 64 days in FY2022, FY2023 and FY2024. We expect Debtors Holding days to be around 60 days for FY2025 and FY 2026. This will be almost at par with FY2024. The Company would maintain the debtors holding days at about 60 days in the next 2 years as it would execute new orders with longer payment cycles but with higher margins.
<b>Current Liabilities</b>		
1	Trade Payables	We had creditor payment cycle of 28 days, 33 days and 31 days in FY2022, FY2023 and FY2024. We expect our creditor payments days be around 25 days for FY2025 and FY2025. The company is trying to lower creditors by paying earlier, leading to more discounts and hence better profitability.

**Reason for substantial increase of working capital requirement are mentioned below:-**

We operate two foundries i.e. SG iron foundry and steel foundry under the same premises at our manufacturing facility located at Silpahri Industrial Area, Bilaspur, Chhattisgarh. Our Company is engaged in the business of iron and steel foundry, more particularly in the business of casting and manufacturing customised products in mostly all grades of iron and steel. Our versatile product portfolio covers all grades of mild steel, spheroidal graphite cast iron, manganese steel, stainless steel, low alloy and high alloy castings (high CR & high Ni), HRCS & WRCS, from as small as 0.5 Kgs to 6 Tonnes single finished casting.

We derive our revenue by supplying products for usage in multiple industries such as Indian railways, steel industry, cement industry, infrastructure industry, heavy engineering industry, power industry and others. We also constantly endeavour to develop our product portfolio as per evolving requirements of our customers. We believe that our range of products allows our existing customers to source most of their product requirements from us and also enables us to expand our business from existing customers.

During the year ended March 31, 2024, the total working capital requirement was ₹ 2,285.57 Lakhs. However, this is estimated to increase to ₹ 2,318.01 Lakhs during FY2025 and ₹ 2,963.77 Lakhs during FY2026. The reasons for increase in future working capital requirements of our company are as under:

- Our Company's business is a working capital intensive and to address the current issue of limited working capital and achieve exponential growth, the company plans to infuse funds into working capital from the Net Proceeds. Additionally, the company aims to establish partnerships with new customers by providing high value products. These strategic initiatives are expected to drive future growth.
- We believe that our strong presence in the Indian market positions us well to capitalize on the anticipated growth of high value casting products and increased requirement of Indian railways. The strategic decision to expand our product portfolio will enable us to create additional revenue streams, diversify our business operations and reduce our dependence on existing small value products. This will also provide our Company with export opportunity.
- The Company is planning to enter into newer markets and expand our business. This strategic decision is not just about reaching new markets, it's about solidifying our position in the industry and fostering sustainable growth. By venturing into untapped territories, we aim to unlock fresh opportunities, broaden our customer base, and diversify our revenue streams.

Further, below mentioned future business strategies as mentioned in the chapter “**Our Business – Business Strategies**” on page 112 of the Prospectus would also lead to increase in working capital requirements:

***Upgradation of existing manufacturing facility***

We have over the years diversified our product portfolio and presently manufacturing low value products on a

large scale and high value products on a low scale. In order to manufacture high value products consistently, we have to upgrade our existing manufacturing facility to make it equipped with (i) electric arc furnace to get better quality of steel; (ii) automatic mechanised moulding system; (iii) larger heat treatment system; (iv) Systematic fettling setup; and (v) increase covered working area. With the upgradation of our manufacturing facility, we will be able to manufacture critical railway parts and oil & gas castings. We believe that our strong presence in the Indian market positions us well to capitalize on the anticipated growth of high value casting products and increased requirement of Indian railways. The strategic decision to expand our product portfolio will enable us to create additional revenue streams, diversify our business operations and reduce our dependence on existing small value products. This will also provide our Company export opportunity.

We believe that our strategy will allow us to better serve our existing customers, enable us in better addressing the business requirements of large value products.

#### ***Continue to focus on improving operational efficiencies***

Our operational efficiencies have been established and refined over the years through an emphasis on economies of scale, leveraging our operating experience, cost rationalisation and our sales. We intend to further leverage technology to effectively utilise our machinery and equipment through implementing several transformational initiatives. We intend to explore and adopt efficiency enhancement and automation tools. We undertake and foster data analytics and data-based decision making. We will also continue to identify various strategic initiatives to improve our operational efficiencies and reduce operating costs. We continue to focus on investing in automation, modern technology and equipment to continually upgrade our products including the quality of our products to address changing customer preferences as well as to improve operational efficiency.

#### ***Expand our customer base and geographic reach***

We have, in the past, continuously focused on increasing our customer base by enhancing our reach in the domestic market with dedicated resources, diversified product and service offerings and wide geographical presence. We have increased our customer base in the past through new products and segments and through expanded services offerings. The proposed upgradation of our existing manufacturing facility will enable us to further expand our product portfolio with high value products and enter export market.

#### ***Focus on Advanced Technology Products***

We intend to leverage our design, engineering and manufacturing capabilities to increase our focus on advanced technology products. We believe that high value added and technology driven components will provide us with early-mover advantages and higher profit margins, thus giving us the opportunity to consolidate our position with our customers. We also intend to focus on new process-based technologies to further improve the quality of our products and our manufacturing processes and to add new products to our portfolio. We believe that an expanded product portfolio will assist us in developing long-term relationships with our customers.

#### ***Increasing operational efficiency***

Our product portfolio consists of casting products. We continue to invest in increasing our operational efficiency throughout the organisation. We are addressing the increase in operational output through continuous process improvement, quality control and customer service. We also strive to achieve alignment of our people towards 'process improvement' through change management and skill upgradation and as required for customer satisfaction is a continuous activity. Awareness of this quality commitment is wide spread among all the employees.

#### ***Strengthen our marketing network***

We continue to enhance our business operations by ensuring that our customer base increases through our marketing efforts. Our core competency lies in the thorough understanding of our customers' needs and preferences, our vision to engage in sustainable practices and providing unparalleled quality of our products thereby achieving customer loyalty. We intend to strengthen our existing marketing team by inducting qualified and experienced personnel, who will supplement our existing marketing strategies in the domestic and international markets.

We would aim our business strategies to be dynamic and proactive, given the macro and micro market environments in which we operate or where we may expand in the future. Our Company shall always strive to:

- achieve maximum operational efficiency;
- strengthen and expand our market position and product portfolio; and
- enhance our depth of experience, knowledge-base and know-how;

#### ***Value proposition for consumers***

We plan to grow our business primarily by growing the number of customers' relationships, as we believe that increased customer relationships will add stability to our business. Our brand equity has increased over the years, driven by product innovation and cost efficiencies in our manufacturing operations, and offering superior value proposition for consumers, through a wide range of our products. We seek to build on existing relationships and also focus on bringing into our portfolio more customers. Our Company believes that a long-term customer relationship with large customers reap fruitful returns. Long-term relations are built on trust and continuous meeting with the requirements of the customers.

### **3. General Corporate Purposes**

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Net Proceeds aggregating ₹ 745.06 lakhs towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, initial development costs for new products, meeting operating expenses, strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act, 2013.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in the Prospectus, shall not exceed 25% of the Gross Proceeds raised by our Company through this Issue.

#### **Offer Expenses**

The total expenses of the Issue are estimated to be approximately ₹ 521.86 lacs. The expenses of this Offer include, among others, listing fees, underwriting fees, selling commission, fees payable to the Lead Manager, fees payable to legal counsel, Registrar to the Offer, Bankers to the Offer, processing fee to the SCSBs for processing Bid cum Application Forms, brokerage and selling commission payable to members of the Syndicate, Registered Brokers, Collecting RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Except for (i) listing fees and expenses for any corporate advertisements consistent with past practice of our Company (not including expenses relating to marketing and advertisements undertaken in connection with the Offer), which shall be borne solely by our Company; and (ii) the applicable tax payable on transfer of Offered Shares which shall be borne by the Selling Shareholder, our Company and the Selling Shareholder shall share the costs and expenses in proportion to the number of Equity Shares issued and allotted by our Company through the Fresh Issue and sold by the Selling Shareholder through the Offer for Sale, in accordance with applicable law including Section 28(3) of the Companies Act, 2013. Our Company shall advance the cost and expenses of the Offer and our Company will be reimbursed, severally and not jointly, by the Selling Shareholder for their respective proportion of such costs and expenses. Such payments, expenses and taxes, to be borne by the Selling Shareholder will be deducted from the proceeds from the sale of Offered Shares, in accordance with applicable law, in proportion to its respective Offered Shares. Further, in the event the Offer is withdrawn or the requisite approvals required for the Offer are not received, the Company and the Selling Shareholder shall, in accordance with the manner stated above, share the costs and expenses (including all applicable taxes) directly attributable to the Offer, in proportion to the extent of the amount proposed to be raised by the Company through the Fresh Issue and the amount corresponding to the extent of participation of Selling Shareholder in the Offer for Sale.



(₹ lakhs)			
Expenses	Total Estimated expenses <sup>(1)</sup> (in ₹ lacs)	As a % of the total estimated Issue expenses <sup>(1)</sup>	As a % of the total Gross Issue Proceeds <sup>(1)</sup>
Issue management fees including fees and reimbursements of Market Making fees and payment to other Intermediaries such as Legal Advisors to the IPO, Registrars and other out of pocket expenses.	126.11	24.17%	3.27%
Marketing and Selling Commission and expenses	350.00	67.07%	9.08%
Advertising and marketing expenses	25.00	4.79%	0.65%
Printing and distribution of issue stationery	1.50	0.29%	0.04%
Others			
- Listing fees	0.50	0.10%	0.01%
- SEBI and NSE processing fees	0.25	0.05%	0.01%
- Book Building software fees	3.50	0.67%	0.09%
- Other regulatory expenses	5.00	0.96%	0.13%
- Miscellaneous	10.00	1.92%	0.26%
<b>Total estimated Issue expenses</b>	<b>521.86</b>	<b>100.00%</b>	<b>13.54%</b>

*\*Please note that the cost mentioned is an estimate quotation as obtained from the respective parties and excludes GST, interest rate and inflation cost. The amount deployed so far toward issue expenses shall be recouped out of the Issue Proceeds.*

*\*\* The above cost will be shared between the Company and Selling Shareholder in proportion to the proceed received.*

The Issue expenses shall be payable in accordance with the arrangements or agreements entered into by our Company with the respective Designated Intermediary.

#### Interim Use of Funds

Pending utilisation for the purposes described above, we undertake and confirm that the interim use of funds shall be made in accordance with the applicable laws. Pending utilization, the funds shall be temporarily invested only with scheduled commercial banks. In accordance with Section 27 of the Companies Act 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets

#### Bridge Loan

Our Company has not raised any bridge loans which are required to be repaid from the Net Proceeds.

#### Monitoring of Utilisation of Funds

In accordance with Regulation 262 of the SEBI ICDR Regulations, since the Net Proceeds do not exceed ₹ 10,000.00 lakhs, appointment of monitoring agency is not applicable.

#### Variation in Objects of the Issue

In accordance with Sections 13(8) and 27 of the Companies Act, 2013, our Company shall not vary the Objects of the Issue unless our Company is authorised to do so by way of a special resolution of its Shareholders through a postal ballot and such variation will be in accordance with the applicable laws including the Companies Act, 2013 and the SEBI ICDR Regulations. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act, 2013. 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 Promoter will be required to provide an exit opportunity to such Shareholders who do not agree to the above stated proposal to vary the objects, at a price and in such manner as may be prescribed by SEBI in Regulation 290 and Schedule XX of the SEBI ICDR Regulations.

**Appraising Entity**

None of the Objects for which the Net Proceeds will be utilised have been appraised by any bank/ financial institution or any other agency.

**Other Confirmations**

No part of the Net Proceeds will be paid to our Promoter, Promoter Group, Directors, our Group Companies or our Key Managerial Personnel, except in the ordinary course of business. Our Company has not entered into nor has planned to enter into any arrangement/ agreements with our Directors, our Key Management Personnel, or our Group Companies in relation to the utilisation of the Net Proceeds.

## BASIS FOR THE OFFER PRICE

Investors should also refer to “*Our Business*”, “*Risk Factors*”, “*Restated Financial Statements*”, “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” and “*Other Financial Information*” on pages 108, 26, 164, 211 and 203, respectively, to have an informed view before making an investment decision.

### Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for computing the Issue Price are:

- Diversified product mix with strong focus on customised products
- Fully equipped manufacturing facility
- Strategically located Manufacturing Facility
- Captive Power plant
- Diversified customer base and long-standing relationship with our customers
- Quality assurance and accreditations
- Well experienced management team with proven project management and implementation skills

For further details, see “*Our Business –Strengths*” on page 109.

### Quantitative Factors

Some of the information presented below relating to our Company is based on the Restated Financial Statements. For details, see “*Restated Financial Statements*” on page 164.

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

#### I. Basic and Diluted Earnings per share (“EPS”)

Fiscal Year ended <sup>^</sup>	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2024	2.62	2.62	3
March 31, 2023	0.97	0.97	2
March 31, 2022	(0.50)	(0.50)	1
<b>Weighted Average</b>			<b>1.55</b>
October 15, 2024	2.51	2.51	

#### Notes:

- (1) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights
- (2) Basic Earnings per Equity Share (₹) = Restated profit for the period/year divided by Weighted average number of equity shares outstanding during the period/year, read with note 1 above
- (3) Diluted Earnings per Equity Share (₹) = Restated profit for the period/year divided by Weighted average number of diluted equity shares outstanding during the period/year, read with note 1 above
- (4) Earnings per Share calculations are in accordance with the notified Accounting Standard 20 ‘Earnings per share’. The face value of equity shares of the Company is ₹ 10/-.
- (5) The figures disclosed above are based on the Restated Financial Statements.

#### II. Price/Earning (“P/E”) ratio in relation to Issue Price of ₹ 75/- per Equity Share:

Particulars	P/E at the Issue Price (number of times)*
Based on basic and Diluted EPS for Fiscal 2024	28.65
Based on Weighted Average EPS	48.40

#### Industry Peer Group P/E ratio

Particulars	Industry P/E (number of times)
Highest	32.90

Particulars	Industry P/E (number of times)
Lowest	20.40
Average	<b>26.65</b>

Notes:

- (1) The industry high and low has been considered from the industry peer set provided above. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed above
- (2) All the financial information for listed industry peers mentioned above is sourced from the annual reports of the relevant companies for Fiscal 2024, as available on the websites of the stock exchanges.

### III. Return on Networth (“RoNW”)

Fiscal Year ended	RoNW (%)	Weight
March 31, 2024	24.17%	3
March 31, 2023	11.23%	2
March 31, 2022	(6.13%)	1
<b>Weighted Average</b>	<b>14.81%</b>	

Notes:

- (1) Weighted average = Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e. (Return on Net Worth x Weight) for each year/Total of weights.
- (2) Return on Net Worth (%) = Restated profit for the year divided by Average Net worth at the end of the period/year.
- (3) ‘Net worth’: Equity Share capital and other equity less capital reserves

### IV. Net asset value per Equity Share (face value of ₹ 10/- each)

Particulars	NAV per equity share (₹)
As on March 31, 2024	12.14
<b>After the Completion of the Issue:</b>	
- At Issue Price <sup>(1)</sup>	28.08

Notes:

- (1) Net Asset Value per Equity Share = Net worth derived from Restated Financial Statements as at the end of the period/year divided by number of equity shares outstanding as at the end of period /year as per Restated Financial Statements.

### COMPARISON OF ACCOUNTING RATIOS WITH LISTED INDUSTRY PEERS

We believe following is our peer group which has been determined on the basis of listed public companies comparable in the similar line of segments in which our Company operates, whose business segment in part or full may be comparable with that of our business, however, the same may not be exactly comparable in size or business portfolio on a whole with that of our business.

Name of the company	Consolidated/ Standalone	Face value (₹ per share)^	Closing price on June 28, 2024 (₹ per share)	Revenue from Operations (₹ in Lakhs)	EPS (₹) Basic Diluted	NAV (₹ per share)	P/E Ratio	RoNW (%)	PAT margin (%)	Market cap to Revenue from operation
Abha Power and Steel Limited	Standalone	10	NA	5,174.70	2.62 2.62	12.14	NA	24.17%	7.31%	2.69
<b>PEER GROUP</b>										
Bhagwati Autocast Limited	Standalone	10	495.05	13,400.00	24.10 24.10	142.00	20.40	18.40%	5.22%	1.05
Nelcast Limited	Consolidated	2	149.61	1,26,700.00	6.25 6.25	59.70	32.90	8.05%	4.26%	1.03

\*Financial information for our Company is derived from the Restated Financial Statements as at and for the Fiscal 2024.

#Will be updated in the Prospectus.

Source: All the financial information for listed industry peer mentioned above is sourced from the annual report of the relevant companies

for Fiscal 2024, as available on the websites of the NSE and BSE.

**Notes for peer group:**

1. P/E Ratio is computed as the peer company based on the closing price on BSE limited.
2. Return on Net Worth (%) = Profit for the year ended March 31, 2024 divided by Total Equity of the Company as on March 31, 2024.
3. NAV is computed as the Total Equity of the Company as on March 31, 2024 divided by the outstanding number of equity shares as on March 31, 2024.

The trading price of the Equity Shares could decline due to the factors mentioned in the section “**Risk Factors**” on page 26 and any other factors that may arise in the future and you may lose all or part of your investments.

## KEY FINANCIAL AND OPERATIONAL PERFORMANCE INDICATORS (“KPIs”)

Key Performance Indicators (KPIs) are imperative to the Financial and Operational performance evaluation of the company. However, KPIs disclosed below shall not be considered in isolation or as substitute to the Restated Consolidated Financial information. In the opinion of our Management the KPIs disclosed below shall be supplementary tool to the investor for evaluation of the company.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated November 16, 2024, and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of the Prospectus. Further, the KPIs herein have been certified by M/s. N B T and Co, Chartered Accountants, by their certificate dated November 16, 2024.

The KPIs of our Company have been disclosed in the sections “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” starting on pages 108 and 211, respectively. We have described and defined the KPIs, as applicable, in “**Definitions and Abbreviations**” beginning on page 1.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilization of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Offer Section, whichever is later or for such other duration as may be required under the SEBI (ICDR) Regulations, 2018.

Set forth below are KPIs which have been used historically by our Company to understand and analyse the business performance, which in result, help us in analyzing the growth of various verticals of the Company that have a bearing for arriving at the Basis for the Issue Price.

**Some of the key performance indicators which may form the basis for computing the Issue Price are as follows:**

(₹ in lakhs except percentages and ratios)				
Key Performance Indicators	October 15, 2024	March 31, 2024 <sup>#</sup>	March 31, 2023 <sup>#</sup>	March 31, 2022 <sup>#</sup>
Revenue from Operations	3,720.78	5,174.70	5,469.96	5,451.67
EBITDA <sup>(1)</sup>	630.50	814.21	333.93	164.37
EBITDA Margin <sup>(2)(3)</sup>	16.95%	15.73%	6.10%	3.01%
Profit After Tax for the Year / Period	361.97	378.19	140.14	-71.53
PAT Margin <sup>(4)</sup>	9.73%	7.31%	2.56%	-1.31%
ROE <sup>(5)*</sup>	18.71%	24.17%	11.23%	-6.13%
ROCE <sup>(6)*</sup>	18.65% ^	23.64%	10.73%	6.99%
Net Debt/ EBITDA <sup>(7)</sup>	3.41	2.88	7.11	10.57

<sup>#</sup>As certified by the Statutory Auditor vide their certificate dated November 16, 2024.

^ not annualised

KPIs disclosed above has been approved by the Audit Committee of the Company in their meeting held on dated November 16, 2024.

#### Explanation for the Key Performance Indicators

1. *EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, is calculated as profit before tax/ (loss) before extraordinary item for the period/year and adding back =finance costs, and depreciation & amortisation expenses.*
2. *EBIT means Earnings before interest and tax, and is calculated as profit before tax/ (loss) before extraordinary item for the period/year and adding back finance cost.*
3. *EBITDA Margin is calculated as EBITDA as a percentage of Revenue from operations.*
4. *PAT Margin is calculated as profit after tax for the year / period as a percentage of Revenue from operations.*
5. *Return on Equity (ROE) is calculated as profit after tax for the year/period divided by Total Equity.*
6. *Return on Capital Employed (ROCE) is calculated as EBIT divided by Capital Employed. Capital Employed is calculated as total assets less total current liabilities as at the end of the period/year.*
7. *Net Debt/ EBITDA: Net Debt is calculated as total borrowings (including lease liabilities) less cash and cash equivalents and bank balances other than cash and cash equivalents as at the end of the period/year divided by EBITDA.*

We shall continue to disclose these KPIs, on a half-yearly basis, for a duration that is at least the later of (i) three years after the listing date; and (ii) the utilization of the issue proceeds disclosed in the objects of the issue section of the Prospectus. We confirm that the ongoing KPIs would be certified by the statutory auditor of the Issuer Company.

#### Explanation for KPI metrics

KPI	Explanations
Revenue from Operations (₹ in Lakhs)	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
EBITDA (₹ in Lakhs)	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Profit After Tax (₹ in Lakhs)	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of our business.
RoE (%)	RoE provides how efficiently our Company generates profits from average shareholders' funds.
RoCE (%)	ROCE provides how efficiently our Company generates earnings from the average capital employed in the business.
Net Debt/ EBITDA (In Times)	Net Debt by EBITDA is indicator of the efficiency with which our Company is able to leverage its debt service obligation to EBITDA.

#### Comparison of the Key Performance Indicators with our listed peers:

(₹ in lakhs) (As on March 31, 2024)

Key Performance Indicators	Bhagwati Autocast Limited	Nelcast Limited
Revenue from Operations	13,400.00	1,26,700.00
EBITDA <sup>(1)</sup>	1,300.00	9,200.00
EBITDA Margin <sup>(3)</sup>	10.00%	7.00%
Profit After Tax for the Year	700.00	5,400.00
PAT Margin <sup>(4)</sup>	5.22%	4.26%
ROE <sup>(5)</sup>	18.40%	8.05%
ROCE <sup>(2)(6)</sup>	22.60%	10.01%
Net Debt/ EBITDA <sup>(1)(7)</sup>	0.40	2.65

Source: Annual Reports of the company / [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

# As certified by the Statutory Auditor vide their certificate dated November 16, 2024.

KPIs disclosed above has been approved by the Audit Committee of the Company in their meeting held on dated November 16, 2024.

## Explanation for the Key Performance Indicators

1. *EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, is calculated as profit before tax/ (loss) before extraordinary item for the period/year and adding back finance costs, and depreciation & amortisation expenses.*
2. *EBIT means Earnings before interest and tax, and is calculated as profit before tax/ (loss) before extraordinary item for the period/year and adding back finance cost.*
3. *EBITDA Margin is calculated as EBITDA as a percentage of Revenue from operations.*
4. *PAT Margin is calculated as profit after tax for the year / period as a percentage of Revenue from operations.*
5. *Return on Equity (ROE) is calculated as profit after tax for the year/period divided by Total Equity.*
6. *Return on Capital Employed (ROCE) is calculated as EBIT divided by Capital Employed. Capital Employed is calculated as total assets less total current liabilities as at the end of the period/year.*
7. *Net Debt/ EBITDA: Net Debt is calculated as total borrowings (including lease liabilities) less cash and cash equivalents and bank balances other than cash and cash equivalents as at the end of the period/year divided by EBITDA.*

## OPERATIONAL KPIs OF THE COMPANY:

(₹ in lacs)

Particulars	October 15, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	Percentage%	Amount	Percentage%	Amount	Percentage%	Amount	Percentage%
Top ten customers	2,563.66	68.90%	3,528.08	68.18	4,022	72.97%	3,741.00	68.04%

## Explanation for KPI metrics

KPI	Explanations
Contribution to revenue from operations of top 10 customers	This metric enables us to track the contribution of our key customers to our revenue and also assess any concentration risks.

## COMPARISON OF OPERATIONAL KPIs OF OUR COMPANY AND OUR LISTED PEER:

The operational KPIs of the listed peer are not publicly available.

## WEIGHTED AVERAGE COST OF ACQUISITION:

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

There have been no issuance of Equity Shares, excluding shares issued as bonus shares, during the 18 months preceding the date of this Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of 30 days.

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

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

**c) Price per share based on the last five primary or secondary transactions;**

Since there are no transactions to report to under (a) or (b) above, therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoter / Promoter Group entities or shareholder(s), not older than 3 years prior to the date of this Prospectus, irrespective of the size of transactions is not required, are not applicable.

**d) Weighted average cost of acquisition and offer price:**

Types of transactions	Weighted average cost of acquisition (Rs. per Equity Shares)	Offer Price (i.e. ₹ 75)
Weighted average cost of acquisition of primary / new issue as per paragraph (a) above.	NA	NA
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph (b) above.	Nil	N.A.

**Explanation for Issue Price being NA times price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in (d) above) along with our Company's key performance indicators and financial ratios for the period March 2024, 2023 and 2022. NA\***

**Explanation for Issue Price being 7.5 times price of face value.**

The Issue Price of ₹ 75/- has been determined by our Company, in consultation with the LM, on the basis of market demand from investors for Equity Shares and is justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with "**Risk Factors**", "**Our Business**", "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" and "**Financial Information**" on pages 26, 108, 211 and 164 respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "**Risk Factors**" on page 26 and you may lose all or part of your investment.



## STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

### Statement of possible special tax benefits available to the Company and its Shareholders

To,  
**The Board of Directors**  
**ABHA POWER AND STEEL LIMITED**  
Silpahri Industrial State,  
Bilaspur, Chattisgarh, India, 495001

Dear Sir(s),

**Subject: Statement of Possible Special Tax Benefits Available to the Company and its shareholders prepared in accordance with the requirements under Schedule VI-PART A, Clause (9) (L) of the SEBI (ICDR) Regulations, 2018, as amended (the “Regulations”)**

---

We hereby report that the enclosed annexure prepared by Abha Power and Steel Limited, states the possible special tax benefits available to Abha Power and Steel Limited (the “**Company**”) and the shareholders of the Company, under the Income Tax Act, 1961 (“**Act**”), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the special 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 shareholders, so it does not cover any general tax benefits available to the Company. Further, the preparation of enclosed statement and the contents stated therein 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 is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and 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 proposed initial public offering of equity shares (the “**Issue**”) by the Company.

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

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

The contents of the enclosed statement 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. Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, 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. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Prospectus/ Prospectus or any other offer related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Your sincerely,  
**For N B T and Co.**  
Chartered Accountants  
ICAI Firm Registration No. 140489W

Yash Dhamecha  
Partner  
Membership No: 626666  
UDIN: 24626666BKLSYW3458  
Place: Mumbai  
Date: June 28, 2024

**Enclosed as above**

## **ANNEXURE TO THE STATEMENT OF TAX BENEFITS**

The information provided below sets out the possible special tax benefits available to the Company, the Equity Shareholders under the Income Tax Act 1961 presently in force 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 a 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.**

### **A. SPECIAL TAX BENEFITS TO THE COMPANY**

The Company is not entitled to any special tax benefits under the Act except 115BAA.

### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER**

The Shareholders of the Company are not entitled to any special tax benefits under the Act.

Note:

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 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.

*This space left blank intentionally*

## SECTION IV – ABOUT OUR COMPANY

### INDUSTRY OVERVIEW

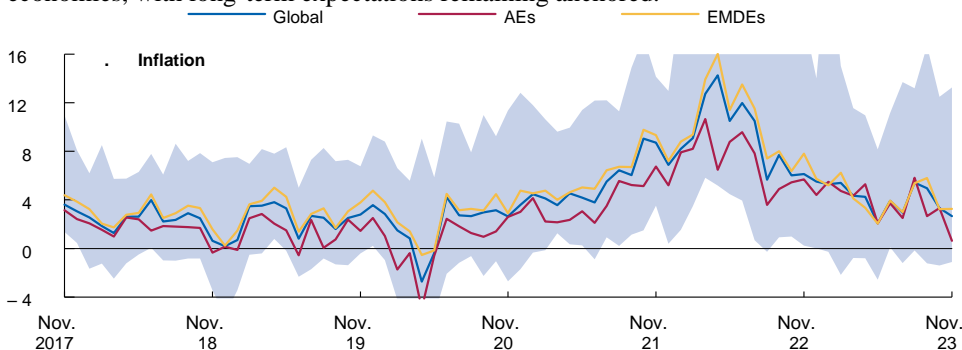
The information contained in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with the issue has independently verified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

#### **Global Economy**

The global economic recovery from the COVID-19 pandemic, Russia's invasion of Ukraine, and the cost-of-living crisis is proving surprisingly resilient. Inflation is falling faster than expected from its 2022 peak, with a smaller-than-expected toll on employment and activity, reflecting favorable supply side developments and tightening by central banks, which has kept inflation expectations anchored. At the same time, high interest rates aimed at fighting inflation and a withdrawal of fiscal support amid high debt are expected to weigh on growth in 2024.

*Growth resilient in major economies.* Economic growth is estimated to have been stronger than expected in the second half of 2023 in the United States, and several major emerging market and developing economies. In several cases, government and private spending contributed to the upswing, with real disposable income gains supporting consumption amid still-tight—though easing—labor markets and households drawing down on their accumulated pandemic-era savings. A supply-side expansion also took hold, with a broad-based increase in labor force participation, resolution of pandemic-era supply chain problems, and declining delivery times. The rising momentum was not felt everywhere, with notably subdued growth in the euro area, reflecting weak consumer sentiment, the lingering effects of high energy prices, and weakness in interest-rate-sensitive manufacturing and business investment. Low-income economies continue to experience large output losses compared with their pre pandemic (2017–19) paths amid elevated borrowing costs.

*Inflation subsiding faster than expected.* Amid favourable global supply developments, inflation has been falling faster than expected, with recent monthly readings near the pre pandemic average for both headline and underlying (core) inflation (Figure 1). Global headline inflation in the fourth quarter of 2023 is estimated to have been about 0.3 percentage point lower than predicted in the October 2023 WEO on a quarter over-quarter seasonally adjusted basis. Diminished inflation reflects the fading of relative price shocks—notably those to energy prices—and their associated pass-through to core inflation. The decline also reflects an easing in labor market tightness, with a decline in job vacancies, a modest rise in unemployment, and greater labor supply, in some cases associated with a strong inflow of immigrants. Wage growth has generally remained contained, with wage-price spirals in which prices and wages accelerate together—not taking hold. Near-term inflation expectations have fallen in major economies, with long-term expectations remaining anchored.



*High borrowing costs cooling demand.* To reduce inflation, major central banks raised policy interest rates to restrictive levels in 2023, resulting in high mortgage costs, challenges for firms refinancing their debt, tighter credit availability, and weaker business and residential investment. Commercial real estate has been especially

under pressure, with higher borrowing costs compounding post pandemic structural changes. But with inflation easing, market expectations that future policy rates will decline have contributed to a reduction in longer-term interest rates and rising equity markets (Box 1). Still, long-term borrowing costs remain high in both advanced and emerging market and developing economies, partly because government debt has been rising. In addition, central banks' policy rate decisions are becoming increasingly asynchronous. In some countries with falling inflation—including Brazil and Chile, where central banks tightened policy earlier than in other countries—interest rates have been declining since the second half of 2023. In China, where inflation has been near zero, the central bank has eased monetary policy. The Bank of Japan has kept short-term interest rates near zero

### **Global Growth Outlook: Resilient but Slow**

Global growth, estimated at 3.1 percent in 2023, is projected to remain at 3.1 percent in 2024 before rising modestly to 3.2 percent in 2025. Compared with that in the October 2023 WEO, the forecast for 2024 is about 0.2 percentage point higher, reflecting upgrades for China, the United States, and large emerging market and developing economies. Nevertheless, the projection for global growth in 2024 and 2025 is below the historical (2000–19) annual average of 3.8 percent, reflecting restrictive monetary policies and withdrawal of fiscal support, as well as low underlying productivity growth. Advanced economies are expected to see growth decline slightly in 2024 before rising in 2025, with a recovery in the euro area from low growth in 2023 and a moderation of growth in the United States. Emerging market and developing economies are expected to experience stable growth through 2024 and 2025, with regional differences. In emerging market and developing economies, growth is expected to remain at 4.1 percent in 2024 and to rise to 4.2 percent in 2025. An upward revision of 0.1 percentage point for 2024 since October 2023 reflects upgrades for several regions. Growth in India is projected to remain strong at 6.5 percent in both 2024 and 2025, with an upgrade from October of 0.2 percentage point for both years, reflecting resilience in domestic demand.

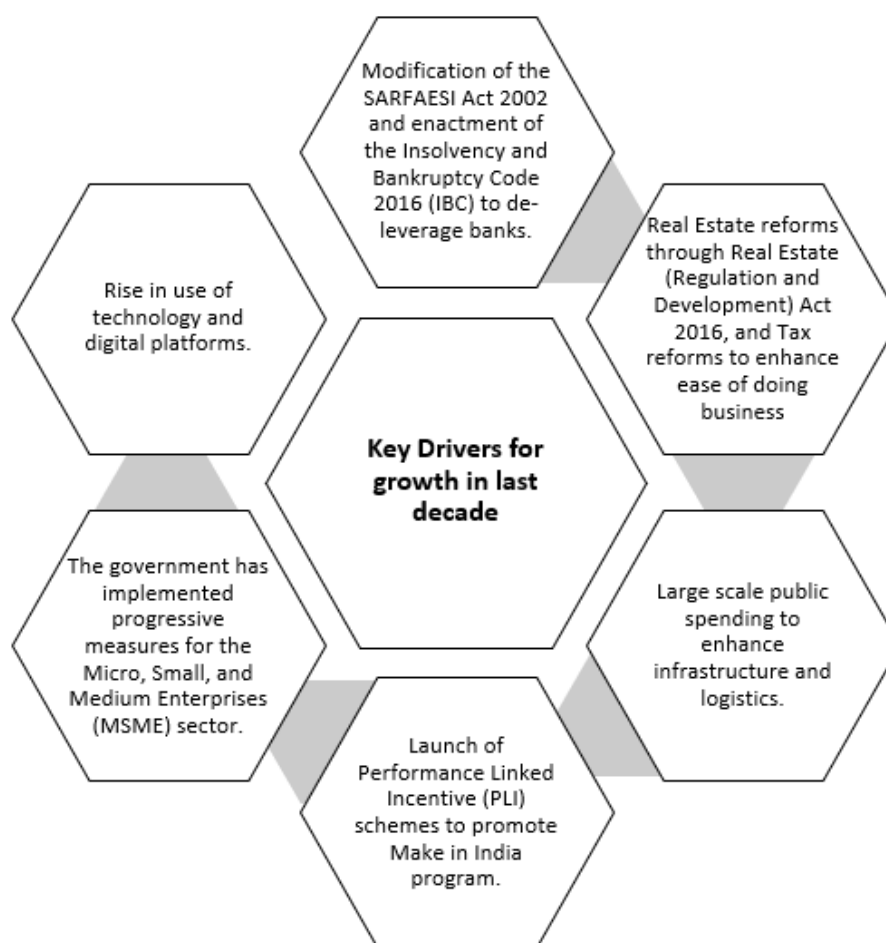
Source: <https://www.imf.org/en/Publications/WEO/Issues/2024/01/30/world-economic-outlook-update-january-2024#:~:text=The%20forecast%20for%202024%E2%80%933.25,and%20low%20underlying%20productivity%20growth.>

### **INDIAN ECONOMY**

India is one of the large emerging economies that have been doing better than expected for quite a while now. The International Monetary Fund has projected Indian growth to remain strong at 6.5 percent in both 2024 and 2025, with an upgrade from October of 0.2 percentage point for both years, reflecting resilience in domestic demand. The IMF's inflation projection for India has been revised upward to 5.5 % for FY24. It expects the inflation rate to remain 2-6% this financial year, and 4.6% next year.(Source: IMF )

In last the years, the Indian economy underwent significant structural reforms during this period, boosting its macroeconomic foundations. These measures propelled India to become the fastest-growing economy among G20 nations. Further, efficient handling of the COVID-19 pandemic and recent geopolitical challenges has ensured that the Indian economy continues to outperform its global peers. Current estimates suggest a growth of 7.3% in 2023-24, building on the impressive 9.1% (FY22) and 7.2% (FY23) growth in the preceding two years. It is commendable that India is expected to post a GDP growth rate of over 7% for the third year in a row while the global economy is struggling to post a 3% growth.

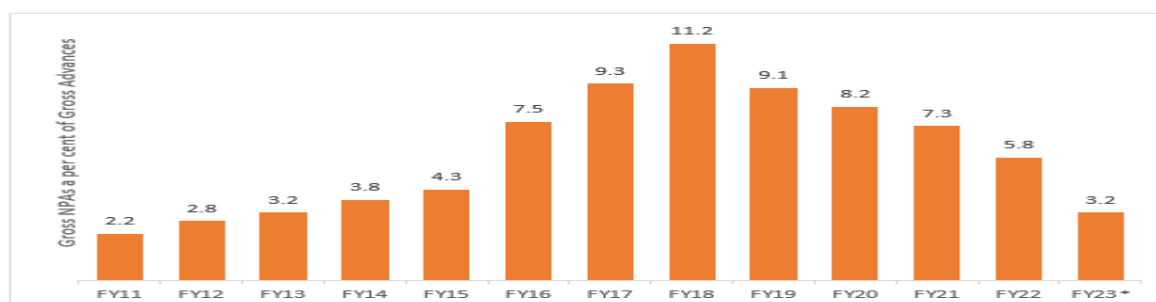
The structural reforms implemented since 2014 have strengthened the macroeconomic fundamentals of the economy. Below, we list the key reforms implemented during the last decade:



## Factors Driving the Domestic Economy

**Strong Credit Growth:** Bank credit has grown remarkably in recent years, surpassing deposit growth fueled by sustained demand and robust post-pandemic economic recovery. FY23 witnessed a noteworthy 15% growth in non-food bank credit, the highest in the past decade. This surge in credit was accompanied by a substantial enhancement in the banking sector's health. Notably, the asset quality across all Scheduled Commercial Banks (SCBs) groups improved, with Gross Non-Performing Assets (GNPAs) and Net NPAs reaching a multi-year low by September 2023. This positive transformation in the banking sector contrasts sharply with the challenges it faced in the previous decade, emphasizing the success of reforms the government and the RBI implemented in addressing the "twin balance sheet problem." The cleansing of balance sheets facilitated a healthier credit environment and a revival of credit growth.

### Declining Gross Non-Performing Assets of SCBS (as % of Gross Advances)

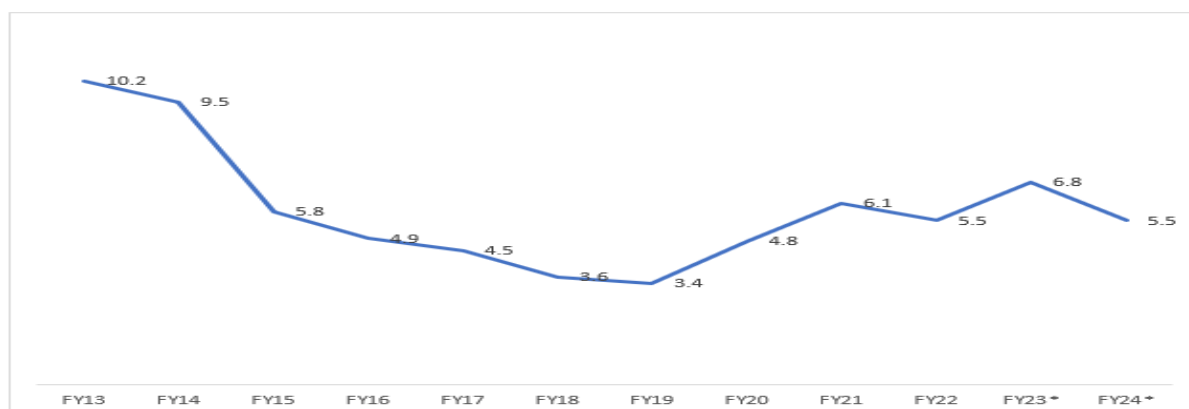


Source: DEA; Note: FY23 represents March -September 2023.

**Stability of the Macroeconomic Environment:** Between FY09 and FY14, there was high retail inflation, averaging 10%. However, since the introduction of flexible inflation targeting around 4% (with a band of +/- 2%) in FY16, retail inflation averaged 4.2% till FY20. The Price Stabilization Fund (PSF), established in 2014-15, effectively managed price fluctuations in key agri-horticultural goods.

In FY24 (April-December), inflationary pressures eased, with average retail inflation at 5.5%, compared to 6.8% in FY23. This decline was led by favorable core (non-food, non-fuel) inflation trends, reaching a 49-month low of 3.8% in December 2023. Overall, retail inflation is now stable, staying within the defined tolerance band of 2 to 6 percent. The RBI predicts an average inflation of 5.4% in FY24.

### Retail Inflation % in India



Source: DEA; Note: \* data for FY23 is Revised, and FY24 is an Estimate.

**India's robust external sector demonstrating resilience in challenging times:** India's external sector displays resilience with robust merchandise and services exports. Merchandise exports reached a record high of US\$ 451.1 billion in FY23, while services exports, especially in software, consistently contribute significantly. The nation's trade balance improved, witnessing a US\$ 166.4 billion surplus in April-November 2023. Remittances, totaling US\$ 125 billion in 2023, contribute to the current account balance, maintaining a comfortable position.

India attracts foreign investment, with foreign portfolio investors (FPIs) increasing exposure by US\$ 28.8 billion in H1 FY24. The country remains a preferred Foreign Direct Investment (FDI) destination, achieving a cumulative FDI of US\$ 596.5 billion during FY15-FY23. Stable macroeconomic factors and a positive global perception attract investors. The Indian rupee remains stable against the US dollar, and foreign exchange reserves reach US\$ 623.2 billion, covering over ten months of imports.

Challenges, such as geopolitical tensions and rising shipping costs, pose risks. While the share of exports in GDP may moderate in FY24 due to global demand slowdown, sustained FDI inflows and confidence in the Indian economy are anticipated. Remittances are expected to grow by 8%, reaching US\$ 135 billion in 2024, contributing to India's economic stability.

**Continued focus on enhancing social infrastructure:** The Union government's spending on social services saw a Compound Annual Growth Rate (CAGR) of 5.9% from FY12 to FY23, with an 8.1% CAGR in capital expenditure, indicating the development of societal assets. Initiatives like the Ujjwala Yojana, PM-Jan Aarogya Yojana, PM-Jal Jeevan Mission, Ayushman Bharat scheme, and PM-AWAS Yojana prioritize universal access to basic amenities. This approach, distinct from short-term measures, not only constructs lasting social infrastructure but also elevates individuals to improved living standards and opportunities, fostering empowerment among previously underserved segments of the Indian population.

### Other Key Factor

- **Rising Youth Employment Trends:** According to the Periodic Labour Force Survey (PLFS), the youth unemployment rate decreased from 17.8% in 2017-18 to 10% in 2022-23.
- **Women's Workforce Empowerment:** Female Labor Participation Rate (LFPR) increased from 23.3% in 2017-2018 to 37% in 2022-23, reflecting a shift towards women-led development in India. Female Gross

Enrolment Ratio (GER) in senior secondary education more than doubled from 24.5% in FY 2005 to 58.2% in FY 2022, and the female GER in higher education quadrupled from 6.7% in FY 2001 to 27.9% in FY 2021.

- **Service Sector Growth:** The service sector's share in total GVA has risen from 51.1% in FY14 to 54.6% in FY24, driven by a surge in non-contact services post-pandemic. The government's digitalization drive has significantly shaped the service sector's digital face.
- **Consumption-Led Growth and Private Final Consumption Expenditure (PFCE):** PFCE's share in GDP has emerged as a major growth driver, increasing from an average of 58.4% in the eight years preceding the pandemic to 60.8% in the last three years. The rise in per capita real Gross National Income (GNI) and pragmatic policies have strengthened consumption demand.
- **Agricultural Sector Resilience:** Despite global challenges and climate variability, the agricultural sector has shown remarkable persistence, growing at an average annual rate of 3.7% from FY15 to FY23. Record increases in food grain production and substantial growth in agricultural exports contribute to India's agricultural sector resilience.

## The Road Ahead

The report states that India's robust growth is anticipated to continue, supported by macroeconomic stability. The official estimate for FY24 projects a 7.3% growth rate, with decreasing headline inflation. Favorable factors include resilient service exports, lower oil import costs, and a reduced current account deficit of 1% of GDP in H1 FY24. The positive outlook is driven by the digital revolution, supportive regulatory environment, social and economic upliftment measures, and efforts to diversify exports. Reforms implemented over the past decade establish a foundation for resilient governance, setting the stage for sustained economic growth. Further reforms at sub-national levels, focusing on MSMEs, regulatory efficiency, land availability, and energy needs, are expected to accelerate economic growth.

Source: <https://www.ibef.org/blogs/indian-economy-a-review-key-takeaways>

## The Steel and Iron Industry

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. 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.

India is the world's second-largest producer of crude steel, with an output of 125.32 MT of crude steel and finished steel production of 121.29 MT in FY23. India's steel production is estimated to grow 4-7% to 123-127 MT in FY24. In FY24 (until November 2023), the production of crude steel and finished steel stood at 94.01 MT and 88.81 MT respectively. In FY24 (until November 2023), the consumption of finished steel stood at 86.97 MT. The per-capita consumption of steel stood at 86.7 kgs in FY23.

In FY23, exports and imports of finished steel stood at 6.7 MT and 6.02 MT, respectively. In November 2023 exports of finished steel stood at 2.34 lakh metric tonnes (LMT), while imports stood at 7.82 LMT. In FY24 (until November 2023), the exports and imports of finished steel stood at 4.03 MT and 4.25 MT, respectively.

The annual production of steel is anticipated to exceed 300 million tonnes by 2030-31. 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.

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.



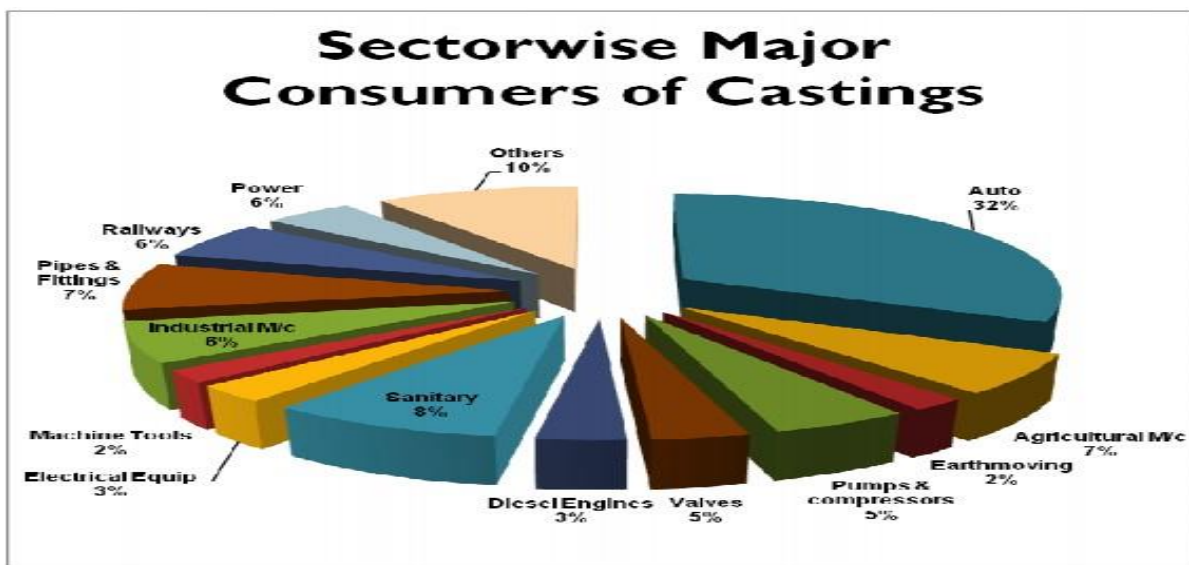
The National Steel Policy, 2017 envisage 300 million tonnes of production capacity by 2030-31. The per capita consumption of steel has increased from 57.6 kgs to 74.1 kgs during the last five years. The government has a fixed objective of increasing rural consumption of steel from the current 19.6 kg/per 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.

## THE FOUNDRY INDUSTRY IN INDIA

The forging industry is a key link between critical manufacturing segments--metal suppliers (both ferrous and nonferrous) and end user industries. Forging units are usually classified basis the installed capacity of the forging unit. Over the years, the Indian forging industry has evolved from being a labour-intensive industry to capital-intensive manufacturing sector.

Small and medium scale foundry industry is a vital part in the Indian industries and would keep on playing an important part in the Indian economy later on. It has been watched that a many of the small-scale industry in this area today, are not intrigued with innovative upgrades and their quality, effectiveness and because of this benefit have really declined throughout the years. Globally, numerous new organizations are coming into the field and the competition is currently expanding rivalry from bigger units. To stay in the market the units thus, need to embrace more up to date and innovative ways to deal with update their technological capacities and hence stay focused. The small-scale units, in any case, have constrained limit and assets to put resources into the innovative capacity improvement. The contextual analyses in the small-scale areas easily demonstrate the advantages of vitality effective process.



The Indian foundry industry manufacturers metal cast components for applications in Auto, Tractor, Railways, Machine tools, Sanitary, Pipe Fittings, Defence, Aerospace, Earth Moving, Textile, Cement, Electrical, Power machinery, Pumps / Valves, Wind turbine generators etc. However, Grey iron castings have the major share i.e. approx. 68% of total castings produced.

(Source: <https://nerpromotion.msme.gov.in/NERRegion/schemes/FinalStudyreportPPDCAgrafoundryindustry.pdf>)

India is 2<sup>nd</sup> largest producer of castings in the world and has ambitious growth plans with new capacities being added at rapid pace. The Indian Foundry Industry is producing estimated 12 million MT of various grades of Castings as per International standards. There are approx. 4500 units out of which 85% can be classified as small-scale units & 10% as medium & 5% as large-scale units. Foundry Industry has a turnover of approx. USD 20 billion with exports approx. USD 3.54 billion. India's casting industry expected to reach USD 25 billion by 2025. The Indian forging Industry is second in total quantity to China who produces 11 million tonnes that occupies 39

per cent of the market. The China plus one factor and the spiralling energy costs in Europe have enhanced the prospects for Indian players and in the next three years the industry's capacity is expected to increase to 3.5-4 million tonnes.

It can be concluded that the foundry business in India is an essential contributor to the economy of the nation. This sector is responsible for the employment of millions of people and the production of castings of superior quality at more affordable prices. With the assistance of the government, the sector has been able to compete successfully on a worldwide scale thanks to its ongoing efforts to modernize and innovate on a consistent basis. Because of the growing demand from a variety of industries and the widespread use of technologies that are cleaner and more environmentally friendly, the industry has the potential for continuing development and innovation.

## BUSINESS OVERVIEW

*Some of the information in this chapter, including information with respect to our plans and strategies, contain forward looking statements that involve risks and uncertainties. You should read “Forward-Looking Statements” beginning on page 17 for a discussion of the risks and uncertainties related to those statements and also “Risk Factors”, “Restated Financial Statement” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 26, 164 and 211 respectively of this Prospectus, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.*

*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 “Risk Factors”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Restated Financial Statement” beginning on pages 26, 211 and 164 respectively of this Prospectus. The financial figures used in this section, unless otherwise stated, have been derived from our Company’s restated audited financial statements. Further, all references to “Abha Power and Steel Limited”, ‘the Company’, ‘our Company’, ‘Abha Power’ and ‘the Issuer’ and the terms ‘we’, ‘us’ and ‘our’, are to Abha Power and Steel Limited.*

## OVERVIEW

Strategically located in mineral rich, densely industrialized and one of the steel hubs of central India i.e. state of Chhattisgarh, we are engaged in the business of iron and steel foundry, more particularly in the business of casting and manufacturing customised products in mostly all grades of iron and steel. Our versatile product portfolio covers all grades of mild steel, spheroidal graphite cast iron, manganese steel, stainless steel, low alloy and high alloy castings (high CR & high Ni), HRCS & WRCS, from as small as 0.5 Kgs to 6 Tonnes single finished casting. We are a RDSO certified vendor for supply of certain casting products to Indian Railways and an approved vendor for supply of certain casting products to National Mineral Development Corporation and Integral Coach Factory, Chennai. We are also holding a PED Certificate from TUV-Nord which certifies our quality management system for manufacturing of castings and makes us eligible for supply of pressure equipment to European nations

Over the years, we have leveraged our expertise, processes and infrastructure to cater to diverse industries such as Indian Railways, steel, cement, heavy engineering, mining, power, etc. We offer to our customers a comprehensive range of both standard and customised products. With around 20 years of experience, in understanding customer specific requirements, and have a strong focus on quality, safety, value proposition, and the price competitiveness of our offerings, which we believe has helped us in establishing and maintaining long term relationships with our customers. Our Company sell its products to domestic customers and also export them to over 6 countries, such as UAE, Germany, Canada, Italy and Netherlands.

As on date of this Prospectus, we had a diverse product portfolio of over 1000+ product supplemented by our ability to make customised products, demonstrates our capability as an emerging supplier for a diverse range of products and positions us as a strategic and preferred supplier. We constantly strive to produce our products of standard quality and sustainability. To achieve this, we stick to strict quality standards, continuous in-house evaluations and training of our workforce. Our continuous focus on providing quality products and services consistently to our customers has helped us nurture long-term relationships with our customers. Our track record of delivering timely services and demonstrated industry expertise has helped in forging strong relationships with them. We have a history of high customer retention and derive a significant proportion of our revenue from repeated customers.

We started our journey in year 2004 with setting up of steel ingot and billets manufacturing plant in Hardikala village, Bilaspur, Chhattisgarh. With a progressive vision, we added another facility in 2009 in a different league in the form of a spheroidal graphite Iron Foundry (SG iron foundry/ ductile iron foundry) dedicated to cater Indian Railways. Further, supported and motivated by the market response of our SG iron foundry, we transformed our Ingot making plant to steel foundry in 2016. As on the date of this Prospectus, we operate two foundries i.e. SG iron foundry and steel foundry under the same premises at our manufacturing facility located at Silpahri Industrial Area, Bilaspur, Chhattisgarh and is spread across an area of around 319,200 square feet of land (“**Manufacturing Facility**”). Our Manufacturing Facility is ISO 9001:2015 certified for designing, developing, manufacturing, supply of all iron and steel castings and assemblies for steel, power and cement industries, and also parts for Indian Railways such as SGCI inserts, adopters (all types), valve casting and other similar casting items. We combine

modern manufacturing technology and engineering expertise with cost efficient processes, to deliver quality products at competitive prices. Our manufacturing operations are strengthened by our technical capabilities, infrastructure, and process knowledge.

As of March 31, 2024, the aggregate installed capacity of our Manufacturing Facility was 14,400 metric tonne per annum (“MTPA”). Our Manufacturing Facility is equipped with requisite infrastructure including melting facilities, sand handling facilities, pouring facilities, mould and core making facility, heat treatment facilities, fettling facilities and testing facilities to facilitate smooth manufacturing process. The process of casting is highly sensitive to raw material characteristics and therefore depends upon the suitability of raw material, therefore in order to ascertain the suitability of our raw materials, we have in-house testing facilities which enable us to conduct tests on raw materials to check their chemical and physical properties, so as to ensure that the product conform with the pre-determined standards and customers specifications.

Our manufacturing facility also include captive solar power plant with an aggregate installed capacity of 2.99 MW, as of March 31, 2024, which enable us to reduce our operating costs. Going forward, we intend to reduce our dependence on the supply of electricity by Chhattisgarh State Power Distribution Company Limited and therefore shall strive to increase our captive solar power plants aggregate installed capacity in the near future. For the year ended March 31, 2024, power units produced from our captive solar power plants accounted for approx. 35%, of our total power units consumed. We believe that our intended expansion plans of our captive solar power plant will help us to meet our requirement of power and enable us to become more self-sufficient.

Our basic raw material includes pig iron, scrap MS, exo sleeves, mould paints, ferro alloys, etc. and we procure our raw materials based on market availability, pricing and quality through domestic suppliers. The cost of materials consumed (including purchase of stock in trade and changes in inventory) by us in our operations accounted for 59.86%, 70.80% and 69.54% of our revenue from operations for Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively.

We are led by our Promoters, who have extensive experience in the foundry industry and has been intimately involved in our business for around 20 years. Our Promoters continues to remain actively involved in our operations and continues to bring their vision, business acumen and leadership to our Company, which has been instrumental in sustaining our business operations and growth. We also have qualified and experienced Key Managerial Personnel and Senior Management Personnel who have demonstrated their ability to anticipate and capitalize on changing market trends, manage and grow our operations and leverage and deepen customer relationships. For further details, see “*Our Promoters*” and “*Our Management*” on page 155 and 143, respectively.

***Our key financial and operation information is as under:***

Key Performance Indicators	October 15, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations	3,720.78	5,174.70	5,469.96	5,451.67
EBITDA	630.50	814.21	333.93	164.37
EBITDA Margin	16.95%	15.73%	6.10%	3.01%
Profit After Tax for the Year / Period	361.97	378.19	140.14	-71.53
PAT Margin	9.73%	7.31%	2.56%	-1.31%
ROE	18.71% ^	24.17%	11.23%	(6.13)%
ROCE	18.65% ^	23.64%	10.73%	6.99%
Net Debt/ EBITDA	3.41	2.88	7.11	10.57

^ Not annualised

## OUR COMPETITIVE STRENGTHS

We believe that the following are our principal strengths:

***Diversified product mix with strong focus on customised products***

As on date of this Prospectus, our Company has a diverse product portfolio of over 1000+ different products and are in a position to manufacture these products or new products as per the requirement of our customers.

**Names of major customers (industry wise):**

**Railways**

- 1) Vishal Nirmiti Pvt Ltd
- 2) Northern Railways
- 3) Indian Hume Pipe Co. Ltd

**Steel**

- 1) Tata Steel Ltd
- 2) NMDC Ltd
- 3) Steel Authority of India Ltd

**Cement**

- 1) Nuvoco Vistas Corp Ltd
- 2) Hills Cement Company Ltd
- 3) Ultratech Cement Ltd

**Power**

- 1) DB Power Ltd
- 2) NTPC Ltd
- 3) Usha Enterprises

Break-up of revenues between public and private sector is as under:

	(₹ in lakhs)							
	FY2022	%	FY2023	%	FY2024	%	Oct 15, 2024	%
Public	31.03	0.57%	139.26	2.55%	612.15	11.83%	596.86	16.04%
Private	5,420.64	99.43%	5,330.70	97.45%	4,562.55	88.17%	3,123.87	83.96%
<b>Total Revenue</b>	<b>5,451.67</b>	<b>100.00%</b>	<b>5,469.96</b>	<b>100.00%</b>	<b>5,174.70</b>	<b>100.00%</b>	<b>3,720.78</b>	<b>100.00%</b>

We are a RDSO certified vendor for supply of certain casting products such as SGCI Inserts, Jaw Adopters and other ancillary casting products to Indian Railways. We procure orders from Indian railways through direct purchase orders from Zonal Railway. As we are a RDSO approved vendor, we also receives orders from the Railway Contractors. Railway Contractors are allowed to procure products only from RDSO approved Vendors

***Fully equipped manufacturing facility***

Our Company operates through its manufacturing facility located in Silpahri Industrial State, Bilaspur, Chhattisgarh. We operate a single location unit having licensed capacity of 14,400 metric tonne per annum (“MTPA”). We also have a power plant for captive consumption with an aggregate installed capacity of 2.99 MW as at October 15 , 2024. Our manufacturing unit is equipped with latest equipment and trained manpower. We believe that our Company’s manufacturing technology gives us a competitive edge over most of our competitors. Our manufacturing technology offers high operational efficiency to manufacture customised products as per customers specification. We believe that our Company’s manufacturing technology, trained work force and managerial expertise results in a consistent level of productivity.

***Strategically located Manufacturing Facility***

Our Manufacturing Facility is strategically located in close proximity to our raw material sources, which we minimises our transportation costs and provides logistics advantage and cost benefits resulting in improved operating margins. Our Manufacturing Facility is located in mineral reach, densely industrialized and one of the steel hubs of central India i.e. in Bilaspur, in the state of Chhattisgarh. The sourced raw material sources are supported by proper logistics infrastructure which reduces the logistical cost and turnaround time for

transportation of raw materials to our Manufacturing Facility and products to our customers. We believe the strategic location of our plant has helped us in creating synergies as well as achieving economies of scale and operational efficiencies.

#### ***Captive Power plant***

Power is an important factor in every manufacturing facility. Considering the integrated nature of our manufacturing unit and its corresponding power requirements, we have installed a power plant with electricity generation capacity of 2.99 MW from Solar at Bakarkuda, Malhar, Masturi, Bilaspur. Our 35% of electricity requirement is met out of the electricity generated by Solar Power. Also, we have power generator of 250 KVA which gives us stable and uninterrupted power supply for our ancillary processes in our manufacturing operations. This helps to avoid any delays in manufacturing process thereby ensuring optimum utilization of our capacities.

#### ***Diversified customer base and long-standing relationship with our customers.***

Over the years, we have leveraged our expertise, processes and infrastructure to cater to diverse industries such as Indian Railways, steel, cement, heavy engineering, mining, power and others. We have a well-diversified customer base, wherein we supply standard as well as custom based products. This reduces the intensity of any significant single customer's contribution in our revenues. Our top ten customers contribute 68.18%, 72.97%, and 68.04% of our revenue from operations for the Fiscal 2024, 2023 and Fiscal 2022, respectively. We have long standing relationship our top customers. We believe that due to our track record of serving our customers in a timely manner with quality products meeting their specification, we have been successful in customer retention. We have a history of high customer retention and derive a significant proportion of our revenue from repeated business.

#### ***Quality assurance and accreditations***

We are a quality conscious organisation, which believes in manufacturing quality products. Our management team is focussed on ensuring high quality products, and quality certifications are only an endorsement of the robust systems and processes developed with years of experience and knowledge. Our products and processes undergo regular quality checks to ensure minimal defects. In the past, we have experienced less than 0.01% rejection from our customers. We follow strict manufacturing practices and standards and our Manufacturing Facility benefits from the quality benchmarking certifications such as ISO 9001:2015 by TUV SUD South Asia Private Limited.

Further, we produce components which act as an input to the machinery used in these industries and therefore each customer has their own stringent condition relating to quality, time and use of components. We offer to our customers a comprehensive range of both standard and customised products. Our Company is equipped with in-house testing facilities where we carry out checking of our raw materials, working in process materials and finished products. We under take physical testing, chemical analysis and metallurgical testing. The finished products are checked in testing facilities to ensure that the same is of relevant standards and design as specified by the customer; the products are then packed and dispatched.

We adhere to quality standards as prescribed by our customers to meet the desired international standard; hence we get repetitive orders from our buyers. Delivering quality products on time is one of our prime objectives. We dedicate resources for quality assurance to ensure that quality norms are continually met. We also have quality control checks before any consignment of raw material is accepted since it has a direct impact on the quality of Finished Product.

#### ***Well experienced management team with proven project management and implementation skills***

Our Promoters and the senior management team of our Company have industry experience and have been instrumental in the growth of our Company's sustainability. We are led by our Promoters and Executive Directors who are involved in various aspects of our business, including manufacturing process, finance, procurement and marketing. We believe that the experience, depth and diversity of our Promoters and Executive Directors have enabled our Company to scale our operations in market. The industry experience of our Promoters and Executive Directors enables us to anticipate and address market trends, manage and grow our operations, maintain and leverage customer relationships and respond to changes in customer preferences.

For further information on our Promoter Directors please see the sections entitled “*Our Promoters and Promoter Group*” and “*Our Management*” beginning on pages 155 and 143, respectively.

### ***Healthy Growth in profitability***

Our Company has been growing operationally and the result of the same is visible in our financial position which has witnessed consistent level of growth in our profitability. Our profit before tax (PBT) has grown from ₹ 30.91 lakhs, in fiscal 2022 to ₹ 196.94 lakhs in fiscal 2023 and to ₹ 507.03 lakhs in Fiscal 2024. The growth in our profitability was on account of lower cost of purchase of raw material due to our strategic locational advantage.

## **OUR BUSINESS STRATEGIES**

### ***Upgradation of existing manufacturing facility***

We have over the years diversified our product portfolio and presently manufacturing low value products on a large scale and high value products on a low scale. In order to manufacture high value products consistently, we have to upgrade our existing manufacturing facility to make it equipped with (i) electric arc furnace to get better quality of steel; (ii) automatic mechanised moulding system; (iii) larger heat treatment system; (iv) Systematic fettling setup; and (v) increase covered working area. With the upgradation of our manufacturing facility, we will be able to manufacture critical railway parts and oil & gas castings. We believe that our strong presence in the Indian market positions us well to capitalize on the anticipated growth of high value casting products and increased requirement of Indian railways. The strategic decision to expand our product portfolio will enable us to create additional revenue streams, diversify our business operations and reduce our dependence on existing small value products. This will also provide our Company export opportunity.

We believe that our strategy will allow us to better serve our existing customers, enable us in better addressing the business requirements of large value products. For risks associated with the estimated schedule commercial date of our proposed upgradation of manufacturing facilities, Further, also please see “*Objects*” on page 76.

### ***Continue to focus on improving operational efficiencies***

Our operational efficiencies have been established and refined over the years through an emphasis on economies of scale, leveraging our operating experience, cost rationalisation and our sales. We intend to further leverage technology to effectively utilise our machinery and equipment through implementing several transformational initiatives. We intend to explore and adopt efficiency enhancement and automation tools. We undertake and foster data analytics and data-based decision making. We will also continue to identify various strategic initiatives to improve our operational efficiencies and reduce operating costs. We continue to focus on investing in automation, modern technology and equipment to continually upgrade our products including the quality of our products to address changing customer preferences as well as to improve operational efficiency.

### ***Expand our customer base and geographic reach***

We have, in the past, continuously focused on increasing our customer base by enhancing our reach in the domestic market with dedicated resources, diversified product and service offerings and wide geographical presence. We have increased our customer base in the past through new products and segments and through expanded services offerings. The proposed upgradation of our existing manufacturing facility will enable us to further expand our product portfolio with high value products and enter export market.

### ***Focus on Advanced Technology Products***

We intend to leverage our design, engineering and manufacturing capabilities to increase our focus on advanced technology products. We believe that high value added and technology driven components will provide us with early-mover advantages and higher profit margins, thus giving us the opportunity to consolidate our position with our customers. We also intend to focus on new process-based technologies to further improve the quality of our products and our manufacturing processes and to add new products to our portfolio. We believe that an expanded product portfolio will assist us in developing long-term relationships with our customers.

### ***Increasing operational efficiency***

Our product portfolio consists of casting products. We continue to invest in increasing our operational efficiency throughout the organisation. We are addressing the increase in operational output through continuous process improvement, quality control and customer service. We also strive to achieve alignment of our people towards ‘process improvement’ through change management and skill upgradation and as required for customer satisfaction is a continuous activity. Awareness of this quality commitment is wide spread among all the employees.

### ***Strengthen our marketing network***

We continue to enhance our business operations by ensuring that our customer base increases through our marketing efforts. Our core competency lies in the thorough understanding of our customers’ needs and preferences, our vision to engage in sustainable practices and providing unparalleled quality of our products thereby achieving customer loyalty. We intend to strengthen our existing marketing team by inducting qualified and experienced personnel, who will supplement our existing marketing strategies in the domestic and international markets.

We would aim our business strategies to be dynamic and proactive, given the macro and micro market environments in which we operate or where we may expand in the future. Our Company shall always strive to:

- achieve maximum operational efficiency;
- strengthen and expand our market position and product portfolio; and
- enhance our depth of experience, knowledge-base and know-how;

### ***Value proposition for consumers***

We plan to grow our business primarily by growing the number of customers’ relationships, as we believe that increased customer relationships will add stability to our business. Our brand equity has increased over the years, driven by product innovation and cost efficiencies in our manufacturing operations, and offering superior value proposition for consumers, through a wide range of our products. We seek to build on existing relationships and also focus on bringing into our portfolio more customers. Our Company believes that a long-term customer relationship with large customers reap fruitful returns. Long-term relations are built on trust and continuous meeting with the requirements of the customers.

## **OUR PRODUCTS**

Our Company is capable of manufacturing both standardized as well as customized products. Our products find their application in various industries. Our products can be classified based on their applications:

Name of the Product		Application Industry	Description
SGCI Inserts		Indian Railways	Part of rail fastening system which keeps rails bounded to the concrete sleepers. It’s a critical safety item and is crucial for expansion of rail network.
Jaw Adopters		Indian Railways	It is part of rolling stock which holds braking system and bearing assemblies. High precision item required for smooth movement on the tracks
Raw Material Handling Spares such as Hammers, Blowbars, Roll Shells, Liners, Crusher Parts, Chutes, etc	Steel Plant	Manufacturing	These items are supplied on drawing basis to raw material areas for crushing, grinding, pulverizing and transportation of raw materials



Name of the Product	Application Industry		Description
Iron making parts such as PCI Mill Parts, Bell Charging Parts, BLT Parts, Liners, Staves, Checker Parts, Pig Moulds, PCM Spares & other parts, Sinter Plant Spikes, Crusher Rings, etc	Steel Plant	Manufacturing	These items are used for transportation of abrasive materials and for further processing.
Steel making Parts such as Hood, Upper Liners, Tundish spares, Ladle Spares, Slide gate spares, Grab bucket spares, etc	Steel Plant	Manufacturing	These are used for making critical parts for handling liquid metal
Parts of Pelletization Plant such as Grate Plates, Grate Bars, Chainlinks, Side Plates, Pellet Car, End Plates, Stripper Plates, Rolls, Gears, Sprockets, etc	Steel Plant	Manufacturing	These are used for stainless steel parts for high temperature applications
Parts of Sponge Iron Plants such as Upper Segments, Lower Segments, Clamping Flange, Stack cap segments, Entry Exit segments, etc	Steel Plant	Manufacturing	These are used for stainless steel parts for high temperature applications
Parts of Mining & Crushing machineries such as Tooth Point, Jaw Plates, Adopters, Sprockets, Side Plates, Flywheels, Stock Assemblies, Liners, Chutes, Blow Bars, etc	Cement Industry		These are used for wear resistance parts for crushing of abrasive materials
Parts of Kiln & Cooler Section such as Inlet & Outlet Castings, Sluice Flaps, Impact Plates, Flap & Valves, Grate Plates, Head Assembly, etc	Cement Industry		These are used for heat resistant and corrosion resistant part for high temperature application
Other ancillary parts such as Ni-Hard Blocks, Left & Right Blocks, Flight Bars, Grinding Tyres, Grinding Seat, etc	Cement Industry		High hardness component for higher crushing performance
Bridge Bearing castings	Infrastructure Industry		Used for manufacturing of different types of bearings for bridges and structures
Bowl, Mantle, Bottom Support, Jaw Plates, Flanges, Crusher Body, Flywheel, Pulleys, etc	Heavy (Crusher Manufacturer)	Engineering	Serves as heat resistant parts for crushing applications
Coal Nozzle Tips, Suction pipes and elbows, Hammers, Ring Hammers, Clinker Grinder Rolls, etc	Power (Power Plants)		Serves as critical spares for power plant equipment
Pan Feeders, Sprockets, Crawler Link Assembly, Crawler Chain links, Bucket Liners, Front Lip Castings, Body Liners, etc	Mining		Serves as critical spares for material movement

Products on the basis of their production in the foundry:

#### **List of major products manufactured by the company**

##### **Iron Foundry Items**

- 1) SGCI Inserts
- 2) Narrow Jaw Adapters
- 3) Wide Jaw Adapters
- 4) Modified Adapters
- 5) Clamp
- 6) Centering Disc

##### **Steel Foundry Items**

- 1) Hammers
- 2) Screen Plates
- 3) Crushing Ring

- 4) Grate Plates
- 5) Coke Bucket Liners
- 6) Clamping Flange
- 7) Upside & Suspending Frames
- 8) Small & Big Bell Assemblies
- 9) Flanges
- 10) Blow Bars
- 11) Grate Bars
- 12) Cooling Plates
- 13) Flaps & Flap Doors
- 14) Armour Ring
- 15) Nozzle Ring
- 16) Ring Hammers
- 17) Upper & Lower Screen
- 18) Coal Nozzle Tips
- 19) Kick off Plate
- 20) Nozzle Piece
- 21) Clinker grinder Rolls
- 22) ACI Bends
- 23) Grinder Roller & Track

#### ***Images of our Products***



*Crusher sleeve for Sugar Mill*



*Furnace Base for forging industry (Exported)*



*Valve body for oil and gas*



*Header Assembly for steel plants*

#### ***Industry wise revenue***

We derive our revenue from sale of customised and regular products. Our revenue from sale of our various products based on their application Industry is as set forth below:

(₹ in lakhs)

Name of Industry	Oct 15, 2024	As % of Revenue from Operations	Fiscal 2024	As % of Revenue from Operations	Fiscal 2023	As % of Revenue from Operations	Fiscal 2022	As % of Revenue from Operations
Indian Railways	2853.6	76.69%	3,615.78	69.87	4,067.66	74.36	3,668.30	67.29
Steel Industry	510.47	13.72%	558.43	10.79	450.87	8.24	243.97	4.48
Cement Industry	46.77	1.26%	109.76	2.12	128.40	2.35	166.39	3.05
Power Sector	92.83	2.49%	264.34	5.11	64.51	1.18	22.60	0.41
Other	217.11	5.84%	626.39	12.10	758.52	13.87	1,350.41	24.77
<b>Total</b>	<b>3720.78</b>	<b>100.00%</b>	<b>5,174.70</b>	<b>100.00</b>	<b>5,469.96</b>	<b>100</b>	<b>5,451.67</b>	<b>100.00</b>

#### Geography wise revenue

We supply our products to domestic customer and also to export market. Our geography wise revenue from operations is as set forth below:

Name of Products	As on Oct 15, 2024	As % of Revenue from Operations	As on March 31, 2024	As % of Revenue from Operations	As on March 31, 2023	As % of Revenue from Operations	As on March 31, 2022	As % of Revenue from Operations
<b>India</b>	3,720.00	99.98%	5,163.06	99.78%	5,455.98	99.74%	5,449.74	99.96%
<b>Export</b>	0.78	0.02%	11.64	0.22%	13.98	0.26%	1.93	0.04%
<b>Total</b>	<b>3,720.78</b>	<b>100.00%</b>	<b>5,174.70</b>	<b>100.00%</b>	<b>5,469.96</b>	<b>100.00%</b>	<b>5,451.67</b>	<b>100.00%</b>

Below table is in respect of the state-wise data for the revenue of the Company in absolute as well as percentage terms:

**For the period ended October 15, 2024**

State	Revenue ( in Rs. lakhs)	% of total Revenue
Chhattisgarh	746.99	20.08%
Maharashtra	510.69	13.73%
Madhya Pradesh	509.47	13.69%
Telangana	390.71	10.50%
Gujarat	332.33	8.93%
Uttar Pradesh	261.67	7.03%
Himachal Pradesh	235.77	6.34%
Haryana	162.65	4.37%
West Bengal	153.52	4.13%
Orissa	138.57	3.72%
Delhi	127.82	3.44%
Jharkhand	89.05	2.39%
Karnataka	30.74	0.83%
Rajasthan	26.21	0.70%
Tamil Nadu	3.84	0.10%
Export	0.78	0.02%
<b>Total</b>	<b>3,720.78</b>	<b>100.00%</b>

**FY2024**

State	Revenue ( in Rs. lakhs)	% of total Revenue
Madhya Pradesh	1,323.03	25.57%
Chattisgarh	730.74	14.12%
Maharashtra	719.93	13.91%
Uttar Pradesh	518.46	10.02%
Odisha	432.53	8.36%
Gujarat	300.30	5.80%
Himachal Pradesh	295.93	5.72%
West Bengal	241.82	4.67%
Delhi	153.78	2.97%
Tamil Nadu	135.01	2.61%
Telangana	102.68	1.98%
Haryana	68.58	1.33%
Jharkhand	32.68	0.63%
Karnataka	24.00	0.46%
Bihar	23.30	0.45%
Rajasthan	23.22	0.45%
Assam	21.00	0.41%
Meghalaya	14.50	0.28%
Andhra Pradesh	1.58	0.03%
Export	11.64	0.23%
<b>Total Revenue</b>	<b>5,174.70</b>	<b>100.00%</b>

**FY2023**

State	Revenue ( in Rs. lakhs)	% of total Revenue
Madhya Pradesh	1,175.60	21.49%
Maharashtra	843.40	15.42%
Chattisgarh	755.03	13.80%
Gujarat	568.56	10.39%
Uttar Pradesh	359.68	6.58%
West Bengal	339.21	6.20%
Himachal Pradesh	341.57	6.24%
Karnataka	288.73	5.28%
Odisha	238.45	4.36%
Tamil Nadu	156.58	2.86%
Haryana	151.47	2.77%
Bihar	135.32	2.47%
Jharkhand	84.16	1.54%
Meghalaya	7.67	0.14%
Sikkim	3.70	0.07%
Delhi	3.29	0.06%
Telangana	2.10	0.04%
Rajasthan	1.44	0.03%
Export	13.98	0.26%
<b>Total Revenue</b>	<b>5,469.96</b>	<b>100.00%</b>

**FY2022**

State	Revenue ( in Rs. lakhs)	% of total Revenue
Chhattisgarh	1,595.90	29.27%
Madhya Pradesh	930.80	17.07%
Gujarat	544.36	9.99%
West Bengal	514.03	9.43%
Maharashtra	348.57	6.39%
Karnataka	297.97	5.47%
Haryana	307.23	5.64%
Himachal Pradesh	283.14	5.19%
Uttar Pradesh	190.61	3.50%
Uttarakhand	156.61	2.87%
Odisha	139.21	2.55%
Jharkhand	55.99	1.03%
Tamil Nadu	32.42	0.59%
Meghalaya	28.87	0.53%
Andhra Pradesh	18.82	0.35%
Assam	3.57	0.07%
Sikkim	1.19	0.02%
Rajasthan	0.45	0.01%
Export	1.93	0.04%
<b>Total Revenue</b>	<b>5,451.67</b>	<b>100.00%</b>

***Bifurcation of sales between Iron Foundry and Steel Foundry***

	(₹ in lakhs)							
	FY2022	%	FY2023	%	FY2024	%	Oct 15 2024	%
Iron Foundry	3,647.84	66.91%	4,044.29	73.94%	3,482.42	67.30%	2807.28	75.45%
Steel Foundry	1,803.83	33.09%	1,425.67	26.06%	1,692.28	32.70%	913.5	24.55%
<b>Total Revenue</b>	<b>5,451.67</b>	<b>100.00%</b>	<b>5,469.96</b>	<b>100.00%</b>	<b>5,174.70</b>	<b>100.00%</b>	<b>3720.78</b>	<b>100.00%</b>

**TOP TEN CUSTOMERS**

For the period ended October 15, 2024			
Sr. No.	Name of Customer	Amount of sales (Rs. in lacs)	% of total sale
1	Vishal Nirmitti Private Limited	1,096.36	29.47%
2	Raghavendra Rail Lines Pvt Ltd	231.90	6.23%
3	The Indian Hume Pipe Co. Ltd.	201.80	5.42%
4	Beekay Engg Corporation	183.77	4.94%
5	Ashi Limited	157.62	4.24%
6	SECR Railway	154.28	4.15%
7	SCR Railway	150.14	4.04%
8	Supertech Rail Infra Projects Pvt Ltd.	132.93	3.57%
9	Northern Railway	127.86	3.44%
10	Orissa Concrete & Allied Industries Ltd.	127.00	3.41%

For the period ended October 15, 2024			
Sr. No.	Name of Customer	Amount of sales (Rs. in lacs)	% of total sale
	<b>Total</b>	<b>2,563.66</b>	<b>68.90%</b>

For the period ended March 31, 2024			
Sr. No.	Name of Customer	Amount of sales (Rs. in lacs)	% of total sale
1	Vishal Nirmiti Pvt. Ltd	1,515.73	29.29
2	The Indian Hume Pipe Co. Ltd.	350.80	6.78
3	Econ Antri Ltd	320.20	6.19
4	Gannon Dunkerley & Co. Limited	292.61	5.65
5	Shri Kesharia Concrete Products Pvt. Ltd.	220.40	4.26
6	Indian Valve Private Limited	202.86	3.92
7	Texmaco Rail & Engineering Limited	173.07	3.34
8	Esab India Limited	172.54	3.33
9	Northern Railway	142.48	2.75
10	Engipress Industries Pvt. Ltd.	137.40	2.66
	<b>Total</b>	<b>3,528.08</b>	<b>68.18</b>

For the year ended March 31, 2023			
Sr. No.	Name of Customer	Amount of sales (Rs. in LACS)	% of total sale
1	Vishal Nirmiti Pvt Ltd	2574.58	46.71%
2	Indian Hume Pipe Co. Ltd	328.81	5.97%
3	Gannon Dunkerley & Co. Ltd	205.93	3.74%
4	Univabs Sleepers Pvt Ltd	174.58	3.17%
5	Engipress Industries Ltd	158.47	2.88%
6	Ashi Ltd	150.85	2.74%
7	Natraj Engineers Pvt Ltd	134.75	2.44%
8	L&T Valves Ltd	103.39	1.88%
9	Usha Enterprises	100.85	1.83%
10	Tata Steel Ltd	89.83	1.63%
	<b>Total</b>	<b>4,022.04</b>	<b>72.97%</b>

For the year ended March 31, 2022			
Sr. No.	Name of Customer	Amount of sales (Rs. in LAKHS)	% of total sale
1	Vishal Nirmiti Pvt Ltd	1337.26	24.32%
2	Patil Rail Infrastructure Ltd	933.64	16.98%
3	Mageba Bridge Products Pvt Ltd	383.51	6.97%
4	Simplex Castings Ltd	331.80	6.03%
5	Univabs Sleepers Pvt Ltd	173.08	3.15%
6	Sanfield (India) Ltd	165.18	3.00%
7	Indian Hume Pipe Co. Ltd	141.48	2.57%
8	Rayalseema Concrete Sleepers Pvt Ltd	122.09	2.22%
9	Gannon Dunkerley & Co. Ltd	90.49	1.65%
10	Usha Enterprises	62.48	1.14%
	<b>Total</b>	<b>3,741.01</b>	<b>68.04%</b>

## TOP TEN SUPPLIERS

For the Period ended October 15, 2024			
Sr. No.	Name of Supplier	Amount of purchase (Rs. in lacs)	% of total purchase
1	Kanchan Sales Pvt Ltd	308.83	12.02%
2	PR Global Pvt Ltd	232.79	9.06%
3	Shri Jai Baba Divya Trading Company LLP	149.00	5.80%
4	Maa Beri Enterprise	126.57	4.93%
5	JM Steel Traders	125.19	4.87%
6	Jayanti Ispat	90.19	3.51%
7	B.N. Steel Traders	90.14	3.51%
8	Deep Minerals & Alloys	85.11	3.31%
9	Shri Jai Baba Casting Pvt. Ltd.	65.49	2.55%
10	Chhattisgarh Steel and Alloys Purchase	63.98	2.49%
<b>Total</b>		<b>1,337.29</b>	<b>52.05%</b>

For the Period ended March 31, 2024			
Sr. No.	Name of Supplier	Amount of purchase (Rs. in lacs)	% of total purchase
1	Shri Jai Baba Casting Pvt. Ltd.	255.05	7.89
2	Jayanti Ispat	249.80	7.73
3	Earth Stahl & Alloys Ltd	171.48	5.31
4	Maa Beri Enterprise	162.01	5.01
5	JSW Steel Limited	144.86	4.48
6	Kanchan Ispat (India) Pvt Ltd	131.09	4.06
7	Shri Shyam Business Corporation	125.22	3.87
8	B.N. Steel Traders	122.84	3.80
9	Kanchan Sales	117.05	3.62
10	JSW Ispat Special P Ltd	114.49	3.54
<b>Total</b>		<b>1,593.89</b>	<b>49.32</b>

For the year ended March 31, 2023			
Sr. No.	Name of Supplier	Amount of purchase (Rs. in lacs)	% of total purchase
1	Jayanti Ispat	640.33	16.74%
2	Kanchan Sales	379.29	9.91%
3	Shri Jai Baba Casting Pvt Ltd	330.26	8.63%
4	Chhattisgarh Steel & Alloys	307.66	8.04%
5	Shri Jai Baba Divya Trading Company	285.35	7.46%
6	Asif Iron & Steel	174.65	4.56%
7	Meerush Trading Pvt Ltd	128.08	3.35%
8	Mittal Iron & Steel Company	112.71	2.95%
9	Epic Steel Industry	103.25	2.70%

10	Bansal Brothers	96.14	2.51%
<b>Total</b>		<b>2,557.72</b>	<b>66.85%</b>

For the year ended March 31, 2022			
Sr. No.	Name of Supplier	Amount of purchase (Rs. in lacs)	% of total purchase
1	Jayanti Ispat	581.70	14.71%
2	Kanchan Sales	423.55	10.71%
3	Indermani Mineral (India) Pvt Ltd	321.94	8.14%
4	B N Steel Traders	288.30	7.29%
5	Chhattisgarh Steel & Alloys	229.01	5.79%
6	Kanchan Ispat (India) Pvt Ltd	223.18	5.64%
7	Shri Jai Baba Trading Co.	198.99	5.03%
8	Rourkela Steel & Ferro Alloys	163.23	4.13%
9	Shree Bajrang Sales Pvt Ltd	131.64	3.33%
10	Shri Jai Baba Divya Trading Company	124.39	3.14%
<b>Total</b>		<b>2,685.93</b>	<b>67.91%</b>

## OUR MANUFACTURING FACILITY

The total installed capacity of the manufacturing unit is 14,400 MT. The bifurcation of the installed capacity between the Iron Foundry and the Steel Foundry is detailed as below:

Product	Total Installed Capacity (MT/Annum)
Steel Foundry	7,200
Iron Foundry	7,200

We operate two foundries i.e. SG iron foundry and steel foundry at the same premises at our manufacturing facility located at Silpahri Industrial State , Bilaspur, Chhattisgarh and is spread across an area of around 7.32 Acre of land. Our Manufacturing Facility is ISO 9001:2015 certified for designing, developing, manufacturing, supply of all iron and steel castings and assemblies for steel, power and cement industries, and also parts for Indian Railways such as SGCI inserts, adopters (all types), valve casting and other similar casting items.

We also have captive solar power plant with an aggregate installed capacity of 2.99 MW, as of March 31, 2024 at at Bakarkuda, Malhar, Masturi, Bilaspur.

Our Manufacturing Facility is equipped with requisite infrastructure including melting facilities, sand handling facilities, pouring facilities, mould and core making facility, heat treatment facilities, fettling facilities and testing facilities and support system to facilitate smooth manufacturing process.

Our Manufacturing Facility is operated in two (2) shifts of eight (8) hours each, with strict adherence to national and public holidays. Set forth below are details of the installed capacity and the utilized capacity, for the Fiscal 2024, Fiscal 2023 and Fiscal 2022.

Product	Total Installed Capacity (MT/Annum)	Oct 15, 2024		FY 2024		FY 2023		FY 2022	
		Qty. (MT)	Capacity Utilized	Qty. (MT)	Capacity Utilized	Qty. (MT)	Capacity Utilized	Qty. (MT)	Capacity Utilized
Castings	14,400	3,550	46%	5,362	37%	5,770	40%	6,445	45%





### ***Our Equipment***

All the plant and machinery in the manufacturing unit of the company are owned by the company. Further, none of the plant and machinery are purchased as second hand.

All incoming raw materials & consumables are inspected & tested by quality assurance department and conforming materials are issued to respective departments whereas non-conforming materials are returned to the supplier. It is ensured that the materials are supplied by reputed vendors to assure the quality of the end product. Thereafter, melting of ferrous materials is done in a medium frequency induction furnace. Once the melt is ready with respect to temperature, chemical composition at the pre-pouring stage is checked and necessary adjustments, if required, are done by adding necessary additives. Desulphurisation is carried out in ladle with soda ash whenever required. Return sand is transferred to intensive sand mixer with the help of skip charger from return sand storage hopper, new sand & additives such as bentonite, coal-dust, are added to mixer with water and the mixing is done for 1.5 – 2.5 minutes in intensive sand mixer.

Further in order to maintain the proper quality, the properties of prepared sand, moisture, loss of ignition & permeability are checked and then sent to storage hopper with the help of belt conveyor. For moulds, top and bottom moulds are made in 2 moulding machines and kept on pallets on track. Mould hardness are checked for 5%. Cores are made in intensive core sand mixture at core shop in oil sand process by adding core oil, dextrine, bentonite and after proper baking & dressing, the good cores are placed in drag mould and closed by putting the cope mould with the help of guide pins.

Once the metal is ready after attaining the proper temperature (checked by digital temperature indicator), metal is tapped into the treatment or pouring ladle containing pure magnesium, Fe-Si-Mg, Fe-Si & misc metal. The treatment of metal is done by shaking the ladle and care is taken to ensure that magnesium mixing is homogeneous. Magnesium treated metal is then transferred to pouring laddles and poured to moulds after adding inoculants by stream line method. The time & temperature are measured from start of pouring to end of pouring to ensure quality. Knock out starts at about 30 minutes from pouring.

For products requiring heat treatment, castings are shifted to heat treatment furnace and adequate cycle is taken to ensure proper properties in the castings.

Microstructure of the casting is checked from the last box poured of each heat. Chemical analysis of each stage is checked at post pouring stage. One standard test bar & two proportionate test bars are machined from each heat and physical properties such as tensile strength, % of elongation & hardness are tested. .

All castings pass through various NDT Tests such as UT, MPI, DP, etc and items requiring upgradation is done so. All good castings are then shifted to fettling and dispatch section. Parts requiring machining and assembling are done so.

Each and every casting is subjected to hammer test, good castings are sent to tumbling and shot blasting. 100 % castings are checked for dimensions with various gauges and fixture, and visually for any dimensional or surface defects. Good castings are then packed.

The details of key plant and machineries in our Manufacturing Facility are given herein below:

No.	Description	Make	Capacity	QTY.
<b>Melting Facilities</b>				
1	Induction Furnace	Inductotherm	2500KW - 7000Kgs	01
2	Induction Furnace	Inductotherm	2500KW - 3000Kgs	01
3	Induction Furnace	Inductotherm	1500KW - 1000Kgs	01
4	Induction Furnace	Inductotherm	1000KW - 1500Kgs	02
5	Induction Furnace	Inductotherm	1000KW - 500Kgs	02
<b>Sand Handling Facilities</b>				
6	Automatic Sand Reclamation &	Rhino Machinery Pvt Ltd	Mixer Capacity - 20tph Storage Capacity - 300T	2 Nos. 1 Silo

No.	Description	Make	Capacity	QTY.
	Batch Mixing Plant			
7	Intensive Sand Mixers	Rhino Machinery Pvt Ltd	Batch Size - 500 Kgs Mixing Capacity-10tph	02
8	Sand Muller	Rajesh Industries	Batch Size - 350Kgs Mixing Capacity-5tph	01
9	Sand Mixer	Rhino Machinery Pvt Ltd	Batch Size - 350Kgs Mixing Capacity-5tph	01
10	Sand Mixer	Kelsons Engineers & Fabricators	Batch Size - 300Kgs Mixing Capacity-5tph	01
11	Core Sand Mixer	Kelsons Engineers & Fabricators	Batch Size - 500Kgs Mixing Capacity-10tph	01
<b>Pouring Facilities</b>				
12	Rotary Treatment Ladle	Indigenous	Capacity - 1100Kgs	06
13	Sandwich Treatment Ladle	Indigenous	Capacity - 1500Kgs	02
14	Short Pouring Ladle	Indigenous	Capacity - 60Kgs	08
15	Bottom Pouring Ladle	Kelsons Engineers & Fabricators	Capacity - 2000Kgs	01
16	Bottom Pouring Ladle	Wesman	Capacity - 8000Kgs	01
17	Bottom Pouring Ladle	Wesman	Capacity - 3000Kgs	01
<b>Mould &amp; Core Making Facilities</b>				
18	Shell Moulding Machine	Kelsons Engineers & Fabricators	Pattern Size - 600*500	01
19	Jolt Squeeze Moulding Machine	Mouldmasters Industries Pvt Ltd	Pattern Size - 550*450	03
20	Jolt Squeeze Moulding Machine	Mouldmasters Industries Pvt Ltd	Pattern Size - 650*550	02
21	Shell Core Shooter Machine	Kelsons Engineers & Fabricators	Core Size - 600*400	01
22	Hydraulic Core Shooters	Indigenous	Core Size - 20*20	06
23	Core Baking Oven	Indigenous	Capacity-400*800*1000	02
<b>Heat Treatment Facilities</b>				
24	Oil Fired HT Furnace	KPT Thermal Engineering	Capacity - 6 MT Size - 2600*2300*2000	01
25	Quenching Tank	Indigenous	Capacity -100,000L	01
26	Electrical HT Furnace	Technotherm Projects PvtLtd	Capacity - 3 MT Size - 1000*1000*1000	01
<b>Fettling Facilities</b>				
27	Shakeout Grid	Rhino Machinery Pvt Ltd	Size - 1500*1500	01
28	Shotblasting Machine	Patel Furnaces & Forgings Pvt Ltd	Hook Capacity - 400Kgs Size -1300*900	02 Hooks
29	Shotblasting Machine	Gurunanak Shot Blasting	Capacity - 500Kgs Size - 1000*300*300	01
30	Sand Blasting Machine	Synco Industries Ltd.	Capacity – 1 MT/hr	01
31	Tumblast Machines	Indigenous	Capacity - 500Kgs Size - 1200*600	04
32	Grinder Machines	Various	Pedestal Grinders Swing Frame Grinders Rotary Shaft Grinders Handheld Grinders	10 04 03 04
33	Welding Machine & Rectifiers	Various	Welding Machines Rectifier Machines Gauging Machines	04 01

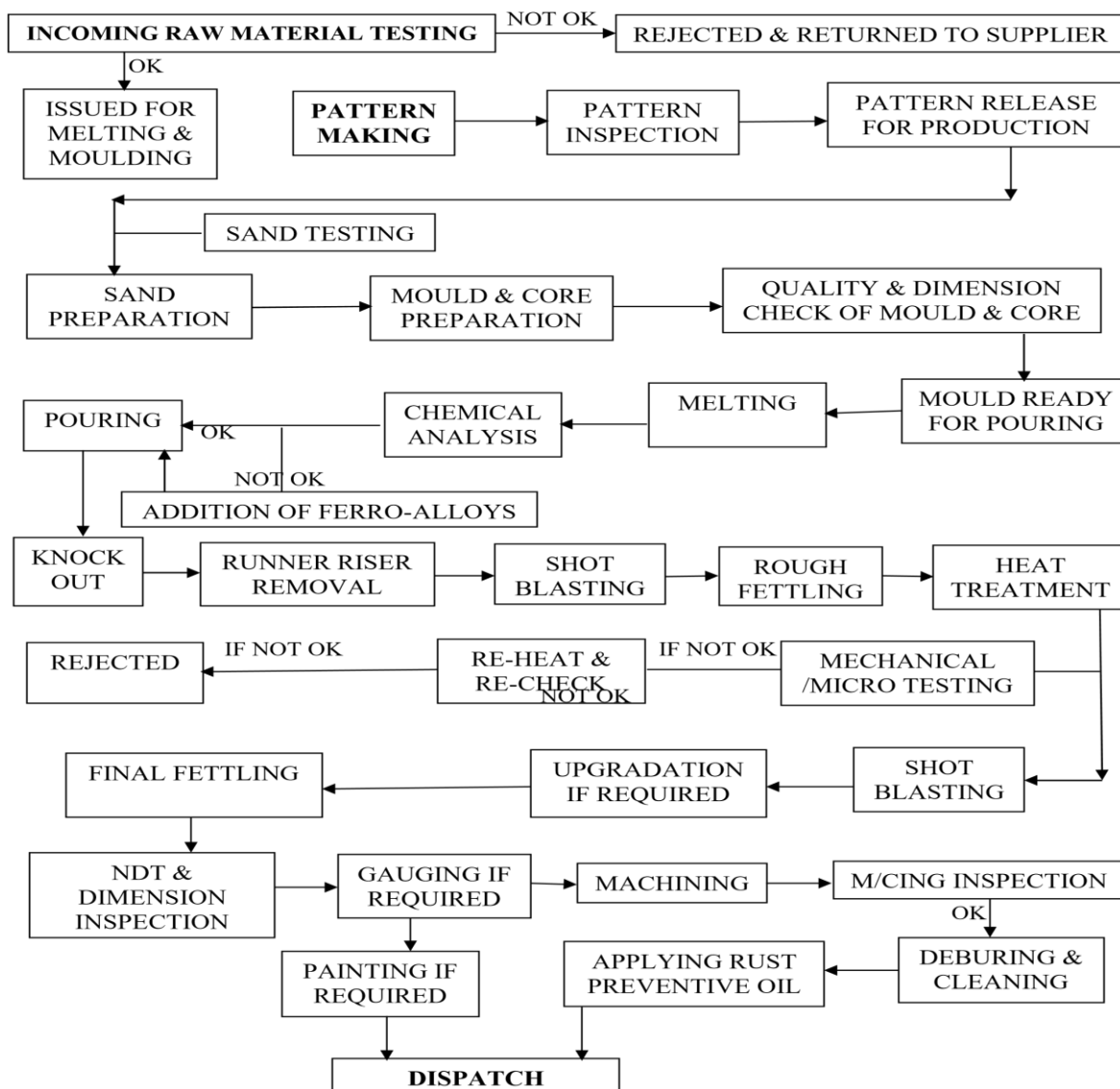


No.	Description	Make	Capacity	QTY.
				01
<b>Testing Facilities</b>				
35	Direct Reading Vacuum emission spectrometer	Metal power Analytical Pvt Ltd	8 channels, 32 elements	01
36	Sample Preparator	Metal power	Sample Cutter & Polisher	01
37	Tensile Testing Machine	Akash Industries	Tensile Strength up to 40KN	01
38	Brinel Hardness Testing Machine	Akash Industries	Indentation by 20KN Load Ball	01
39	Hardness Mapping Device	Dewinter Technologies	CCD Computer Aided	01
40	Metallurgical Microscope	Metalsoft Pvt Ltd & Metnation technologies	Computer Aided 10X & 100X	2
41	Chemical Testing	Various	Complete Chemical lab for manual Testings	01
42	Sand Testing Equipments	Versatile Equipments Pvt Ltd	Complete Green Sand Testing Facility	01
43	Resin Sand Testing Apparatus	Kelsons Testing Equipments	Complete Resin Sand & Shell Sand Testing	01
44	Rockwell Hardness Testing Machine	Banbross	Indent Dimond & steel	01
45	Digital Hardness tester	Times-5100	600 HLD	01
46	Impact Testing Machine	Banbross	0 - 300J	01
47	Sub Zero Bath	Hi-Tech	-96 to 50 °C	01
48	Profile projector /Shadowgraph	Banbross	V & U Notch and 360°	01
49	V-Notch Broaching machine	Banbross	-	01
50	Ultrasonic thickness gauge	Accuplus	1.2 - 225mm	01
51	Ultrasonic Testing Machine	EECI	-	01
52	MPI Machine	Magnaflux	AC & DC Type	01
53	DP Kit	Orion & Magnaflux	350ml	10
54	Immersion Pyrometer	Suyash	1860 °C Max	02
55	Linear Measuring Equipment	Various makes	0-1000mm	01
<b>Support System</b>				
57	EOT Cranes	Asian Cranes Pioneer Cranes Pioneer Cranes	10MT - Double Girder 10MT -Double Girder 5MT - Double Girder	01 01 01
58	ACE CNC Lathe Machine	Ace Designers Ltd.	SIMPLETURN 6075	01
59	Air Compressors	Atlas Copco Ltd	05 CFM - 7.5kg/cm2	01
60	Air Compressors	ELGI	15 CFM - 7.5kg/cm2	02
61	Lathe Machines	Sriram Machines Sriram Machines	12 ft long, 2ft Dia 8 ft long, 1.5ft Dia	01 01
62	Shaper Machine	Sriram Machines	9" Long displacement	01
63	Powerpress Machine	Ludhiyana Engineering	100KN Power press	01
64	Hacksaw Machine	Indigenous	Slow & Fast Mode	01

No.	Description	Make	Capacity	QTY.
65	Weigh Bridge	Digital Weigh	100 MT	01
66	Slag Crushing Plant	Bhupindra Machines Pvt Ltd	10TPH	1 Set
67	RO Treatment Plant	Osmosis Technologies	10,000Lph	1 Set
68	DG Set	Jackson Cummins	250 KVA	01
69	Pattern Shop and Storage Area	APS Make	Approx. 7000 Sq. ft.	01

### Our Manufacturing Process

The flow chart detailed below describes our manufacturing process.



### ENVIRONMENT, HEALTH AND SAFETY MEASURES

Environment and safety considerations are an important part of our operations. We are subject to environmental laws and regulations, including regulations relating to the protection of the environmental and human health in relation to our Manufacturing Facility. These laws and regulations govern the discharge, emission, storage, handling and disposal of a variety of substances that may be used in or result from our operations. We have obtained

a consent to establish and consent to operate for operating our Manufacturing Facility, under the Environment Protection Act. For further details, see chapter titled ***“Government and Other Approvals”*** beginning on page 224 of this Prospectus.

We believe that accidents and occupational health hazards can be significantly reduced through a systematic analysis and control of risks and by providing appropriate training to our management and our employees. Our Company has installed fire safety equipment to manage any fire accident at our Manufacturing Facility.

We believe in the strict adherence of laws and regulations relating to protection of human health and safety, and the environment. We follow high standards of work safety measures and standards, and our equipment and working conditions promote a healthy and safe work environment. Our Manufacturing Facility and personnel are well versed with laws and regulations governing the management and disposal of hazardous substances, and we intend to make our operations more environmentally sustainable in the future.

### **COLLABORATIONS/TIE UPS/JOINT VENTURES**

Our Company has not entered into any Collaborations/ Tie-Ups/ Joint Ventures as on the date of this Prospectus.

### **SALES AND MARKETING STRATEGY**

Our Company operates in the business-to-business segment and deals with industrial customers. Given the nature of our product offering, we are required to regularly engage and interact with our customers before concluding a sale of our products. The marketing team of the company constantly is in discussions with the procurement teams of existing and potential customers. For instance, if the marketing team come across any potential customer, say a steel plant, with which we haven't worked before but intend to work. Then at first instance the marketing team tries to get in touch with the procurement team of such potential customers and share our credentials. Further, if required, the marketing team and representative of the Company also visit their offices to explain and market our strength and products portfolio. Thereafter, such potential customer as per their requirements scrutinize our technical ability and our past performance and if required sometimes, visit our facilities before approving our candidature. Once such potential customer is satisfied they generate vendor code and thereafter we start getting enquiries and in response to the same we share our quotation. Accordingly, under mutual understanding of terms of the arrangement, price and schedule of delivery is finalised.

At times, Company officials also participate in exhibitions and seminars, where we interact with the potential customers and accordingly endeavour to convert into our customers.

### **COMPETITION**

We face competition from domestic and international players. Competition emerges from small as well as big players in the industry in which we operate. We have a number of competitors offering products similar to us. We believe that our experience in this business and quality assurance will be key to overcome competition posed by organized and unorganized players. We believe that we are able to compete effectively in the market with our quality of services and our reputation. We believe that the principal factors affecting competition in our business include client relationships, reputation, and the relative quality and price of the products.

### **EXPORT OBLIGATION**

Our Company does not have any export obligation as on date of this Prospectus.

### **UTILITIES AND INFRASTRUCTURE FACILITIES**

**Raw Material** - Our basic raw material includes pig iron, scrap MS, exo sleeves, mould paints, ferro alloys, etc, etc. and we procure our raw materials based on market availability, pricing and quality through domestic suppliers. The cost of materials consumed (including purchase of stock in trade and changes in inventory) by us in our operations accounted for 59.86%, 70.80% and 69.54% of our revenue from operations for Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively. .

**Power** - We require power supply for manufacturing our products and to meet our requirement. The requirement of power is mostly met by supply of electricity by Chhattisgarh State Power Distribution Company Limited. However, our Company has also set up a captive solar power plant with an aggregate installed capacity of 2.99 MW, as of March 31, 2024, which enable us to reduce our operating costs. Going forward, we intend to reduce our dependence on the supply of electricity from state owned power grid and therefore shall strive to increase our captive solar power plants aggregate installed capacity in the near future.

**Water** – Water is basically to meet evaporation losses of the cooling towers connected to cool the melting furnace coil and its control panel, cooling towers for cooling sand in reclamation plant, general consumption for the people inside the plant. The requirements are fully met through borewell for which we have Certificate of Exemption for ground water withdrawal from Ministry of Jal Shakti, Department of Water Resources, Chhattisgarh.

**Utilities** - Our Office is well equipped with computer systems, internet, connectivity, other communication equipment, security and other facilities, which are required for smooth functioning of our business activity.

## HUMAN RESOURCES

Our personnel policies are aimed towards recruiting talented individuals, facilitating their integration, and promoting the development of their skills. As on April 30, 2024, we had workforce of 65 employees including senior management. The following table illustrates the breakdown of the numbers of our employees by function:

Sr. No.	Department	No. of Employees
1	Management	5
2	Quality Assurance	8
3	Production	17
4	Factory staff	29
5	Sale and Marketing	2
6	Stores	6
7	Accounts & HR	2
<b>TOTAL</b>		<b>65</b>

## INSURANCE

We generally maintain insurance covering our stocks, machineries and assets at such levels that we believe to be appropriate. We have also insured our employees by availing commercial general liability policy. The policies are as under:

Sr No.	Insurance	Type of Policy	Sum Insured (Rs. in lakhs)	Expire Date
1	The New India Assurance Company Limited	Vehicle Insurance	5.00	May 5, 2025
2	The New India Assurance Company Limited	Flexi Laghu Udyam Suraksha	1854.02	May 5, 2025
5	The New India Assurance Co Ltd	Vehicle Insurance	3.40	January 7, 2025
6	General Insurance Company Limited	Vehicle Insurance	3.00	January 24, 2025
7	The Oriental Insurance Company Ltd	Flexi Bharat Laghu Udyam Suraksha Policy	1,350.00	February 9, 2025
8	The Oriental Insurance Company Limited	Buglary Insurance	1,350.00	February 9, 2025
9	The New India Assurance Company Limited	Vehicle Insurance	5.00	May 5, 2025
10	Tata AIG Insurance	Marine Cargo Open Policy	800.00	November 19, 2024
11	ICICI Lombard	Vehicle Insurance	15.67	September 23, 2025

Sr No.	Insurance	Type of Policy	Sum Insured (Rs. in lakhs)	Expire Date
12	The New India Assurance Company Limited	Vehicle Insurance	1.00	March 8, 2025
13	The New India Assurance Company Limited	Vehicle Insurance	1.00	March 8, 2025

## AWARDS AND RECOGNITION

For details of the awards received by our Company and recognition bestowed upon our Company, see “*History and Certain Corporate Matters– Key awards and Accreditation or recognitions*” on page 141.

## TRANSPORTATION

We use third-party transport providers for transportation of raw material to our plant and for delivery of finished products to our customers. We also use railways for delivery of our finished products as and when required.

## OUR PROPERTIES

We carry out our business operations from the following properties:

### i) Leasehold Property

The manufacturing facility of the company is situated on leased premises located in Silpahri Industrial State, Bilaspur, Chhattisgarh and the land has been leased from Chhattisgarh State Industrial Development Corporation Limited.

The Lessor is a government entity and is not a related party. The lease agreement is duly stamped and executed.

Sr. No	Details of the Property	Area	Date of Agreement	Owned/ Leased/Rental	Consideration/Lease Rental/License Fees (₹)	Purpose Used
1.	Manufacturing Facility	319, 200 square feet	November 6, 2004	Leased for a period of 99 years	Advance rent and premium of ₹6,63,221 Deposit – 49,743 Annual rent – 16,581 subject to increase on expiry of 30 years from the date of Agreement and at subsequent interval of 30 years	Manufacturing

### ii) Freehold Property

Sr. No.	Particulars of the Property	Usage
1.	Kh No. 447/2 Ph. No 33, RIC Masturi Tehsil Masturi, Dist. Bilaspur, Chhattisgarh	Captive power plant



## KEY REGULATIONS AND POLICIES

*In carrying on our business as described in the section titled “**Our Business**” on page 108 of this Prospectus, our Company is regulated by the following legislations in India. 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 the various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the local authorities 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. For details of Government Approvals obtained by the Company in compliance with these regulations, see “**Government and Other Statutory Approvals**” on page 224.*

Our business is governed by various central and state legislations that regulate the substantive and procedural aspects of our Company’s businesses. Our Company is required to obtain and regularly renew certain licenses/registrations and/or permissions required statutorily under the provisions of various Central and State Government regulations, rules, bye-laws, acts and policies.

Given below is a brief description of the certain relevant legislations that are currently applicable to the business carried on by our Company:

### **Regulations Governing our Business**

#### **1. The Factories Act, 1948("Factories Act")**

The term ‘factory’, as defined under the Factories Act, includes any premises which employs or has employed on any day in the previous 12 months, 10 or more workers and in which any manufacturing process is carried on with the aid of power, or any premises wherein 20 or more workmen are employed at any day during the preceding 12 months and in which any manufacturing process is carried on without the aid of power. State Governments have issued rules in respect of the prior submission of plans and their approval for the establishment of factories and registration and licensing of factories. The Factories Act mandates the ‘occupier’ of a factory to ensure the health, safety and welfare of all workers in the factory premises. Further, the ‘occupier’ of a factory is also required to ensure (i) the safety and proper maintenance of the factory such that it does not pose health risks to persons in the factory premises; (ii) the safe use, handling, storage and transport of factory articles and substances; (iii) provision of adequate instruction, training and supervision to ensure workers’ health and safety; and (iv) cleanliness and safe working conditions in the factory premises. If there is a contravention of any of the provisions of the Factories Act or the rules framed thereunder, the ‘occupier’ and ‘manager’ of the factory as defined under the Factories Act may be punished with imprisonment or with a fine or with both and enhanced penalties for repeat offences and contravention of certain provisions relating to use of the hazardous materials.

#### **2. National Steel Policy, 2017("NSP")**

The NSP 2017, notified on May 8, 2017, seeks to enhance domestic steel consumption, ensure high quality steel production, and create a technologically advanced and globally competitive steel industry in India. As per the NSP 2017, the Ministry of Steel will facilitate research and development in the sector, through the establishment of Steel Research and Technology Mission of India (SRTMI). The initiative is aimed to spearhead research and development of national importance in the iron and steel sector, by utilizing tripartite synergy amongst industry, national research and development laboratories and academic institutes. The NSP 2017 covers, inter alia, steel demand, steel capacity, raw materials, including iron ore, iron ore pellets, manganese ore, chromite ore, ferro-alloys, land, water, power, infrastructure and logistics, and environmental management. Through policy measures the Ministry of Steel will ensure availability of raw materials such as iron ore, coking coal, natural gas, etc. at competitive rates. The NSP 2017 envisions that in the steel industry, an environment will be created to promote domestic steel and thereby create a scenario where production meets the anticipated pace of growth in consumption, through a technologically advanced and globally competitive steel industry.

### **3. Steel and Steel Products (Quality Control) Order, 2020**

The Steel and Steel Products (Quality Control) Order, 2020, as amended, 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.

### **4. Intellectual Property Laws**

#### ***The Trade Marks Act, 1999 (the "Trade Marks Act")***

The Trade Marks Act provides for the application, registration and protection of trademarks in India. The Trade Marks Act provides exclusive rights to the use of trademarks such as brands, labels and headings that have been registered and to provide relief in case of infringement of such marks. The Trade Marks Act prohibits any registration of deceptively similar trademarks. The Trade Marks Act also provides for penalties for infringement and for falsifying and falsely applying trademarks and using them to cause confusion among the public.

Our Company has obtained and applied for trademark registrations for the various brands and logos used in our business which are subject to the provisions of the Trade Marks Act, 1999.

### **A. General Corporate Compliance**

#### **1. *The Companies Act, 2013***

The consolidation and amendment in the law relating to the Companies Act, 1956 made way for the enactment of the Companies Act, 2013. The Companies Act, 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified. The act deals with incorporation of companies and the procedure for incorporation and post-incorporation. The conversion of the private company into a public company and vice versa is also laid down under the Companies Act, 2013. The procedure relating to winding up, voluntary winding up, the appointment of liquidator also forms part of the act. The provision of this act shall apply to all the companies incorporated either under this act or under any other previous law. It shall also apply to bank companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. A company can be formed by seven or more persons in case of a public company and by two or more persons in case of a private company. A company can even be formed by one person i.e., a One-Person Company. The provisions relating to forming and allied procedures of One Person Company are mentioned in the act.

Further, Schedule V (read with Sections 196 and 197), Part I lay 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 the firm. The provisions relating to remuneration of the director's payable by the companies is under Part II of the said schedule.

Further, the Companies Act also provides for reporting and disclosure relating to financial statement, and corporate social responsibility, disclosure under boards report, general meeting, and disclosure in the draft prospectus.

### **B. Other Relevant Legislations**

#### **1. Shops and Establishments Legislations**

Under the provisions of local shops and establishments legislations applicable in different states, commercial establishments are required to be registered. Such legislations regulate the working and employment conditions of workers employed in shops and 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.

**2. The Environment Protection Act, 1986 (the “Environment Act”)**

The Environment Act has been enacted for the protection and improvement of the environment. The Environment Act empowers the GoI to take measures to protect and improve the environment such as by laying down standards for emission or discharge of pollutants, providing for restrictions regarding areas where industries may operate and so on. The GoI may make rules for regulating environmental pollution.

**3. The Water (Prevention and Control of Pollution) Act, 1974 (Water Act)**

The Water Act aims to prevent and control water pollution by factories and manufacturing units and to maintain and restore the quality and wholesomeness of water. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, using of any new or altered outlet for the discharge of sewage or causing new discharge of sewage, must obtain the consent of the relevant state pollution control board, which is empowered to establish standards and conditions that are required to be complied with.

**4. The Air (Prevention and Control of Pollution) Act, 1981 (Air Act)**

The Air (Prevention and Control of Pollution) Act, 1981 (**Air Act**) provides 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. The state pollution control board must decide on the application within a period of 4 months of receipt of such application. The consent may contain certain conditions relating to specifications of pollution control equipment to be installed at the facilities. 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.

**5. Fire Safety Legislations**

Fire safety legislations enacted by several states in India provide for, amongst other things, the establishment of state fire services departments in respective State. Under these laws, owners of certain premises or certain class of premises, which are used for purposes which may cause a risk of fire, are required to obtain an approval from the relevant authority of such fire services department. Owners are further required to implement adequate fire prevention and safety measures and appoint a fire safety officer for inspection of premises from time to time, as may be prescribed under applicable law. Further, restrictions have been imposed on the working of high-risk premises in case these approvals are not acquired or for other violations of the provisions of the fire safety laws.

**6. The Solid Wastes Management Rules, 2016 (“Solid Wastes Rules”)**

The Solid Wastes Rules apply to every domestic, institutional, commercial and any other non-residential solid waste generator except industrial waste, hazardous waste, hazardous chemicals, bio medical wastes, e-waste, lead acid batteries and radio-active waste, that are covered under separate rules framed under the Environment (Protection) Act, 1986. As per the Solid Waste Rules, the local authority or panchayat is required to make an application in Form-I for grant of authorisation for setting up waste processing, treatment or disposal facility, if the volume of waste is exceeding five metric tonnes per day including sanitary landfills from the State Pollution Control Board or the Pollution Control Committee, as the case may be. Any municipal solid waste generated is required to be managed and handled in accordance with the procedures specified in the Municipal Solid Wastes Rules. Penalties for contravention of the provisions of the Municipal Solid Wastes Rules will be as specified in the EPA

**5. The Micro, Small and Medium Enterprises Development Act, 2006**

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the act is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office 124 at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries

(Development and regulation) Act, 1951 as micro enterprise, where the investment in plant and machinery does not exceed twenty-five lakh rupees; Small enterprise, where the investment in plant and machinery is more than twenty-five lakh rupees but does not exceed five crore rupees; or a medium enterprise, where the investment in plant and machinery is more than five crore but does not exceed ten crore rupees and in the case of the enterprise engaged in the services, Micro enterprise, where the investment in equipment does not exceed ten lakh rupees, Small Enterprise where the investment in equipment is more than ten lakh rupees but does not exceed two crore rupees, or Medium Enterprise where the investment in equipment is more than two crore rupees but does not exceed five crore rupees.

**6. Legal Metrology Act, 2009 (“LM Act”)**

The Legal Metrology Rules are ancillary to the Legal Metrology Act and set out to define various manufacturing and packing terminology. It lays out specific prohibitions where manufacturing, packing, selling, importing, distributing, delivering, offering for sale would be illegal and requires that any form of advertisement where the retail sale price is given must contain a net quantity declaration. Circumstances which are punishable are also laid out.

**7. The Foreign Trade (Development & Regulation) Act, 1992 (“FTA”)**

The Foreign Trade (Development & Regulation) Act, 1992, provides for the development and regulation of foreign trade by facilitating imports into and augmenting exports from India and for matters connected therewith or incidental thereto. As per the provisions of the FTA, the Government: (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorised to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorised to appoint a 'Director General of Foreign Trade' for the purpose of the Act, including formulation and implementation of the Export-Import Policy. FTA read with the Indian Foreign Trade Policy inter-alia provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

**8. Foreign Exchange Management Act, 1999 (“the FEMA”) and Rules and Regulations thereunder**

Foreign investment in India is governed by the provisions of Foreign Exchange Management Act, 1999 (“FEMA”), as amended, along with the rules, regulations and notifications made by the Reserve Bank of India thereunder. The Department for Promotion of Industry and Internal Trade (“DPIIT”), Ministry of Commerce and Industry has issued the Consolidated FDI Policy which consolidates the policy framework on Foreign Direct Investment (“FDI Policy”), with effect from October 15, 2020. The FDI Policy consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP till October 15, 2020.

In terms of the FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which foreign investment is sought to be made. In terms of the FDI Policy, the work of granting government approval for foreign investment under the FDI Policy and FEMA Regulations has now been entrusted to the concerned Administrative Ministries/Departments. FDI for the items or activities that cannot be brought in under the automatic route may be brought in through the approval route. Where FDI is allowed on an automatic basis without the approval of the Government, the RBI would continue to be the primary agency for the purposes of monitoring and regulating foreign investment. In cases where Government approval is obtained, no approval of the RBI is required except with respect to fixing the issuance price, although a declaration in the prescribed form, detailing the foreign investment, must be filed with the RBI once the foreign investment is made in the Indian company.

**9. Municipality Laws**

State governments are empowered to endow municipalities with such powers and authority as may be necessary to enable them to perform functions in relation to permitting the carrying on of trade and

operations. Accordingly, State governments have enacted laws authorizing municipalities to regulate use of premises, including regulations for issuance of a trade license to operate, along with prescribing penalties for non-compliance.

**10. The Consumer Protection Act, 1986 (the "COPRA")**

The COPRA provides for the protection of the interests of consumers and the settlement of consumer disputes. The COPRA sets out a mechanism for consumers to file complaints against, *inter alia*, service providers in cases of deficiencies in services, unfair or restrictive trade practices and excessive pricing. The terms "defect" and "deficiency" are broadly defined and cover any kind of fault, imperfection or shortcoming in the quality, quantity, potency, purity or standard. A three-tier consumer grievance redressal mechanism has been implemented pursuant to the COPRA at the national, state and district levels. If the allegations specified in a complaint about the services provided are proved, the service provider can be directed to *inter alia* remove the deficiencies in the services in question, return to the complainant the charges paid by the complainant and pay compensation, including punitive damages, for any loss or injury suffered by the consumer. Non-compliance with the orders of the authorities may attract criminal penalties in the form of fines and/or imprisonment.

**11. Petroleum Act, 1934 (the "Petroleum Act")**

The Petroleum Act consolidates and amends the law relating to the import, transport, storage, production, refining and blending of petroleum. Petroleum may be any liquid hydrocarbon or mixture of hydrocarbons, and inflammable mixture (liquid, viscous or solid) containing any hydrocarbon, and includes natural gas and refinery gas. As per the Act no one shall import, transport or store any petroleum save in accordance with the rules made except in accordance with the conditions of any licence for the purpose which he may be required to obtain by rule made.

**12. Petroleum Rules, 1976 (the "Petroleum Rules")**

The Petroleum Rules are applicable to all buildings or places in which persons dwell or assemble where any combustible material is stored and includes docks, wharves, public roads and streets, public foot-paths and public parks, but do not include any building or place which forms part of an installation.

**13. Guidelines for in-use Generator sets (Noise and Emissions)**

Central Pollution Control Board (CPCB) has prescribed guidelines for emission and noise pollution of gensets up to 1000 KVA. The said guidelines are effective from January 15, 2008 for system procedure for compliance with noise limits.

**14. Electricity Act, 2003**

The Electricity Act, 2003 has been recently introduced with a view to rationalize electricity tariff, and to bring about transparent policies in the sector. The Act provides for private sector participation in generation, transmission and distribution of electricity, and provides for the corporatization of the state electricity boards. The related Electricity Regulatory Commissions Act, 1998 has been enacted with a view to confer on these statutory Commissions the responsibility of regulating this sector.

**15. Taxation Laws**

**The Income Tax Act, 1961**

The Income Tax Act, 1961 deals with the taxation of individuals, corporate, partnership firms and others. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act. Filing of returns of Income is compulsory for all assesses. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act.

## **The Goods and Services Tax Act, 2017**

Goods and Services Tax (GST) is considered to be the biggest tax reform in India since independence. It will help realise the goal of “One Nation-One Tax-One Market.” GST is expected to benefit all the stakeholders – industry, government and consumer.

Goods and Services Tax (GST) is an indirect tax throughout India and was introduced as The Constitution (One Hundred and Twenty Second Amendment) Act 2017, following the passage of Constitution 122nd Amendment Bill. The GST is governed by GST Council and its Chairman is Union Finance Minister of India - Arun Jaitley. This Act has been made applicable with effect from 1st July 2017. With the introduction of GST all central, state level taxes and levies on all goods and services have been subsumed within an integrated tax having two components – central GST and a state GST. Thus there will be a comprehensive and continuous mechanism of tax credits. The Central government passed four sets of GST Acts in the Budget session this year. These were Central GST Act, 2017; Integrated GST Act, 2017; Union Territory GST Act, 2017 and GST (Compensation to States) Act, 2017. The Acts were approved by the Parliament after they were introduced as the part of the Money Bill. Following the passage of GST Acts, the GST council has decided 4 tax rate slabs viz., 5%, 12%, 18% and 28% on supply of various goods and 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 will be 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.

### **16. Laws Relating to Employment**

Our operations are subject to compliance with certain additional labour and employment laws in India. These include, but are not limited to, the following:

- the Child Labour (Protection and Prohibition) Act, 1986
- the Contract Labour (Regulation & Abolition) Act, 1970
- the Employees Compensation Act, 1923
- the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952
- the Employees’ State Insurance Act, 1948
- the Equal Remuneration Act, 1976
- the Maternity Benefit Act, 1961
- the Minimum Wages Act, 1948
- the Payment of Bonus Act, 1965
- the Payment of Gratuity Act, 1972
- the Payment of Wages Act, 1936
- the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

In order to rationalize and reform labour laws in India, the Government has enacted the following codes:

### **The Code on Wages, 2019**

The Code on Wages, 2019 received the assent of the President of India on August 8, 2019 and proposes to subsume four existing laws namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. Through its notification dated December 18, 2020, the GoI brought into force sections 42(1), 42(2), 42(3), 42(10), 42(11), 67(ii)(s), 67(ii)(t) (to the extent that they relate to the Central Advisory Board) and 69 (to the extent that it relates to sections 7, 9 (to the extent that they relate to the GoI) and 8 of the Minimum Wages Act, 1948) of the Code on Wages, 2019. The remaining provisions of this Code will be brought into force on a date to be notified by the GoI.

### **The Occupational Safety, Health and Working Conditions Code, 2020**

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing 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 provisions of this Code will be brought into force on a date to be notified by the Central Government. The GoI has issued the draft rules under the Occupational Safety, Health and Working Conditions Code, 2020. The draft rules provide for operationalization of provisions in the Occupational Safety, Health and Working Conditions Code, 2020 relating to safety, health and working conditions of the dock workers, building or other construction workers, mines workers, inter-state migrant workers, contract labour, journalists, audio-visual workers and sales promotion employees.

### **The Industrial Relations Code, 2020**

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this Code will be brought into force on a date to be notified by the GoI.

### **The Code on Social Security, 2020**

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing 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, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008. The provisions of this Code will be brought into force on a date to be notified by the GoI. The Central Government has issued the draft rules under the Code on Social Security, 2020. The draft rules provide for operationalization of provisions in the Code on Social Security, 2020 relating to employees' provident fund, employees' state insurance corporation, gratuity, maternity benefit, social security and cess in respect of building and other construction workers, social security for unorganised workers, gig workers and platform workers.

## **17. The Information Technology Act, 2000 (the "IT Act")**

The IT Act creates liability on a body corporate which is negligent in implementing and maintaining reasonable security practices and procedures, and thereby causing wrongful loss or wrongful gain to any person, while possessing, dealing or handling any sensitive personal data or information in a computer resource owned, controlled or operated by it but affords protection to intermediaries with respect to third party information liability. The IT Act also provides for civil and criminal liability including compensation, fines and imprisonment for various computer related offences. These include offences relating to unauthorized access to computer systems, damaging such systems or modifying their contents without authorization, unauthorized disclosure of confidential information and committing fraudulent acts through computers.

In April 2011, the Department of Information Technology under the then Ministry of Communications and Information Technology notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 (the "**IT Personal Data Protection Rules**") under Section 43A of the IT Act and notified the Information Technology (Intermediaries Guidelines) Rules, 2011 and Information Technology (Reasonable security practice and procedure and sensitive personal data or information) Rules, 2021 (the "**IT Intermediaries Rules**") under Section 79(2) of the IT Act. The IT Personal Data Protection Rules prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data. The IT Intermediaries Rules require persons receiving, storing, transmitting or providing any service with respect to electronic messages to not knowingly host, publish, transmit, select or modify any information prohibited under the Intermediaries Rules and to disable such information after obtaining knowledge of it.

**C. Laws relating to specific state where establishment is situated**

**1. Chhattisgarh Industrial Policy 2019-2024**

Industrial Development, Employment generation for youth as well as economic and social prosperity is what the Chhattisgarh state government expects to achieve with the new Chhattisgarh Industrial Policy 2019-24.

The policy is broad step of measures the State Government proposes to implement in its 5 years tenure. The industrial Policy has been implemented in the state on the basis of five-year action plan for planned industrial development. The objective of the policy to attract more Domestic & Foreign investments in the State in comparison to other States, to facilitate for training of the local youths as per the requirement of the local industries and encourage development of allied sectors parallel to core sector and generate self-employment as well as additional employment opportunities in industries. To facilitate the ease of doing business, actions like reducing the number of application forms and required documents as much as possible and their simplification, self-certification of documents/certificates, online execution of works, etc., are being undertaken. Various strategies like for economic & social upliftment of State more incentives have been planned for the weaker sections of the society, SC/ST, women entrepreneurs, third genders, ex-servicemen (including ex- para-military forces personnel) and LWE affected people. The Industrial Policy proposes earmarking of land for mega projects, special packages to promote small units and revival of the sick and closed industries. The policy is a mode to promote private sector participation for the development of basic and industrial infrastructure.

**Other Laws**

In addition to the above, our Company is also required to comply with the Indian Contract Act, 1872, Sales of Goods Act, 1930, Arbitration Act, 1996, Negotiable Instruments Act, 1881, Competition Act, 2002, The Registration Act, 1908 Indian Stamp Act, 1899 other applicable statutes imposed by the Centre or the State for its day-to-day operations.



## HISTORY AND CERTAIN CORPORATE MATTERS

### Brief history of our Company

Our Company was incorporated as "Abha Power and Steel Private Limited", a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated May 27, 2004, issued by the Registrar of Companies, Chhattisgarh. Our Company was converted into a public limited company pursuant to a resolution passed by our Shareholders at an extraordinary general meeting held on March 30, 2024, and a fresh certificate of incorporation dated June 5, 2024, was issued by the Assistant Registrar of Companies, Central Processing Centre, consequent upon conversion, recording the change in the name of our Company to 'Abha Power and Steel Limited'.

### Changes in the Registered Office

Except as disclosed below, there has been no change in the registered office of our Company since the date of incorporation.

Date of change	Details of change in the registered office	Reasons for change
January 2, 2007	Change in our registered office from Shop No.8 Basir Ahmed Complex Near CMD College Link Road Bilaspur, Chhattisgarh India to Silpahri Industrial State Bilaspur, Chhattisgarh India	For administrative convenience

### Main objects of our Company

The main objects contained in our Memorandum of Association are as follows:

1. To carry on the business as manufacturers, producers, processors, re-rollers, job workers, dealers stockists, distributors, importers and exporter of all kinds of Iron and steel products ferrous and nonferrous metals, their alloys and products including aluminium, brass, tin nickel raw steel, mild steel, carbon steel, special steel, spring steel, wrought Iron, stainless steel, pig Iron, sponge iron, ferro alloys, nickel alloy, silicon alloy, miners, smelters and to set up steel furnace, are furnace, induction furnace and continuous casting and hot and cold rolling mill Plants for producing ferrous and non ferrous metals, alloy steels, ingots, billets and all kinds and all sizes, of iron steel re-rolled sections, i.e. Flats, Blooms, Bars, Angles, Rounda, Squares, Rails, Joist, Channels, Slabs, Structures, sections, Stripes, sheets, Plates, Rods, Deformed Bars, Plan & Cold twisted bars and shifting, Wire and wire products, nuts, bolts, nails, tools, and all types of hardware items and to do all kinds of foundry work
2. To carry on in India or elsewhere the business to generate, receive, produce, improve, buy, sell, resell, acquire, use, transmit, accumulate, employ, distribute, develop, handle, protect, supply and to act as agent, broker, representative, consultant, collaborator, or otherwise to deal in electric powering all its branches of such place or places as may be permitted by appropriate authorities by establishment of thermal power plants, hydraulic power plants, atomic power plants, wind power plants, solar power plants & other power plants based on any source of energy as may be developed or invented in future.
3. To Purchase, acquire and undertake or take over all or any part of the business, property and liabilities of any person or Company carrying on or proposing to carry on any business which this company is authorised to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and to appoint dealers and establish company's repair shops, companies sale depots/retail outlets and to act as sales/service agents for Indian/overseas principles for product and related items mentioned above.
4. To open account or accounts with any bank or banks and to pay into and to withdraw money from such Account or accounts.
5. Subject to the provisions of Section 58A and other relevant sections of the Companies Act, 1956 and rules made there under and Directive of Reserve Bank of India to receive money on Deposit with or without

allowances of interest, to borrow or raise money with or without security and/or secure the payment of money by mortgage or by the issue of debentures or debenture stock (perpetual, terminable or otherwise) bond, mortgage, hypothecation, lien or any other security founded or based or charged upon all or any of the property or rights of the company or in such other manner as the company shall think fit and for the purposes aforesaid to charge all or any of the Company's property or assets moveable or immovable, liquid or otherwise, present and future, including its uncalled capital and collaterally or further to secure any securities of the company by a trust deed or other assurance and to redeem, purchase or payoff any such security, provided that the Company shall not do banking business as defined in the Banking Regular on Act, 1949.

6. To pay, satisfy claims made against the Company which may seem expedient to the Board of Directors of the Company to pay, satisfy or compromise.
7. To appoint any person, firm or body corporate as agent/distributors for the purpose of the Company's business in specified area or otherwise
8. To refer or agree to refer other claims, demands, disputes or any other question, by or against the Company or in which the Company is interested or concerned and whether between the Company and member or members his or their representatives or between the Company and third parties to arbitration in India or at any place outside India and to observe and perform and the co all acts, deeds, matter and things, to carry out or enforce the awards, and to institute, defend, compromise withdraw or abandon any legal or other proceeding and claim by or against the Company, by its officers or otherwise, covering the affairs of its the Company subject to the provisions of Section 20 I of the Companies Act, 1956.
9. To apply for and acquire contracts, permits, licenses, letters of intent and quota rights from the Government of India, or from State Government or such Government or Semi Government, Corporations, Companies Firms local Authorities, to effectively undertake the main objects of the Company.
10. To apply, for purchase or otherwise acquire any patents, brevets, invention, licenses concessions and the like conferring on exclusive ] nonexclusive or limited right to use any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem calculated directly or indirectly to benefit this company and to use exercise develop grant, licenses in respect of otherwise turn to account the property right and information so acquired
11. To enter into any partnership or any arrangement for sharing profits union of interest, joint adventure, reciprocal concession or otherwise with any individual, firm or company carrying on or engaged in or about to carry on or engage in any business or enterprises which the company is at authorized to carry on or engage in any business to transaction capable conducted so as directly or indirectly to benefit this company and/or to take or otherwise acquire and hold shares or stock in or securities of and to subsidise or otherwise assist any such company and to sell, hold, reissue, with or without guarantee or otherwise deal with the same.
12. To acquire and take over the whole or any part of the business property and liabilities of any person or persons firms or corporation carrying on any business which the company is authorized to carry on or possessed of any property or rights for the purposes of the Company.
13. From time to time subscribe render services contribute to any charitable, benevolent or useful object of a public character including exhibition, the support or which will in the opinion of the Company and to increase its repute or popularity among its employees, its customers or the public, to give pension, gratuities or chartitable aid to person or persons who have served the company or to the wives, children or other relatives of such persons and to from and contribute to provident and benefit funds for the benefit of person engaged by the Company
14. To enter into any arrangement with any Government or authorities supreme, municipal, local or otherwise that may seen conclusive to the company's objects or any them and to obtain from any such Government or authority any rights privileges and concessions which the company may think fit desirable to obtain and carry out exercise comply with any such arrangements rights privileges and concessions.
15. To dispose of mortgage, exchange, lease or transfer the business property and undertaking of the company or any part there off or any lawful consideration which the company may deem fit to accept and in particular

buy shares fully or partly paid up, debentures, debenture stock bonds or securities of any other company and/or to promote any company or companies for the purpose of acquiring all or any of the properties rights and liabilities for this company or any other purpose which may seem directly or indirectly calculated to benefit this company.

16. Subject to the provisions of the Companies Act, 1956 to lend money to such persons and on such terms and conditions as may seem abrogate with or without security and in particular to customers and others having dealings with the company and to give any guarantee or indemnity as may seem abrogate. But the company will not do banking business as defined under the Banking Regulations Act. 1956.
17. To draw, make accept, endorse, discount, execute, and issue promissory notes, bills of exchange, hundies, bills of lading warrants, debentures and negotiable instruments subject to Reserve Bank of India's Directives.
18. To adopt such lawful means of making known the business of the company as may seem abrogate and in particular by advertising in the press, by circular, by purchases and exhibition of works of art or interest by publication of books and periodicals and by granting prizes, rewards and donation, but the company shall not make any political donation.
19. In event of winding up to distribute any of the company's among the members species or kind.
20. To pay for any right of property acquired by the company and to remunerate any person, firm or body corporate rendering services to the company either by cash payment or by allotment to him or them shares or securities of the company, paid up in part or otherwise.
21. To payout of the funds of the company all expenses of and incidental to the formation, registration, advertisements and establishment of the company and the issue of any circular or notice and printing, stamping, circulating of proxies and forms to be filled up by the members of the company.
22. Subject to the provisions of the Companies Act, 1956, to distribute bonus shares amongst members out of reserve and otherwise apply as the company may from time to time determine, any money received in payment of dividends accrued on forfeited shares and money realised from the sale by the company of the forfeited shares or any money received by way of premium on shares or debentures issued at a premium by the Company to in invest any surplus money of the company in such investments (including shares of stock in the company) as may be thought proper and to hold, sell or otherwise deal with such investments.
23. Subject to provisions of Sections 293-A of the Companies Act, 1956 to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public or other institution or object which shall have any moral or other claims to be supported or aided by the company either by reasons of locality of operations or of public general utility.

#### **Amendments to the Memorandum of Association**

Set out below are the amendments to our Memorandum of Association for the past ten years of our Company till the date of this Prospectus.

<b>Date of member's Resolution</b>	<b>Particulars</b>
November 30, 2008	Increase in the Authorised Share Capital of our Company from ₹2,00,00,000 (rupees two crores) consisting of 200000 (two lakh) Equity Shares of ₹100 each to ₹4,00,00,000 (rupees four crore) consisting of 4,00,000 (four lakh) Equity Shares of ₹100 each.
November 18, 2014	Increase in the Authorised Share Capital of our Company from ₹4,00,00,000 (rupees four crore) consisting of 4,00,000 (four lakh) Equity Shares of ₹100 each to ₹4,50,00,000 (rupees four crore fifty lakh) consisting of 4,50,000 (four lakh fifty thousand) Equity Shares of ₹100 each.
February 24, 2022	Increase in the Authorised Share Capital of our Company from ₹4,50,00,000 (rupees four crore fifty lakh) consisting of 4,50,000 (four lakh fifty thousand)

Date of member's Resolution	Particulars
	Equity Shares of ₹100 each to ₹4,90,00,000 (rupees four crore ninety lakh) consisting of 4,90,000 (four lakh ninety thousand) Equity Shares of ₹100 each.
January 13, 2024	Increase in the Authorised Share Capital of our Company from ₹4,90,00,000 (rupees four crore ninety lakh) consisting of 4,90,000 (four lakh ninety thousand) Equity Shares of ₹100 each to ₹ 20,00,00,000 (rupees twenty crores) consisting of 20,00,000 (twenty lakh) Equity Shares of ₹100 each.
February 15, 2024	Sub-division of authorised share capital of our Company from Rs.20,00,00,000 divided into 20,00,000 shares of Rs. 100 each into Rs. 20,00,00,000 divided into 2,00,00,000 shares of Rs. 10 each.
March 30, 2024	Pursuant to the amendment in the Clause I of the Memorandum of Association comprising the name clause of the Company was amended pursuant to shareholders resolution dated March 30, 2024 to change the name of our Company from “ <i>Abha Power and Steel Private Limited</i> ” to “ <i>Abha Power and Steel Limited</i> ”, and a fresh certificate of incorporation dated June 5, 2024 was issued by the Assistant Registrar of Companies, Central Processing Centre, to our Company.

### Major events and milestones of our Company

The table below sets forth some of the key events in the history of our Company:

Calendar Year	Events
2004	Setting up of MS Ingot manufacturing plant in Hardikala village, Bilaspur, Chhattisgarh
2009	Setting up of spheroidal graphite Iron Foundry
2016	Transformation of Ingot making plant to steel foundry
2018	First Export by our Company
2018	Received empanelment/enlistment as a vendor for NMDC Limited (a Government of India enterprise)
2021	Received manufacturing contract from Integral Coach factory, Chennai ( Body under Indian Railways) for supply of brake support , centering disc and other components. RDSO A class certification in 2021
2022	Order of adapters to Indian Railways
2022	Setting up of 2.99 MW Solar power plant for captive use.
2023	Received approval as a certified vendor for railway components from RDSO, Ministry of Railways.

### Awards and Accreditations

The table below sets forth some of the awards and accreditations in the history of our Company:

Calendar Year	Events
2023	PED Certificate from TUV-Nord for supply of pressure related parts to European nations
2019	Received ISO 9001:2015 from TÜV SÜD South Asia Private Limited for Designing, developing, manufacturing, supply of all iron and steel casting and other similar casting items.

### Significant financial and strategic partnerships

As of the date of this Prospectus, our Company does not have any significant financial or strategic partnerships.

### Time/cost overrun

There has been no time or cost over-run in respect of our business operations.

### Launch of key products or services, entry into new geographies or exit from existing markets

For details of key services launched by our Company, entry into new geographies or exit from existing markets, see “***Our Business***” beginning on page 108 of this Prospectus.

**Defaults or rescheduling/ restructuring of borrowings with financial institutions/ banks**

There have been no instances of rescheduling/ restructuring of borrowings with financial institutions/ banks in respect of our current borrowings from lenders.

**Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last ten years**

Our Company has not made any material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. since its incorporation.

**Holding company**

As of the date of this Prospectus, our Company does not have a holding company.

**Our Subsidiaries**

Our Company has no Subsidiaries as on the date of this Prospectus.

**Joint Venture of our Company**

Our Company has no Joint Ventures as on the date of this Prospectus

## OUR MANAGEMENT

### Board of Directors

Our Board of Directors presently consists of (6) six Directors including 2 Executive Directors, 1 Non-Executive Non-Independent Director and (3) three Independent Directors including (1) One Women Independent Director. The present composition of our Board of Directors and its committees are in accordance with the Companies Act, 2013.

The following table sets forth details regarding our Board as on the date of this Prospectus.

Name, date of birth, designation, address, occupation, term, period of directorship and DIN	Designation	Other Directorships
<b>Atish Agrawal</b>  <b>Date of birth:</b> June 15, 1986  <b>Age (years):</b> 38  <b>Address:</b> Aanand Bhawan, Link Road, Near Sumangal Apartment, Bilaspur, Chhattisgarh - 495001  <b>Occupation:</b> Business  <b>Term:</b> 3 years w.e.f. April 1, 2024 till March 31, 2027 and liable to retire by rotation  <b>Period of directorship:</b> Since April 30, 2019  <b>DIN:</b> 03540841  <b>Nationality:</b> Indian	Managing Director	<i>Indian Companies</i>  <ul style="list-style-type: none"> <li>Abha Jewellers And Gems Private Limited</li> </ul> <i>Foreign Companies</i> NIL
<b>Satish Kumar Shah</b>  <b>Date of birth:</b> January 2, 1963  <b>Age (years):</b> 61  <b>Address:</b> L-10, Shree Sadan, Shesh Colony, Vinoba Nagar, Bilaspur, Chhattisgarh, India - 495004  <b>Occupation:</b> Business  <b>Term:</b> 3 years w.e.f. April 1, 2024 till March 31, 2027 and liable to retire by rotation  <b>Period of directorship:</b> Since April 30, 2019  <b>DIN:</b> 02324456	Whole-time Director	<i>Indian Companies</i>  <ul style="list-style-type: none"> <li>Shah Metalics Private Limited</li> </ul> <i>Foreign Companies</i> NIL

Name, date of birth, designation, address, occupation, term, period of directorship and DIN	Designation	Other Directorships
---	-------------	---------------------

**Nationality:** Indian

<b>Subhash Chand Agrawal</b> <b>Date of birth:</b> May 5, 1956 <b>Age (years):</b> 68 <b>Address:</b> Aanand Bhawan, Link Road, Near Sumangal Apartment, Bilaspur, Chhattisgarh - 495001 <b>Occupation:</b> Business <b>Term:</b> Liable to retire by rotation <b>Period of directorship:</b> April 30, 2019 <b>DIN:</b> 01644038 <b>Nationality:</b> Indian	Non-Executive Non-Independent Director	<i>Indian Companies</i> <ul style="list-style-type: none"> <li>Abha Jewellers And Gems Private Limited</li> <li>Sunflower Commotrade Private Limited</li> </ul> <i>Foreign Companies</i> Nil
--	--	---

<b>Harsh Singrodia</b> <b>Date of birth:</b> July 5, 1989 <b>Age (years):</b> 34 <b>Address:</b> Near Aloka Cinema, Ganges Garden, Ga4, 3rd Floor, A, 106 Kiran Chandra Singha Road, Shibpur, Howrah -711102 <b>Occupation:</b> Business <b>Term:</b> From April 22, 2024 till April 21, 2029 <b>Period of directorship:</b> From April 22, 2024 <b>DIN:</b> 09118132 <b>Nationality:</b> Indian	Independent Director	<i>Indian Companies</i> <ul style="list-style-type: none"> <li>Jajodia Equity Advisors Services Limited</li> <li>Garbi Finvest Limited</li> </ul> <i>Foreign Companies</i> NIL
--	----------------------	---

<b>Pankaj Jhavar</b> <b>Date of birth:</b> October 3, 1984 <b>Age (years):</b> 39 <b>Address:</b> Surya Tower, 5 <sup>th</sup> Floor,	Independent Director	<i>Indian Companies/LLP</i> <ul style="list-style-type: none"> <li>Wiseways Advisory LLP</li> </ul> <i>Foreign Companies</i> NIL
--	----------------------	---

Name, date of birth, designation, address, occupation, term, period of directorship and DIN	Designation	Other Directorships
Flat-5B, 258/16, A.P.C. Road, Beadon Street, Kolkata, West Bengal 700 006		
<b>Occupation:</b> Business		
<b>Term:</b> From April 22, 2024 till April 21, 2029		
<b>Period of directorship:</b> From April 22, 2024		
<b>DIN:</b> 01571775		
<b>Nationality:</b> Indian		
<b>Shristi Garg</b>	Independent Director	<i>Indian Companies</i>
<b>Date of birth:</b> December 7, 1990		• <i>Kratus Pro Consultants LLP</i>
<b>Age (years):</b> 33		<i>Foreign Companies</i>
<b>Address:</b> 1 A, Raja Gopendra Street, Hatkhola S.O, Kolkata, West Bengal 700005		NIL
<b>Occupation:</b> Business		
<b>Term:</b> From April 22, 2024 till April 21, 2029		
<b>Period of directorship:</b> From April 22, 2024		
<b>DIN:</b> 07711088		
<b>Nationality:</b> Indian		

#### Arrangement or understanding with major Shareholders, customers, suppliers or others

None of our Directors have been appointed pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or others. For details, please see *History and Certain Corporate Matters* beginning on page 138.

#### Brief profiles of our Directors

**Atish Agrawal** is the Managing Director and one of the Promoters of our Company. He has completed his B. Tech from IIT Varanasi, BHU. He has worked as a Management Trainee in Tata Steel from July, 2008 till August, 2009. He has been associated with our company from 2009. He is having more than 15 year of experience in manufacturing of steel and alloys. He is presently responsible for manufacturing operation and overall management of the Company.

**Satish Kumar Shah** is a Whole-time Director and one of the Promoters of our Company. He holds a Bachelor's degree in Science and Master in Botany from Ranchi University. He was previously involved in Dolomite



Mining. He is associated with our Company since 2004. He is looking after the project planning, research and development of new products, plant maintenance and general administration.

**Subhash Chand Agrawal** is Non-Executive Non-Independent Director and one of the Promoters of our Company. Education qualification: Nil. He is having 20 years of experience in manufacturing of alloys and steel.

**Harsh Singrodia** is an Independent Director of our Company. He has completed his degree in Bachelor of Commerce from University of Calcutta and completed his L.L.B. from Utkal University. He has also completed the professional programme examination held by the Institute of Company Secretaries of India. He has 8 years of experience. He has previously worked with Capgemini and DWF (Mindcrest). He currently run Proprietorship firm in the name and style of M/s Azure Legal and is providing legal services.

**Pankaj Jhawar** is an Independent Director of our Company. He has also completed his Company Secretary course from the final examination held by the Institute of Company Secretaries of India. He is a practicing company secretary and having more than 6 years of experience in corporate law compliance.

**Shristi Garg** is an Independent Director of our Company. She has completed her degree in bachelors from Shree THK Jain College, affiliated to Calcutta University. She has also completed her Company Secretary course from the Institute of Company Secretaries of India and is a fellow member of the Institute of Company Secretaries of India. She is a practicing company secretary and having more than 7 years of experience in corporate law compliance.

#### **Relationship between Directors and Key Managerial Personnel and Senior Managerial Persons**

Other than Subhash Chand Agrawal and Atish Agrawal, who are father and son, and Satish Kumar Shah and Naleen Shah who are father and son, none of our Directors are related to each other or to our Key Managerial Personnel.

#### **Employment or Service Agreement with our Director**

We have not entered into any service agreement or formal employment agreement with any of our Director. The terms of appointment and remuneration of our Directors were determined by way of the respective Board and Shareholders resolution approving their appointment.

#### **Compensation of Whole-time Director/ Compensation of Managing Directors**

<b>Atish Agrawal, Managing Director</b>	
I. Salary (Excluding perquisites)	₹2.50 lakhs per month. Further, the annual increments to the salary will not exceed 20% per annum at the discretion of the Board of Directors based on the recommendations of the Nomination and Remuneration Committee.
II. Commission	NIL
III. Perquisites and other allowances	<ul style="list-style-type: none"> <li>• Reimbursement of medical expenses covering medical treatment for self and family, including premium for insurance and other related expenses</li> <li>• Expenses incurred for travelling, boarding and lodging including during business trips and provision of car &amp; fuel for use on Company's business and communication expenses at residence &amp; mobile shall be reimbursed at actuals.</li> <li>• Such other allowances, benefits, utilities, amenities, reimbursement of expenditure and such other facilities at the discretion of the Board</li> <li>• All perquisites and other allowances limited to a maximum value equal to the annual salary.</li> </ul>
IV. Other benefits	In the event of loss of office, the Managing Director shall be paid compensation in the manner and to the extent and subject to the limits or priorities prescribed under Schedule V of the Companies Act, 2013
V. Remuneration paid for FY 2023-24	NIL

**Satish Kumar Shah, Whole-time Director**

I. Salary (Excluding perquisites)	Rs. 1.00 lakh per month. Further, the annual increments to the salary will not exceed 20% per annum at the discretion of the Board of Directors based on the recommendations of the Nomination and Remuneration Committee.
II. Commission	NIL
III. Perquisites and other allowances	<ul style="list-style-type: none"> <li>Reimbursement of medical expenses covering medical treatment for self and family, including premium for insurance and other related expenses</li> <li>Expenses incurred for travelling, boarding and lodging including during business trips and provision of car &amp; fuel for use on Company's business and communication expenses at residence &amp; mobile shall be reimbursed at actuals.</li> <li>Such other allowances, benefits, utilities, amenities, reimbursement of expenditure and such other facilities at the discretion of the Board</li> <li>All perquisites and other allowances limited to a maximum value equal to the annual salary.</li> </ul>
IV. Other benefits	In the event of loss of office, the Managing Director shall be paid compensation in the manner and to the extent and subject to the limits or priorities prescribed under Schedule V of the Companies Act, 2013
V. Remuneration paid for FY 2023-24	NIL

**Sitting fees and commission paid to our Independent Directors**

Our Company did not have any Independent Directors in the Financial Year 2024 and as such, there was no sitting fees or commission paid.

**Remuneration paid or payable to our Directors from our subsidiaries or associate company**

Our Company does not have any subsidiaries or associate company as on date of this Prospectus.

**Bonus or profit-sharing plan for the Directors**

Our Company does not have any bonus or profit-sharing plan for our Directors.

**Shareholding of our Directors**

Our Articles of Association do not require our Directors to hold any qualification shares.

The details of shareholding of our Directors as on the date of this Prospectus is set out below.

Sr. No.	Name of the Shareholder	Number of Equity Shares	Percentage of the Pre-Issue Equity Share capital (%) <sup>*</sup>
1.	Subhash Chand Agrawal	28,07,100	19.43
2.	Satish kumar Shah	9,99,900	6.92
3.	Atish Agrawal	5,10,000	3.53
<b>Total</b>		<b>43,17,000</b>	<b>29.88</b>

For further details, please refer to *Capital Structure - The aggregate shareholding of the Promoters and Promoter group* on page 73.

**Contingent and/or deferred compensation payable to our Whole-time Director**

There are no contingent or deferred compensation payable to our Executive Director which does not form part of his remuneration.

### **Borrowing Powers**

Pursuant to our Articles of Association and the provisions of the Companies Act, 2013 and the rules framed thereunder, our Board is authorised to raise or borrow funds or any sums of monies which together with the money already borrowed not exceeding ₹100 crores.

### **Interest of Directors**

Our Executive Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any.

Our Non-Executive Directors may be deemed to be interested to the extent of sitting fees payable to them by our Company for attending meetings of our Board or committees thereof.

Our Directors may be interested to the extent of Equity Shares, if any, held by them, or held by the entities in which they are associated as partners, 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 and any dividend and other distributions payable in respect of such Equity Shares.

None of our Directors have availed any loan from our Company.

No sum has been paid or agreed to be paid to our Directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce him/ her to become, or to qualify him/ her as a Director, or otherwise for services rendered by him/ her or by such firm or company, in connection with the promotion or formation of our Company.

### **Interest in property**

None of our Directors are interested in any property acquired or proposed to be acquired by our Company.

### **Interest in promotion or formation of our Company**

Satish Kumar Shah, Subhash Chand Agrawal and Atish Agrawal are the Promoters of the Company. For further details regarding our Promoters, see ***Our Promoters and Promoter Group*** beginning on page 155.

### **Business interest**

Except as stated in the sections titled ***Restated Financial Information – Related Party Transactions*** on page 194, our Directors do not have any other business interest in our Company.

### **Confirmation**

None of our Directors is or was a director of any listed company whose shares have been or were suspended from being traded on any stock exchanges in India during the term of their directorship in such companies, in the last five years preceding the date of this Prospectus.

None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchanges, during the term of their directorship in such Companies.

None of our Directors have been declared as wilful defaulters or fraudulent borrowers.

### **Confirmation in relation to RBI Circular dated July 1, 2016**

Neither our Company nor any of our Directors have been declared as fraudulent borrowers by RBI in terms of the RBI circular dated July 1, 2016.

## Changes in our Board during the last three years

The changes in our Board of our Company during the last three years till the date of this Prospectus are set forth below:

Name of Director	Date	Reason
Ankit Agrawal	November 28, 2023	Resignation due to personal Reason
Harish Kumar Shah	November 28, 2023	Resignation due to personal Reason
Subhash Chand Agrawal	November 30, 2023	Appointment as Whole Time Director.
Atish Agrawal	April 1, 2024	Change in designation to Managing Director.
Satish Kumar Shah	April 1, 2024	Appointment as Whole-time Director
Harsh Singrodia	April 22, 2024	Appointment as Independent Director
Pankaj Jhawar	April 22, 2024	Appointment as Independent Director
Shristi Garg	April 22, 2024	Appointment as Independent Director
Subhash Chand Agrawal	April 22, 2024	Change in designation from Whole-time Director to Non-Executive Non-Independent Director.

## Corporate Governance

As our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, as on date of this Prospectus, the requirement specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (LODR) Regulations, 2015 are not applicable to our Company. In additions to the applicable provisions of the Companies Act, 2013 will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges. However, our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

Our Board of Directors presently consists of (6) Six Directors (2) two Executive Directors, (1) one Non-Executive Non-Independent Director and (3) three Independent Directors including (1) One Women Independent Director. The present composition of our Board of Directors and its committees are in accordance with the Companies Act, 2013.

The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act, 2013 in relation to the composition of our Board and constitution of committees thereof.

## Board committees

Our Board has constituted following committees in accordance with the requirements of the Companies Act and SEBI Listing Regulations:

- Audit Committee;
- Nomination and Remuneration Committee;
- Stakeholders Relationship Committee;

Details of each of these committees are as follows:

### a) Audit Committee

The Audit Committee was constituted pursuant to a meeting of our Board held on April 22, 2024.

The Audit Committee currently consists of:

- Pankaj Jhawar (*Chairperson*);
- Shristi Garg (*Member*)
- Harsh Singrodia (*Member*); and
- Atish Agrawal (*Member*)

Further, the Company Secretary of our Company shall act as the secretary to the Audit Committee.

The scope, functions and the terms of reference of the Audit Committee is in accordance with the Section 177 of the Companies Act, 2013 and Regulation 18 (3) Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule II Part C.

1. oversight of our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. recommendation for appointment, remuneration and terms of appointment of our auditors;
3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board of Directors for approval, with particular reference to:
  - (a) matters required to be included in the director's responsibility statement to be included in the Board of Director's report in terms of Section 134(3)(c) of the Companies Act, 2013;
  - (b) changes, if any, in accounting policies and practices and reasons for the same;
  - (c) major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) significant adjustments made in the financial statements arising out of audit findings;
  - (e) compliance with listing and other legal requirements relating to financial statements;
  - (f) disclosure of any related party transactions;
  - (g) modified opinion(s) in the re audit report.
5. reviewing, with the management, the quarterly financial statements before submission to the Board of Directors for approval;
6. 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 of Directors to take up steps in this matter;
7. reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
8. approval or any subsequent modification of our transactions with related parties;
9. scrutiny of inter-corporate loans and investments;
10. valuation of our undertakings or assets of our Company, wherever it is necessary;
11. evaluation of internal financial controls and risk management systems;
12. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. 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;
14. discussion with internal auditors of any significant findings and follow-up there on;
15. 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 of Directors;
16. 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;
17. 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;
18. to review the functioning of the whistle blower mechanism;
19. approval of appointment of chief financial officer after assessing the qualifications, experience and background of the candidate;
20. carrying out any other function as is mentioned in the terms of reference of the audit committee.
21. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding Rs.100 crores 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; and
22. consider and comment on our rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc. on the Company and on our shareholders.

**A. Mandatory review by the Audit Committee:** The Audit Committee shall mandatorily review the following:

1. management discussion and analysis of financial condition and results of operations;
2. statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. management letters / letters of internal control weaknesses issued by the statutory auditors;
4. internal audit reports relating to internal control weaknesses;
5. the appointment, removal and terms of remuneration of the chief internal auditor;
6. statement of deviations involving:
  - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations;
  - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations.

**b) Nomination and Remuneration Committee:**

The Nomination and Remuneration committee was constituted by a resolution of our Board dated April 22, 2024.

The Nomination and Remuneration Committee currently consists of:

- a) Shristi Garg (*Chairperson*);
- b) Harsh Singrodia (*Member*); and
- c) Pankaj Jhawar (*Member*)

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 Regulation 19 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms of reference of Nomination and Remuneration Committee shall include the following:

1. 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;
2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board of Directors and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board of Directors for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - (a) use the services of external agencies, if required;
  - (b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - (c) consider the time commitments of the candidates.
3. formulation of criteria for evaluation of performance of independent directors and the Board of Directors;
4. devising a policy on diversity of Board of Directors;
5. 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;
6. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors; and
7. recommend to the Board of Directors, all remuneration, in whatever form, payable to senior management.

**c) Stakeholders' Relationship Committee**

The Stakeholders' Relationship Committee was constituted pursuant to a meeting of our Board held on April 22, 2024. The Stakeholders' Relationship Committee is in compliance with Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations. The Stakeholders' Relationship Committee currently consists of:

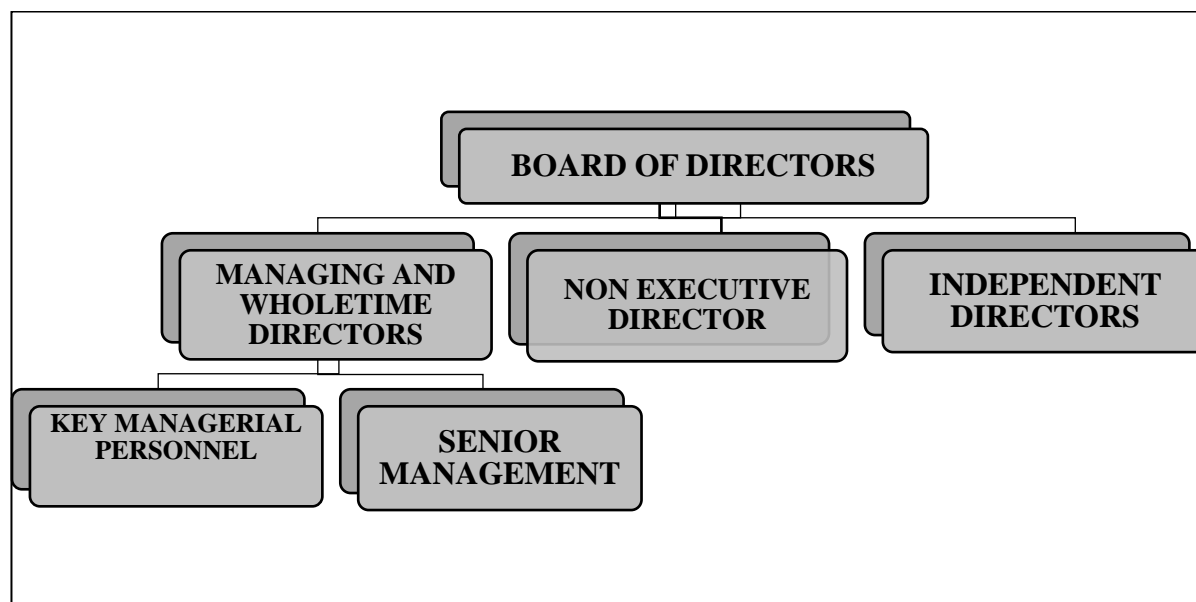
- a) Harsh Singrodia (*Chairperson*);
- b) Pankaj Jhawar (*Member*); and
- c) Subhash Chand Agrawal (*Member*)

### Role of Stakeholders' Committee

The role of Stakeholder Relationship Committee, together with its powers, is as follows:

1. resolving the grievances of the security holders of our Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
2. review of measures taken for effective exercise of voting rights by shareholders;
3. review of adherence to the service standards adopted by our Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
4. review of various measures and initiatives taken by our Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of our Company.
5. Reviewing on a periodic basis the approval/refusal of transfer or transmission of shares, debentures or any other securities.
6. Review the process and mechanism of redressal of Shareholders' /Investor's grievance and suggest measures of improving the system of redressal of Shareholders' /Investors' grievances.
7. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting.

### Management Organization Structure



### Key Managerial Personnel and Senior Managerial Personnel

The details of our Key Managerial Personnel, as on the date of this Prospectus are set forth below.

**Naleen Shah**, aged 26 years, is Chief Financial Officer of our Company. He has done his bachelor's degree in Commerce (Hons) from the Christ University, Bangalore. He is having more than 2 years of experience in accounting and financials matter. He was previously associated with our Company and with effect from April 1, 2024, as the Chief Financial Officer of our Company. Presently, he is overseeing finance, accounting and budgets

including financial reporting and internal control system. Since, he was appointed as the Chief Financial Officer of our Company with effect from April 1, 2024, he has not received any remuneration during Fiscal 2024, in the capacity of a Chief Financial Officer.

**Pratibha Patel**, aged 26 years, is the Company Secretary and Compliance Officer of our Company. She is an associate member of the Institute of Company Secretaries of India. She has done her bachelor's degree in Commerce from the Maharaja Agrasen International College, Raipur. She is having 3 years of experience in corporate law compliances. She has been associated with our Company since April 1, 2024. She is overseeing the compliance and secretarial related matters of our Company. Since, she was appointed as the Company Secretary and Compliance Officer of our Company with effect from April 1, 2024, she has not received any remuneration during Fiscal 2024.

All our Key Managerial Personnel are permanent employees of our Company.

#### **Senior Managerial Personnel**

We have not designated any personnel as Senior Management Personnel of our Company

#### **Service Contracts with Key Managerial Personnel**

Other than the statutory benefits that the KMPs are entitled to, upon their retirement, Directors and the Key Managerial Personnel of our Company as detailed in their respective appointment letters, they have not entered into any service contracts pursuant to which they are entitled to any benefits upon termination of employment or retirement.

#### **Interest of Key Managerial Personnel and Senior Managerial Personnel**

Other than to the extent of the remuneration, benefits, interest of receiving dividends on the Equity Shares, reimbursement of expenses incurred in the ordinary course of business, our Key Managerial Personnel have no other interest in the equity share capital of the Company.

No loans have been availed by our Key Managerial Personnel from our Company as on the date of this Prospectus.

#### **Relationship amongst Key Managerial Personnel and Senior Managerial Personnel**

None of our Key Managerial Personnel and Senior Managerial Personnel are related to each other.

#### **Arrangements and understanding with major Shareholders, customers, suppliers or others**

None of our Key Managerial Personnel and Senior Managerial Personnel have been appointed pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or others.

#### **Compensation and/or benefits to our Key Managerial Personnel and Senior Managerial Personnel**

No amount of compensation has been paid, and/or benefits granted to our Key Managerial Personnel and to our Senior Managerial Personnel during the last financial year, on an individual basis by the Company for the services provided by our Key Managerial Personnel in all capacities, including contingent or deferred compensation accrued for the year and payable at a later date, which does not form part of their remuneration.

#### **Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Managerial Personnel**

There is no contingent or deferred compensation payable to any of our Key Managerial Personnel and Senior Managerial Personnel.

#### **Bonus or profit-sharing plan for the Key Managerial Personnel and Senior Managerial Personnel**



There is no bonus or profit-sharing plan for the Key Managerial Personnel and Senior Managerial Personnel.

#### **Status of Key Managerial Personnel and Senior Managerial Personnel**

All our Key Managerial Personnel and Senior Managerial Personnel are permanent employees of our Company.

#### **Shareholding of Key Managerial Personnel and Senior Managerial Personnel**

Except our Managing Director, none of our Key Managerial Personnel and Senior Managerial Personnel hold Equity Shares in our Company as on the date of this Prospectus.

#### **Changes in Key Managerial Personnel during the last three years and Senior Managerial Personnel**

<b>Particulars</b>	<b>Designation</b>	<b>Date of Appointment/ Cessation</b>
Atish Agrawal	Change in designation from Whole Time Director to Managing Director.	April 1, 2024
Satish Kumar Shah	Change in designation from Director to Whole Time Director.	April 1, 2024
Subhash Chand Agrawal	Change in designation from Whole Time Director to Non-Executive Director.	April 22, 2024
Subhash Chand Agrawal	Appointed as Whole Time Director	November 30, 2023
Harish Kumar Shah	Cessation as Director	November 28, 2023
Ankit Agrawal	Cessation as Director	November 28, 2023
Susanta Banerjee	Cessation from Head of Steel Plant	August 31, 2024

#### **Attrition of Key Managerial Personnel and Senior Managerial Personnel**

The attrition of Key Managerial Personnel is not high in our Company.

#### **Payment or Benefit to Key Managerial Personnel and Senior Managerial Personnel of our Company**

No non-salary related amount or benefit has been paid or given to any officers of our Company, including Key Managerial Personnel and Senior Managerial Personnel since its incorporation or is intended to be paid or given, as on the date of filing of this Prospectus other than in the ordinary course of their employment.

#### **Employee Stock Options and Stock Purchase Schemes**

As on date of this Prospectus, our Company does not have any Employee Stock Options and other Equity-Based Employee Benefit Schemes.

## OUR PROMOTERS AND PROMOTER GROUP

### Our Promoters

Subhash Chand Agrawal, Satish Kumar Shah Sunflower Commotrade Private Limited, Ankit Agarwal, Atish Agarwal and Leela Devi Agarwal are the Promoters of our Company. As on the date of this Draft Prospectus, our Promoters' shareholding in our Company is as follows:

Sr. No.	Name of the Promoter	No. of Equity Shares held	% of Pre-Issue issued, subscribed and paid-up Equity Share capital*
1.	Subhash Chand Agrawal	28,07,100	19.43
2.	Satish Kumar Shah	9,99,900	6.92
3.	Sunflower Commotrade Private Limited	54,27,000	37.56
4.	Ankit Agarwal	9,80,400	6.79
5.	Atish Agarwal	5,10,000	3.53
6.	Leela Devi Agarwal	Nil	Nil

\*Rounded-off to the closest decimal

For details of the build-up of the Promoters' shareholding in our Company, see "**Capital Structure – Details of Shareholding of our Promoters, members of the Promoter Group in our Company**", on page 67.

### Details of our Promoters



#### Subhash Chand Agrawal

Subhash Chand Agrawal, born on May 5, 1956, aged 68, is a resident of India. He resides at Aanand Bhawan, Link Road, Near Sumangal Apartment, Bilaspur, Chattisgarh - 495001.

Permanent Account Number: ABDPA3990R

For his complete profile along with the details of his educational qualification, experience in the business, positions/posts held in past, directorships held, other ventures, special achievements, his business and financial activities, see "**Our Management - Brief Profile of our Directors**" on page 137.



#### Satish Kumar Shah

Satish Kumar Shah, born on January 2, 1963 aged 61, is a resident of India. he resides at L-10, Shree Sadan, Shesh Colony, Vinoba Nagar, Bilaspur, Chattisgarh - 495001.

Permanent Account Number: AZSPS8326C

For his complete profile along with the details of his educational qualification, experience in the business, positions/posts held in past, directorships held, other ventures, special achievements, his business and financial activities, see "**Our Management - Brief Profile of the Directors**" on page 137.

**Atish Agrawal**

Atish Agrawal, born on June 15, 1986, aged 38, is a resident of India. he resides at Aanand Bhawan, Link Road, Near Sumangal Apartment, Bilaspur, Chattisgarh - 495001.

*Permanent Account Number: AGWPA3435H*

For his complete profile along with the details of his educational qualification, experience in the business, positions/posts held in past, directorships held, other ventures, special achievements, his business and financial activities, see “***Our Management - Brief Profile of the Directors***” on page 137.

**Ankit Agrawal**

Ankit Agrawal, born on December 21, 1984, aged 40, is a resident of India. he resides at Aanand Bhawan, Link Road, Near Sumangal Apartment, Bilaspur, Chattisgarh - 495001.

*Permanent Account Number: AAYPA1779N*

Ankit Agrawal, is one of the promoter of our Company. Education qualification: Nil. He has more than 15 years of experience in the field of management and manufacturing of steel and alloys and real estate

**Leela Devi Agrawal**

Leela Devi Agrawal, born on October 14, 1962, aged 62, is a resident of India. he resides at Aanand Bhawan, Link Road, Near Sumangal Apartment, Bilaspur, Chhattisgarh - 495001.

*Permanent Account Number: AAYPA1796R*

Leela Devi Agrawal, is one of the promoter of our Company. She does not hold any formal education. She does not have any work experience.

---

***Sunflower Commotrade Private Limited******Corporate Information:***

Sunflower Commotrade was incorporated as a private limited company on November 11, 2008 under the Companies Act, 1956. Its Corporate Indentity Number is U51909CT2008PTC001157. Sunflower Commotrade was incorporated with the object of undertaking the trading business and general supplier. There have been no changes to the primary business activities undertaken by Sunflower Commotrade.

The registered office of Sunflower Commotrade is located at Opposite Abha Jewellers, Sarafa Gali, Sadarbazar Juni Line, Bilaspur, Bilaspur 495001, Chattisgarh, India.

The main objects of Sunflower Commotrade Private Limited (**SCPL**) allow SCPL to undertake the business of trading in goods and commodities and also undertake business as distributor, agents, traders, broker and otherwise deal in merchandise and articles of all kind. However, at present SCPL is not engaged in any active business

***Shareholding Pattern***

As on the date of this Prospectus, the authorised share capital of Sunflower Commotrade is Rs.13.00 lakhs divided into 1,30,000 equity shares of face value of ₹10 each. The issued and paid-up sharecapital of Sunflower

Commotrade, as on the date of this Prospectus is Rs. 13.00 lakhs divided into 1,30,000 equity shares of face value of ₹10 each.

The following table sets forth details of the shareholding pattern of Sunflower Commotrade, as on the date of this Prospectus:

S. No.	Name of shareholder	Number of shares held	Percentage (%) of shareholding
1.	Ankit Agrawal	50,000	38.46%
2.	Leela Agrawal	60,000	46.15%
3.	Atish Agrawal	20,000	15.39%
<b>Total</b>		<b>1,30,000</b>	<b>100.00%</b>

#### *Board of directors*

As on the date of this Prospectus, the board of directors of Sunflower Commotrade is as under:

1. Ankit Agrawal; and
2. Subhash Chand Agrawal

#### *Promoters*

As on the date of this Prospectus, the promoters of Sunflower Commotrade are as under:

1. Ankit Agrawal;
2. Leela Agrawal; and
3. Subhash Chand Agrawal

Our Company confirms that the permanent account number, bank account number, passport number, the Aadhar card number and driving license number of our Promoters shall be submitted to the Stock Exchanges at the time of filing of this Prospectus.

#### **Changes in control of our Company**

There has not been any change in the control of our Company in the five (5) years immediately preceding the date of this Prospectus.

#### **Interest of our Promoters**

Our Promoters are interested in our Company to the extent of: (i) having promoted our Company; (ii) their shareholding and the shareholding of their relatives in our Company and the dividend payable, if any, and other distributions in respect of the Equity Shares held by him or their relatives; and (iii) of remuneration payable to them as Directors of our Company. For further details, see "**Capital Structure**", "**Our Management**", "**Summary of the Issue Document - Related Party Transactions**" and "**Interest in property – Our Management**" and "**Restated Financial Statements**" beginning on pages 63, 143, 22 and 148 respectively.

Except as stated in "**Summary of the Issue Document - Related Party Transactions**" beginning on page 22 and disclosed in "**Our Management– Interest of Director**" beginning on page 148, there has been no payment of any amount or benefit given to our Promoters or Promoter Group during the two years preceding the date of filing of the Prospectus nor is there any intention to pay any amount or give any benefit to our Promoters or Promoter Group as on the date of filing of this Prospectus.

#### **Experience of our Promoters in the business of our Company**

Except for Leela Devi Agarwal, all our Promoters are experienced in the line of business in which our Company operates. For details in relation to experience of our Promoters in the business of our Company, see "**Our Management**" on page 143.

### Companies or firms with which our Promoters have disassociated in the last three years

Our Promoters have not disassociated themselves from any company or firm during the three years preceding the date of filing of this Prospectus except:

1. Weld Designs Private Limited has been voluntarily struck off in the past

### Confirmations

Our Promoters have not been declared as Wilful Defaulters or Fraudulent Borrowers.

Our Promoters and members of our Promoter Group have not been debarred from accessing the capital market for any reasons by SEBI or any other regulatory or governmental authorities.

Our Promoters are not promoters or directors of any other Company which is debarred from accessing capital markets.

No material guarantees have been given to third parties by our Promoters with respect to Equity Shares of our Company.

Our Promoters are not interested in any other entity which holds any intellectual property rights that are used by our Company.

### Promoter Group

Persons constituting the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations except the Promoters are set out below:

*Natural persons forming part of our Promoter Group (other than our Promoters):*

Sr. No.	Name of the Individuals	Relationships
<b>Subhash Chand Agrawal</b>		
1.	Leela Devi Agrawal	Spouse
2.	Late Fateh Chand Agrawal	Father
3.	Late Keshar Bai Agrawal	Mother
4.	Late Suresh Agrawal	Brother
5.	Rajkumar Agrawal	Brother
6.	Late Ashok Agrawal	Brother
7.	Manoj Agrawal	Brother
8.	Late Rajesh Agrawal	Brother
9.	Maya Agrawal	Sister
10.	Mamta Agrawal	Sister
11.	Ankit Agrawal	Son
12.	Atish Agrawal	Son
13.	Abha Agrawal	Daughter
14.	Late Harish Chand Agrawal	Spouse's Father
15.	Late Parmeshwari Agrawal	Spouse's Mother
16.	Satish Agrawal	Spouse's Brother
17.	Sanjay Agrawal	Spouse's Brother
18.	Suresh Agrawal	Spouse's Brother
19.	Anju Agrawal	Spouse's Sister
20.	Nirmala Agrawal	Spouse's Sister
<b>Satish Kumar Shah</b>		
1.	Late Gauri Shankar Shah	Father
2.	Savitri Devi	Mother
3.	Harish Kumar shah	Brother

Sr. No.	Name of the Individuals	Relationships
4.	Girish Kumar Shah	Brother
5.	Seema Agrawal	Sister
6.	Anjana Shah	Spouse
7.	Param Shah	Son
8.	Naleen Shah	Son
9.	Murarilal Agrawal	Spouse's Father
10.	Meera Devi Agrawal	Spouse's Mother
11.	Madhusudan Agrawal	Spouse's Brother
12.	Sanjay Agrawal	Spouse's Brother
<b>Atish Agrawal</b>		
1.	Subhash Chand Agrawal	Father
2.	Leela Devi Agrawal	Mother
3.	Ankit Agrawal	Brother
4.	Abha Agrawal	Sister
5.	Shikha Agrawal	Spouse
6.	Ashita Agrawal	Daughter
7.	Samriddhi Agrawal	Daughter
8.	Gopal Prasad Agrawal	Spouse's Father
9.	Sadhana Agrawal	Spouse's Mother
10.	Megha Gupta	Spouse's Sister
11.	Abhishek Agrawal	Spouse's Brother
<b>Ankit Agrawal</b>		
1.	Subhash Chand Agrawal	Father
2.	Leela Devi Agrawal	Mother
3.	Atish Agrawal	Brother
4.	Abha Agrawal	Sister
5.	Siddhi Agrawal	Spouse
6.	Advik Agrawal	Son
7.	Anvit Agrawal	Son
8.	Adya Agrawal	Daughter
9.	Pawan Sultania	Spouse's Father
10.	Sumitra Sultania	Spouse's Mother
11.	Ankit Sultania	Spouse's Brother
<b>Leela Devi Agarwal</b>		
1.	Late Harish Chand Agrawal	Father
2.	Late Parmeshwari Agrawal	Mother
3.	Satish Agrawal	Brother
4.	Sanjay Agrawal	Brother
5.	Suresh Agrawal	Brother
6.	Anju Agrawal	Sister
7.	Subhash Chand Agrawal	Spouse
8.	Ankit Agrawal	Son
9.	Atish Agrawal	Son
10.	Abha Agrawal	Daughter
11.	Late Fateh Chand Agrawal	Spouse's Father
12.	Late Keshar Bai Agrawal	Spouse's Mother
13.	Late Suresh Agrawal	Spouse's Brother
14.	Rajkumar Agrawal	Spouse's Brother
15.	Late Ashok Agrawal	Spouse's Brother
16.	Manoj Agrawal	Spouse's Brother
17.	Late Rajesh Agrawal	Spouse's Brother
18.	Maya Agrawal	Spouse's Sister
19.	Mamta Agrawal	Spouse's Sister

*Entities forming part of our Promoter Group (other than our Promoters and Corporate Promoter):*

<b>Sr. No.</b>	<b>Name of the entities</b>
<b>Body corporates in which at least 20% of the equity share capital is held by our Promoters or the immediate relatives as set out above of our Promoters</b>	
1.	Abha Jewellers and Gems Private Limited
2.	Atish Kumar Agrawal And Sons
3.	Satish Kumar shah HUF
4.	Shah Mettalics Private Limited
5.	Sunflower Commotrade Pvt Ltd
6.	BSP Realtrade
7.	Agrawal Ventures
8.	Shree G Buildcon
9.	Ankit Agrawal HUF
10.	Subhash Chand Agrawal HUF
11.	Abha Jewellers
12.	Ashita Ventures

## OUR GROUP COMPANIES

As per the SEBI ICDR Regulations and the applicable accounting standards, for the purpose of identification of group companies, our Company has considered (i) the companies (other than Subsidiaries) with which there are related party transactions as disclosed in the Restated Financial Statements of our Company in any of the last three financial years; and (ii) other companies considered material by our Board pursuant to the Materiality Policy.

Accordingly, all such companies with which our company had related party transactions as per the Restated Financial Statements, as covered under the relevant accounting standard have been considered as Group companies in terms of SEBI ICDR Regulations.

Additionally, pursuant to the Materiality Policy, a company shall be considered material and shall be disclosed as a Group Company in this Prospectus if a material adverse change in such company, can lead to a material adverse effect on our Company and its revenue and profitability

Accordingly, in terms of the Materiality Policy, the Board has identified Abha Jewellers and Gems Private Limited as the Group Company of the Company.

### Details of our Group Company

#### Abha Jewellers and Gems Private Limited

##### *Corporate information and nature of business*

Abha Jewellers and Gems Private Limited (“**AJGPL**”) having its registered office at Sarafa Gali Sadar Bazaar, Bilaspur, Chattisgarh – 495 001, India. Abha Jewellers and Gems Private Limited is engaged in the business of retail trading of all types of Jewellery of gold, silver, diamond and other precious stones. For the details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and net asset value per share, please refer the audited financial statements of AJGPL for financial years ended March 31, 2023, March 31, 2022, and March 31, 2021, which are available on the Company’s website at [www.abhacast.com](http://www.abhacast.com).

### Public or rights issue in the preceding three years

Our Group Company has not made any public or rights issue (as defined under the SEBI ICDR Regulations) in the three years immediately preceding the date of this Prospectus.

### Details of Group Companies under Winding up

As on the date of this Prospectus, our Group Company has not been declared insolvent/bankrupt under the Insolvency and Bankruptcy code, 2016 as applicable. Our Group Companies do not fall under the definition of sick industrial companies under the erstwhile Sick Industrial Companies (Special Provisions) Act, 1985, as applicable.

### Interests and common pursuits

- (a) Our Group Company do not have any interests in the promotion of our company.
- (b) Our Group Company are not interested in the properties acquired by our Company in the three years immediately preceding the date of this Prospectus or proposed to be acquired by our company
- (c) Our Group Company do not have any interest in the transaction by our Company pertaining to acquisition of land, construction of building and supply of machinery, etc.
- (d) Except as set forth in "**Restated Financial Statements - Related Party Disclosures**" on page 193 of this Prospectus, our Group Company has no business interest in our company.
- (e) There are no common pursuits between our Group company and our Company.



**Related Business Transactions**

Except as set forth in "*Summary of the Prospectus - Related Party Transactions*" on page 21 of this Prospectus, there are no related business transactions with our Group Companies.

**Litigation**

Our Group companies does not have any pending litigation which will have a material impact on our Company.

For further confirmations with respect to our Group companies, see "*Other Regulatory and statutory Disclosures*" beginning on page 229 of this Prospectus.

## **DIVIDEND POLICY**

Under the Companies Act, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders, who have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors, under the Companies Act, dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion.

Dividends are payable within 30 days of approval by the Equity Shareholders at the Annual General Meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the strike off record date are entitled to be paid the dividend declared by our Company.

Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company. We have not declared dividend in any Financial Year.

We have not declared and paid any dividends on the Equity Shares in any of the five Financial Years preceding the date of this Prospectus and until the date of this Prospectus. The dividend history in the past is not necessarily indicative of our dividend amounts, if any, in the future.

**SECTION V – FINANCIAL INFORMATION**  
**RESTATED FINANCIAL STATEMENTS**

**Examination report of Independent Auditor on the Restated Financial Statements of  
Abha Power and Steel Limited  
(Formerly known as Abha Power and Steel Private Limited)**

**To,  
The Board of Directors  
Abha Power and Steel Limited  
(Formerly known as Abha Power and Steel Private Limited)**  
Silpahri Industrial State,  
Bilaspur - 495001,  
Chattisgarh, India

Dear Sir,

1. We have examined the attached Restated Financial Statements of ABHA POWER & STEEL LIMITED (Formerly known as ABHA POWER & STEEL PRIVATE LIMITED), ("Company") comprising the Restated Financial Statements of the Company constituting Restated Statement of Assets and Liabilities as at 15<sup>th</sup> October 2024, 31<sup>st</sup> March 2024, 31<sup>st</sup> March 2023, and 31<sup>st</sup> March 2022, the Restated Statements of Profit and Loss, the Restated Cash Flow Statement for the period ended 15<sup>th</sup> October 2024 and year ended 31<sup>st</sup> March 2024, 31<sup>st</sup> March 2023, and 31<sup>st</sup> March 2022. the Summary Statement of Significant Accounting Policies, the Notes and Annexures as forming part of these Restated Financial Statements (collectively, the "Restated financial statement"), as approved by the Board of Directors of the Company at their meeting held on November 15<sup>th</sup>, 2024 for the purpose of inclusion in the Draft offer document/ offer document ("Draft offer document/ offer document") prepared by the Company in connection with its proposed SME Initial Public Offer of equity shares ("SME IPO") 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").

**Management's Responsibility for the Restated Financial Statements**

2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Statements for the purpose of inclusion in the Draft offer document/ offer document
3. The Restated Financial Statements have been prepared by the management of the Company on the basis of preparation stated in Annexure 4 to the Restated Financial Statements. 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 Statements. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations, and the Guidance Note.

**Auditors' Responsibilities**

4. We have examined such Restated Financial Statements taking into consideration:
  - a. The terms of reference and terms of our engagement agreed with you in accordance with our engagement letter; requesting us to carry out the assignment, in connection with the proposed IPO of equity shares of the Company
  - b. The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statements; 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 proposed initial public offer of its equity shares of the Company.

5. The Restated Financial Statements have been compiled by the management of the Company from:
- i. Audited Standalone Financial Statements of the company as at and for the period ended October 15, 2024 which were prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India (“**Special Purpose interim audited Financial Statements**”);
  - ii. Audited Standalone Financial Statements of the company as at and for the Financial Year ended March 31, 2024 which were prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India (“**Audited Financial Statements 2024**”);
  - iii. The Audited Financial Statements of the Company as at and for the Financial Year ended March 31, 2023 which were prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India (“**Audited Financial Statements 2023**”);
  - iv. The Audited Financial Statements of the Company as at and for the Financial Year ended March 31, 2022 which were prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India (“**Audited Financial Statements 2022**”);
- The statutory audits for Financial Year ended on March 31, 2023 and March 31, 2022 were conducted by the Previous Statutory Auditor I.e. Taunk Khatri & Associates, Chartered Accountants (“**Previous Auditor**”). Accordingly, reliance has been placed on the financial information examined by him for the said years. The examination report included for these years is based solely on the report submitted by him and no audit has been carried out by us.
6. For the purpose of our examination, we have relied on:
- a. the Special purpose auditors’ reports issued by us dated November 14, 2024 on Audited Financial Statements as at and for the period ended October 15, 2024 as referred in Paragraph 5 above;
  - b. the Auditors’ reports issued by us dated June 28, 2024 on Audited Financial Statements as at and for the year ended March 31, 2024 as referred in Paragraph 5 above;
  - c. the Auditors’ reports issued by Previous Auditor dated September 15, 2023 on Audited Financial Statements 2023 as at and for the year ended March 31, 2023 as referred in Paragraph 5 above;
  - d. the Auditors’ reports issued by Previous Auditor dated September 28, 2022 on Audited Financial Statements 2022 as at and for the year ended March 31, 2022 as referred in Paragraph 5 above;
7. Based on our examination and according to the information and explanations given to us, we report that the Restated financial information have been prepared:
- a) have been prepared after incorporating adjustments for changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the period/financial years ended October 15, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 to reflect the same accounting treatment as per the accounting policies and groupings/classifications as at and for the period ended October 15, 2024;
  - b) There are no qualifications in the auditor’s reports on the financial statements of as at and for the period ended October 15, 2024 and financial statements of as at October 15, 2024 and for the year ended 31st March 2024, 31st March 2023 and 31st March 2022, which require any adjustments to the Restated Financial Statements.
  - c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
8. We have been subjected to the peer review process of the ICAI and hold a valid peer review certificate issued by the “Peer Review Board” of the ICAI.
9. The Restated Financial Statements do not reflect the effects of events that occurred subsequent to the respective dates of the reports on Audited Financial Statements mentioned in paragraph 7 above.

10. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us or Previous Auditor nor should this report be construed as a new opinion on any of the financial statements referred to therein.
11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
12. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Documents to be filed with SEBI, Stock Exchange, and ROC 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 N B T and Co**  
**Chartered Accountants**  
**ICAI FRN.: 140489W**

**Yash Dhamecha**  
**Partner**  
**Membership No.: 626666**  
**Place: Mumbai**  
**Date: November 15, 2024**  
**UDIN: 24626666BKLTAT1982**

**Abha Power and Steel Limited**  
**( Formerly known as Abha Power and Steel private Limited )**  
**CIN : U27102CT2004PLC016654**

**Annexure I- Restated Statement of Assets and Liabilities**

(Amount in INR lakhs, unless otherwise stated)

PARTICULARS		Note	As at	As at	As at	As at
		Nos.	15 October 2024	31 March 2024	31 March 2023	31 March 2022
<b>A)</b>	<b>EQUITY AND LIABILITIES</b>					
<b>1.</b>	<b><u>Shareholders' Funds</u></b>					
(a)	Share capital	1	1,444.86	1,444.86	481.62	441.60
(b)	Reserves and surplus	2	670.76	308.80	893.85	678.47
	<b>Total (A)</b>		<b>2,115.63</b>	<b>1,753.66</b>	<b>1,375.47</b>	<b>1,120.07</b>
<b>2.</b>	<b><u>Non Current Liabilities</u></b>					
(a)	Long-term borrowings	3a	1,148.40	1,291.78	1,509.88	960.54
(b)	Deferred tax liabilities (Net)	4	232.47	192.11	76.38	84.98
(d)	Long-term provisions	5	19.87	18.39	13.24	11.84
	<b>Total (B)</b>		<b>1,400.73</b>	<b>1,502.28</b>	<b>1,599.50</b>	<b>1,057.36</b>
<b>3.</b>	<b><u>Current Liabilities</u></b>					
(a)	Short-term borrowings	3b	1,028.94	1,081.44	883.46	805.08
(b)	Trade payables	6				
	(i) total outstanding dues of micro enterprises and small enterprises; and		85.06	103.37	150.10	71.30
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		223.34	94.77	207.72	260.91
(c)	Other current liabilities	7	204.21	188.43	203.62	208.99
(d)	Short term provisions	8	77.70	11.95	57.01	13.16
	<b>Total (C)</b>		<b>1,619.25</b>	<b>1,479.96</b>	<b>1,501.92</b>	<b>1,359.44</b>
	<b>Total Equity and Liabilities (A+B+C)</b>		<b>5,135.61</b>	<b>4,735.90</b>	<b>4,476.89</b>	<b>3,536.87</b>
<b>B)</b>	<b>ASSETS</b>					
<b>1.</b>	<b><u>Non Current Assets</u></b>					
(a)	Property, plant and equipment and Intangible assets					
	(i) Property, plant and equipment	9	1,840.57	1,881.19	576.05	613.42
	(ii) Capital Work in progress		-	-	1,315.31	17.13
			<b>1,840.57</b>	<b>1,881.19</b>	<b>1,891.36</b>	<b>630.56</b>
(C)	Other non-current assets	10	120.44	139.45	204.57	175.68
	<b>Total (A)</b>		<b>1,961.01</b>	<b>2,020.64</b>	<b>2,095.94</b>	<b>806.23</b>
<b>2.</b>	<b><u>Current Assets</u></b>					
(b)	Inventories	11	2,225.31	1,793.52	1,352.83	835.66
(c)	Trade receivables	12	773.15	846.73	957.27	960.39
(d)	Cash and cash equivalents	13	29.15	31.17	19.98	28.10
(e)	Short-term loans and advances	14	146.98	43.84	44.48	899.94
(f)	Other current assets	15	-	-	6.40	6.56
	<b>Total (B)</b>		<b>3,174.60</b>	<b>2,715.26</b>	<b>2,380.95</b>	<b>2,730.64</b>
	<b>Total Assets (A+B)</b>		<b>5,135.61</b>	<b>4,735.90</b>	<b>4,476.89</b>	<b>3,536.87</b>

The above statement should be read with Basis of Preparation, Significant Accounting Policies appearing in Annexure IV, and Notes to Restated Financial Information appearing in Annexure V.

This is the Restated Statement of Assets and Liabilities referred to in our report of even date.

**For NBT and Co**  
**Chartered Accountants**  
**Firm Registration Number: 140489W**

**For & on Behalf of Board of**  
**Abha Power and Steel Limited**

**Yash Dhamecha**  
**Partner**  
**M. No.: 626666**  
**Place: Mumbai**  
**Date: November 15, 2024**

**Atish Agarwal**  
**Managing Director**  
**(DIN: 03540841 )**

**Satish Kumar Shah**  
**Whole Time Director**  
**(DIN: 02324456 )**

**Pratibha Patel**  
**Company Secretary**

**Naleen Shah**  
**Chief Financial Officer**

**Abha Power and Steel Limited**  
**(Formerly known as Abha Power and Steel private Limited )**  
**CIN : U27102CT2004PLC016654**

**Annexure II- Restated Statement of Profit and Loss**  
*(Amount in INR lakhs, unless otherwise stated)*

PARTICULARS	Note Nos.	For the period ended 15 October 2024	31 March 2024	For the year ended 31 March 2023	31 March 2022
<b>1 Income</b>					
(a) Revenue from operations	17	3,720.78	5,174.70	5,469.96	5,451.67
(b) Other income	18	34.14	7.97	41.86	46.73
<b>Total income</b>		<b>3,754.92</b>	<b>5,182.68</b>	<b>5,511.82</b>	<b>5,498.40</b>
<b>2 Expenditure</b>					
(a) Cost of raw material consumed	19	2,428.93	3,097.69	3,872.80	3,791.30
(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	20	(291.66)	(306.73)	(563.78)	(84.40)
(c) Employee benefit expenses	21	222.75	361.44	276.54	268.71
(d) Finance cost	22	116.65	212.90	112.68	114.44
(e) Depreciation & amortization expense	23	55.99	102.25	66.17	65.76
(f) Other expenses	24	730.26	1,208.10	1,550.45	1,311.69
<b>Total expenses</b>		<b>3,262.92</b>	<b>4,675.65</b>	<b>5,314.88</b>	<b>5,467.49</b>
<b>3 Profit/(Loss) before exceptional and extra ordinary item</b>		<b>492.01</b>	<b>507.03</b>	<b>196.94</b>	<b>30.91</b>
Exceptional items					
<b>4 Profit/(Loss) before tax (2-4)</b>		<b>492.01</b>	<b>507.03</b>	<b>196.94</b>	<b>30.91</b>
<b>5 Tax expense:</b>					
(a) Tax expense for current year		89.69	13.11	65.33	17.46
(b) Short/(excess) of Previous Year			-	0.07	-
(c) Deferred tax		40.35	115.73	(8.60)	84.98
<b>Net current tax expenses</b>		<b>130.04</b>	<b>128.84</b>	<b>56.80</b>	<b>102.44</b>
<b>6 Profit/(Loss) for the period from continuing operations (5-6)</b>		<b>361.97</b>	<b>378.19</b>	<b>140.14</b>	<b>(71.53)</b>
<b>Earnings per share</b>					
Restated Basic and Diluted [nominal value of INR 10 Rs. per share]		2.51	2.62	0.97	(0.50)

The above statement should be read with Basis of Preparation, Significant Accounting Policies appearing in Annexure IV, and Notes to Restated Financial Information appearing in Annexure V.

This is the Restated Statement of Profit and Loss referred to in our report of even date.

**For NBT and Co**  
**Chartered Accountants**  
**Firm Registration Number: 140489W**

**Yash Dhamecha**  
**Partner**  
**M. No.: 626666**  
**Place: Mumbai**  
**Date: November 15, 2024**

**For & on Behalf of Board of**  
**Abha Power and Steel Limited**

**Atish Agarwal**  
**Managing Director**  
**(DIN: 03540841 )**

**Satish Kumar Shah**  
**Whole Time Director**  
**(DIN: 02324456 )**

**Pratibha Patel**  
**Company Secretary**

**Naleen Shah**  
**Chief Financial Officer**



**Abha Power and Steel Limited**  
**( Formerly known as Abha Power and Steel private Limited )**  
**CIN : U27102CT2004PLC016654**

**Annexure III- Restated Statement of Cash Flows**

*(Amount in INR lakhs, unless otherwise stated)*

PARTICULARS	For the period ended		For the year ended	
	15 October 2024	31 March 2024	31 March 2023	31 March 2022
<b>A) Cash Flow From Operating Activities :</b>				
Net Profit before tax	492.01	507.03	196.94	30.91
Adjustment for :				
Depreciation	55.99	102.25	66.17	65.76
Interest Paid	116.65	212.90	112.68	114.44
Appropriation of profits	-	-	-	-
Operating profit before working capital changes	<b>664.65</b>	<b>822.18</b>	<b>375.79</b>	<b>211.10</b>
<b>Changes in Working Capital</b>				
(Increase)/Decrease in Inventories	(431.79)	(440.69)	(517.18)	(248.38)
(Increase)/Decrease in Trade Receivables	73.58	110.54	3.12	(45.00)
(Increase)/Decrease in Short Term Loans & Advances	(103.15)	0.64	855.46	(858.51)
(Increase)/Decrease in Other Current Assets	-	6.40	0.16	(4.04)
Increase/(Decrease) in Trade Payables	110.26	(159.68)	25.61	51.12
Increase/(Decrease) in Other Current Liabilities	15.78	(15.19)	(5.37)	76.86
Increase/(Decrease) in Short Term Provisions	65.75	(45.07)	43.85	7.16
Increase/(Decrease) in Long Term Provisions	1.48	5.15	1.40	1.48
Increase/(Decrease) in Short Term Borrowings	(52.50)	197.98	78.38	149.60
	<b>344.06</b>	<b>482.25</b>	<b>861.24</b>	<b>(658.62)</b>
Direct Tax Paid	(89.69)	(13.11)	(65.40)	(17.46)
<b>Net Cash flow from Operating activities</b>	<b>254.37</b>	<b>469.14</b>	<b>795.84</b>	<b>(676.07)</b>
<b>B) Cash Flow From Investing Activities :</b>				
Net Purchase/Sale of Property, Plant and Equipment, CWIP	(15.37)	(92.08)	(1,326.98)	(75.72)
(Increase)/Decrease in non-current Assets	19.00	65.13	(28.90)	(49.88)
(Increase)/Decrease in long term loans & advances	-	-	-	-
<b>Net cash flow from investing activities</b>	<b>3.64</b>	<b>(26.96)</b>	<b>(1,355.88)</b>	<b>(125.60)</b>
<b>C) Cash Flow From Financing Activities :</b>				
Increase/(Decrease) in Long Term Borrowings	(143.38)	(218.10)	549.34	927.54
Interest Paid	(116.65)	(212.90)	(112.68)	(114.44)
Share capital issued	-	-	115.26	-
<b>Net cash flow from financing activities</b>	<b>(260.03)</b>	<b>(430.99)</b>	<b>551.92</b>	<b>813.11</b>
Net Increase/(Decrease) In Cash & Cash Equivalents	(2.02)	11.19	(8.12)	11.44
Cash equivalents at the beginning of the year	31.17	19.98	28.10	16.67
Cash equivalents at the end of the year	29.15	31.17	19.98	28.10

Notes :-

		For the period ended		For the year ended	
		15 October 2024	31 March 2024	31 March 2023	31 March 2022
1	Component of Cash and Cash equivalents				
	Cash on hand	29.15	31.17	19.98	28.10
2.1	The Restated Statement of Cash Flows has been prepared under the indirect method as set out in AS 3, Statement of Cash Flows.				
2.2	The above statement should be read with Basis of Preparation, Significant Accounting Policies appearing in Annexure IV, and Notes to Restated Financial Information appearing in Annexure V.				
2.3	This is the Restated Statement of Cash Flows referred to in our report of even date.				

**For NBT and Co**  
**Chartered Accountants**  
**Firm Registration Number: 140489W**

**Abha Power and Steel Limited**

**Yash Dhamecha**  
**Partner**  
**M. No.: 626666**  
**Place: Mumbai**  
**Date: November 15, 2024**

**Atish Agarwal**  
**Managing Director**  
**(DIN: 03540841 )**

**Satish Kumar Shah**  
**Whole Time Director**  
**(DIN: 02324456 )**

**Pratibha Patel**  
**Company Secretary**

**Naleen Shah**  
**Chief Financial Officer**

## **ANNEXURE-IV**

### **SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE RESTATED SUMMARY STATEMENTS**

#### **A. BACKGROUND**

Abha Power and Steel Limited is a Public Company domiciled in India originally incorporated as Abha Power & Steel Private Limited on 27<sup>th</sup> May, 2004. The Company got converted to Public Limited Company vide certificate of incorporation dated 04<sup>th</sup> June, 2024 issued by Registrar of Companies having Corporate Identification Number **U27102CT2004PLC016654**. The Company is engaged in the business of manufacturing of Steel products.

#### **B. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

##### **1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The Restated Statement of Assets and Liabilities of the Company for the period ended October 15, 2024 year ended on March 31, 2024, as on March 31, 2023, as on March 31, 2022 and the Restated Statement of Profit and Loss and Restated Statements of Cash Flows for the period ended October 15, 2024 and year ended on March 31, 2024, on March 31, 2023, March 31, 2022 and the annexure thereto (collectively, the “Restated Financial Statements” or “Restated Summary Statements”) have been extracted by the management from the Audited Financial Statements of the Company for the period ended October 15, 2024 and year ended on March 31, 2024, March 31, 2023, March 31, 2022.

The financial statements are prepared and presented under the historical cost convention and evaluated on a going-concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the Companies Act, including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2014 as per section 133 of the Companies Act, 2013.

All amount disclosed in Financials Statement and notes have been rounded off to the nearest lakhs (except earnings per share) as per the requirement of Schedule III, unless otherwise stated.

The financial statement of the company has been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 the Companies Act, 2013, read with Rule 7 of the Companies Accounting Rules, 2014 and the relevant provisions of the Companies Act ("the 2013Act"), 2013. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

##### **2. USE OF ESTIMATES**

The preparation of financial statement in conformity with the GAAP requires estimates and assumption to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The estimates and assumptions used in the accompanying financial statement are based upon management's evaluation of the relevant facts and circumstances as on the date of financial statements. Actual results may differ from the estimates used in preparing the accompanying financial statements. Difference between the actual result and estimates are recognized in the year in which the results are known or materialized.

##### **3. PROPERTY, PLANT & EQUIPMENT**

Property, plant and equipment (PPE) are stated at their cost of acquisition or construction less accumulated depreciation. The Company capitalizes all costs relating to the acquisition and installation of Fixed Assets.

Subsequent expenditure is capitalized only if it is probable that future economic benefits associated with the expenditure will flow to the company.

#### **4. DEPRECIATION**

The Company computes depreciation for all tangible fixed assets using the straight-line method based on estimated useful lives after retaining a residual value of 5% for all the assets. Depreciation is charged on a pro-rata basis from the date of installation till the date the assets are sold or disposed. In view of management, the useful life of the tangible fixed assets is as per the life specified in Schedule II of the Companies Act, 2013.

#### **5. BORROWING COSTS**

Borrowing cost includes interest, amortization of ancillary cost incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

#### **6. INVENTORIES**

Inventories comprise of Raw materials, work in progress and consumables, finished goods etc are valued at cost or net realizable value, whichever is lower. 'Cost' comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventory to the present location and condition. The cost formulae used is either "first in first out", or 'specific identification', or the 'average cost', as applicable. Cost is determined on First-In First-Out basis. The cost of manufactured finished goods comprises materials, direct labour, other direct costs and related production overhead as applicable. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

#### **7. CASH & CASH EQUIVALENTS**

Cash and Cash Equivalents in the balance sheet include cash at bank, cash, cheque, draft on hand and demand deposits with an original maturity of less than three months, which are subject to an insignificant risks of changes in value.

#### **8. CURRENT/NON CURRENT CLASSIFICATIONS**

The Schedule III to the Act requires assets and liabilities to be classified as either Current or Non-current. An asset is classified as current when it satisfies any of the following criteria:

- a) it is expected to be realized in, or is intended for sale or consumption in, the entity's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is expected to be realized within twelve months after the balance sheet date; or
- d) It is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the balance sheet date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

- e) it is expected to be settled in, the entity's normal operating cycle;
- f) it is held primarily for the purpose of being traded;
- g) it is due to be settled within twelve months after the balance sheet date; or
- h) The Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

#### **OPERATING CYCLE**

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents.

## **9. REVENUE RECOGNITION**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

### **Sale of Goods**

Revenue from, sale of goods is recognized in the statement of profit and loss account when the significant risk and reward of ownership have been transferred to the buyer. The Company collects GTS on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue.

### **Other Income**

Other income if any is recognized on accrual basis.

## **10. EMPLOYEE BENEFITS**

### **Short Term Employee Benefits**

The short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services.

### **Post-Employment Benefits**

#### **Defined Contribution Plans**

The company has no policy of encashment and accumulation of leave. Therefore, no provision of leave Encashment is made.

Company's contribution to Provident Fund and other Funds for the year is accounted on accrual basis and charged to the Statement of Profit & Loss for the year.

#### **Defined Benefits Plans**

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The company has recognized the gratuity payable to the employees as defined benefit plans. The liability in respect of these benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services

## **11. TAXATION**

Tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the Income Tax Act, 1961) and deferred tax charge or credit (reflecting the tax effect of timing differences between accounting income and taxable income for the period).

#### *Current tax*

Provision for income tax is recognized based on estimated tax liability computed after adjusting for allowances, disallowances and exemptions in accordance with the Income Tax Act, 1961.

#### *Deferred taxation*

The deferred tax charge or credit and the corresponding deferred tax liabilities and assets are recognized using the tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the asset can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of the assets. Deferred tax assets are reviewed at each balance sheet date and written down or written-up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realized.

### **12. PROVISIONS AND CONTINGENCIES**

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognized in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an economic benefit will arise, the asset and related income are recognized in the period in which the change occurs.

Loss contingencies arising from claims, litigation, assessment, fines, penalties, etc. are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated.

### **13. SEGMENT REPORTING**

#### **(i) Business Segment**

Based on the guiding principles given in Accounting Standard 17 (AS - 17) on Segment Reporting issued by ICAI, the Company has only one reportable Business Segment, which is manufacturing of Steel products. Accordingly, the figures appearing in these financial statements relate to the Company's single Business Segment.

#### **(ii) Geographical Segment**

The Company activities / operations are confined to India and as such there is two geographical segment. Accordingly, the figures appearing in these financial statements relate to the Company's single geographical segment.

### **14. CASH FLOW STATEMENTS**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

## **C. NOTES TO ACCOUNTS**

### **1. NON-ADJUSTMENT ITEMS**

No Audit qualifications for the respective periods which require any corrective adjustment in these Restated Financial Statements of the Company have been pointed out during the restated period.

### **2. MATERIAL REGROUPING**

Appropriate regrouping has been made in the restated summary statements of Assets and Liabilities Profits 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 requirements of the SEBI Regulations.

The figures have been grouped and classified wherever they were necessary and have been rounded off to the nearest rupee in lakhs. Other figures of the previous years have been regrouped / reclassified and / or rearranged wherever necessary.

### **3. PAYABLE TO MICRO, SMALL AND MEDIUM ENTERPRISES**

Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force from 2nd October 2006, certain disclosures are required to be made relating to Micro and Small Enterprises.

The company has not received the required information from some of the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence disclosures, if any, relating to amounts unpaid as the year end together with interest paid/payable as required under the Act have not been made.

### **4. MATERIAL ADJUSTMENTS IN RESTATED PROFIT & LOSS ACCOUNT**

(Amount in lakhs, unless otherwise stated)

<b>Particulars</b>	<b>As at 15 October 2024</b>	<b>As at 31 March 2024</b>	<b>As at 31 March 2023</b>	<b>As at 31 March 2022</b>
Net profit before tax as per audited financial statements	<b>492.01</b>	<b>507.03</b>	<b>207.28</b>	<b>42.52</b>
<b>Restatement adjustments:</b>				
Short Depreciation charged		-	(6.80)	(8.03)
Interest on TDS, Income tax		-	-	(0.29)
Gratuity			(4.89)	(3.50)
Insurance Prepaid			1.35	0.26
Donation		-	-	(0.06)
Total adjustments	-	-	(10.34)	(11.62)
<b>Restated net profit before tax</b>	<b>492.01</b>	<b>507.03</b>	<b>196.94</b>	<b>30.91</b>

**MATERIAL ADJUSTMENTS IN RESTATED TOTAL EQUITY**

(Amount in lakhs, unless otherwise stated)

<b>Particulars</b>	<b>As at 15 October 2024</b>	<b>As at 31 March 2024</b>	<b>As at 31 March 2023</b>	<b>As at 31 March 2022</b>
<b>Equity/ Networth as per audited financials</b>	<b>2,115.63</b>	<b>1,753.66</b>	<b>1,494.56</b>	<b>1,237.42</b>
<b>Restatement adjustments:</b>				
DTA		-	(76.38)	(84.98)
Gratuity provision			(21.22)	(16.33)
Prepaid Insurance			1.62	0.26
Depreciation of previous year			(8.28)	(8.28)
Short Depreciation charged		-	(14.83)	(8.03)
Total adjustments	-	-	<b>(119.09)</b>	<b>(117.35)</b>
<b>Restated Equity/ Networth</b>	<b>2,115.63</b>	<b>1,753.66</b>	<b>1,375.47</b>	<b>1,120.07</b>



# NOTES FORMING PART OF THE FINANCIAL STATEMENTS

**Abha Power and Steel Limited (CIN : U27102CT2004PLC016654)**  
**( Formerly known as Abha Power and Steel private Limited )**  
**Annexure V- Notes to Restated Financial Information**  
*(Amount in INR lakhs, except for share data unless otherwise stated)*

## Note 1 Share capital

Particulars	As at	As at	As at	As at
	15 October 2024	31 March 2024	31 March 2023	31 March 2022
<b>Authorised</b>				
Number of shares	20,000,000	20,000,000	490,000	450,000
Equity shares of Rs.10 each (Refer <i>Note a</i> )	2,000.00	2,000.00	490.00	450.00
<b>Issued</b>				
Number of shares	14,448,630	14,448,630	481,621	441,600
Equity shares of Rs.10 each fully paid up Refer note 1	1,444.86	1,444.86	481.62	441.60
<b>Subscribed &amp; Paid up</b>				
Number of shares	14,448,630	14,448,630	481,621	441,600
Equity shares of Rs.10 each fully paid up	1,444.86	1,444.86	481.62	441.60

### a) Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of Rs 10/- per share. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

### b) Reconciliation of the number of equity shares outstanding at the beginning and end of the reporting period / year:

Particulars	As at	As at	As at	As at
	15 October 2024	31 March 2024	31 March 2023	31 March 2022
Balance at the beginning of the period / year	14,448,630	481,621	441,600	441,600
Add: Shares Split from 100 Rs each to 10 Rs each (Refer Note 1)		4,334,589	-	-
Add: Shares issued during the year (Refer Note 2 )		9,632,420	40,021	-
Less: Shares bought back during the year				-
Balance at the end of the period / year	<b>14,448,630</b>	<b>14,448,630</b>	<b>481,621</b>	<b>441,600</b>

1 On February 15, 2024 each Equity Share of the Company of face value of Rs. 100 each was split into 10 Equity Shares of face value of Rs. 10 each

2 Company has issued bonus share as on March 30, 2024 in the ratio of 2:1 to fully paid-up equity share held in the Company

2 The company has issued 40,021 Right share on July 01, 2022 of 288 Rs (including premium of 188 Rs)

### c) Details of shareholders holding more than 5 percent of equity shares in the Company:

Name of Shareholders	As at	As at	As at	As at
	15 October 2024	31 March 2024	31 March 2023	31 March 2022
Sunflower Commotrade Pvt Ltd	5,427,000	5,427,000	180,900	180,900
% Holding	37.56%	37.56%	37.56%	40.96%
Mr. Subhash Chandra Agarwal	2,807,100	2,807,100	93,570	57,570
% Holding	19.43%	19.43%	19.43%	13.04%
Mr. Harish Shah	1,380,990	1,380,990	28,753	28,753
% Holding	9.56%	9.56%	5.97%	6.51%
Mr. Ankit Agrawal	980,400	980,400	13,180	13,180
% Holding	6.79%	6.79%	2.74%	2.98%
Mr. G K Shah	1,237,740	1,237,740	16,671	6,650
% Holding	8.57%	8.57%	3.46%	1.51%
Mr. Satish Shah	999,900	999,900	23,750	13,750
% Holding	6.92%	6.92%	4.93%	3.11%

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS

## d) Shareholding of Promoters

Shares held by promoters at the end of the period			As at 15 October 2024
Promoter's name	No. of Shares	% of total shares	% change during the period
Ankit Agrawal	980,400	6.79%	0.00%
Atish Agrawal	510,000	3.53%	0.00%
Satish Shah	999,900	6.92%	0.00%
Subhash Chand Agrawal	2,807,100	19.43%	0.00%
Sunflower Commotrade Private Limited	5,427,000	37.56%	0.00%
<b>Total</b>	<b>10,724,400</b>	<b>74.22%</b>	

Shares held by promoters at the end of the period			As at 31 March 2024
Promoter's name	No. of Shares	% of total shares	% change during the period
Ankit Agrawal	980,400	6.79%	4.05%
Atish Agrawal	510,000	3.53%	0.00%
Satish Shah	999,900	6.92%	1.99%
Subhash Chand Agrawal	2,807,100	19.43%	0.00%
Sunflower Commotrade Private Limited	5,427,000	37.56%	0.00%
<b>Total</b>	<b>10,724,400</b>	<b>74.22%</b>	

Shares held by promoters at the end of the year			As at 31 March 2023
Promoter's name	No. of Shares	% of total shares	% change during the period
Ankit Agrawal	13,180	2.74%	-0.25%
Atish Agrawal	17,000	3.53%	-0.32%
Satish Shah	23,750	4.93%	1.82%
Subhash Chand Agrawal	93,570	19.43%	6.39%
Sunflower Commotrade Private Limited	180,900	37.56%	-3.40%
<b>Total</b>	<b>328,400</b>	<b>68.19%</b>	

Shares held by promoters at the end of the year			As at 31 March 2022
Promoter's name	No. of Shares	% of total shares	
Ankit Agrawal	13,180	2.98%	
Atish Agrawal	17,000	3.85%	
Satish Shah	13,750	3.11%	
Subhash Chand Agrawal	57,570	13.04%	
Sunflower Commotrade Private Limited	180,900	40.96%	
<b>Total</b>	<b>282,400</b>	<b>63.95%</b>	

## Note 2 Reserves and surplus

Particulars	As at 15 October 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
<b>a) Capital Reserve</b>				
Balance as per the last financial statements	-	4.69	4.69	4.69
Add: Addition on	-	-	-	-
Less: Bonus Issued		4.69		
Balance as per end of the period / year (A)	-	-	4.69	4.69
<b>b) Securities Premium</b>				
Balance as per the last financial statements	-	640.34	565.10	565.10
Add: Addition on	-	-	75.24	-
Less: Bonus Issued		640.34	-	-
Balance as per end of the period / year (B)	-	-	640.34	565.10
<b>c) Surplus in Profit and Loss Account</b>				
Balance as per the last financial statements	308.80	248.82	108.68	201.31
Less : Gratuity Provision of previous Year		-	-	(12.83)
Less : Depreciation Adjustment of previous year		-	-	(8.28)
Add / Less: Profit / (Loss) for the period / year	361.97	378.19	140.14	(71.53)
Less: Bonus Issued		318.21	-	-
Balance as per end of the period / year (D)	670.76	308.80	248.82	108.68
<b>Total (A+B+C)</b>	<b>670.76</b>	<b>308.80</b>	<b>893.85</b>	<b>678.47</b>

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS

## Note 3 Borrowings (Refer note 16 for terms and security details)

### 3a Long-term borrowings

Particulars	As at 15 October 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
<b>Secured Loan</b>				
- From bank and financial institutions	1,093.07	1,236.46	1,497.55	881.22
- From others		-	-	-
	<b>1,093.07</b>	<b>1,236.46</b>	<b>1,497.55</b>	<b>881.22</b>
<b>Unsecured Loan</b>				
- Inter Corporate Deposits	55.32	55.32	12.32	79.32
- From Related Parties	<b>55.32</b>	<b>55.32</b>	<b>12.32</b>	<b>79.32</b>
<b>Total</b>	<b>1,148.40</b>	<b>1,291.78</b>	<b>1,509.88</b>	<b>960.54</b>

### 3b Short-term borrowings

Particulars	As at 15 October 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
<b>Secured Loan</b>				
- Current maturities of long term borrowings	244.22	259.54	265.64	102.47
- From bank and financial institutions	784.72	821.90	617.82	699.06
- From Others		-	-	3.55
	<b>1,028.94</b>	<b>1,081.44</b>	<b>883.46</b>	<b>805.08</b>
<b>Unsecured Loan</b>				
- From related parties	-	-	-	-
<b>Total</b>	<b>1,028.94</b>	<b>1,081.44</b>	<b>883.46</b>	<b>805.08</b>

The above amount includes:

Secured Borrowings	2,122.01	2,317.90	2,381.02	1,686.30
Unsecured Borrowings	55.32	55.32	12.32	79.32

## Note 4 Deferred tax liabilities (Net)

Particulars	As at 15 October 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
<b>Tax effect of item constituting deferred tax Liabilities (A)</b>				
- on difference in WDV of property, plant & equipment as per books and income tax	231.79	196.94	77.62	85.86
- others allowable Gratuity expenses under the provisions of income tax act	231.79	196.94	77.62	85.86
<b>Tax Effect of item constituting deferred tax Assets (B)</b>	<b>(0.68)</b>	<b>4.83</b>	<b>1.23</b>	<b>0.88</b>
<b>Closing Balance of Deferred Tax (Asset)/ Liability (A-B)</b>	<b>232.47</b>	<b>192.11</b>	<b>76.38</b>	<b>84.98</b>

## Note 5 Long term provisions

Particulars	As at 15 October 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Provision for Gratuity	19.87	18.39	13.24	11.84
<b>Total</b>	<b>19.87</b>	<b>18.39</b>	<b>13.24</b>	<b>11.84</b>

## Note 6 Trade payables

Particulars	As at 15 October 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
<b>For Goods &amp; Services</b>				
- Micro, small and medium enterprises	85.06	103.37	150.10	71.30
- Others	223.34	94.77	207.72	260.91
	<b>308.40</b>	<b>198.14</b>	<b>357.82</b>	<b>332.21</b>
<b>Further classified to:</b>				
- Related party	-	-	-	-
- Others	308.40	198.14	357.82	332.21
	<b>308.40</b>	<b>198.14</b>	<b>357.82</b>	<b>332.21</b>

For Trade Payables Ageing, refer Notes to Accounts- Note 1

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**Note 7 Other current liabilities**

Particulars	As at	As at	As at	As at
	15 October 2024	31 March 2024	31 March 2023	31 March 2022
Statutory dues payable	34.51	48.41	5.55	2.55
Outstanding Expense Payable	76.50	53.16	80.15	17.45
Audit Fees payable	5.00	3.00	0.44	0.44
Sundry Creditors for expense	86.53	74.11	94.42	109.89
Advance from customers	1.67	9.74	23.06	78.66
<b>Total</b>	<b>204.21</b>	<b>188.43</b>	<b>203.62</b>	<b>208.99</b>

**Note 8 Short term provisions**

Particulars	As at	As at	As at	As at
	15 October 2024	31 March 2024	31 March 2023	31 March 2022
Provision for Gratuity	7.77	11.95	7.98	4.49
Provision for CSR	5.05	-	-	-
Provision for income tax (net of advance tax and tax deducted at source)	64.88	-	49.04	8.67
<b>Total</b>	<b>77.70</b>	<b>11.95</b>	<b>57.01</b>	<b>13.16</b>

**Abha Power and Steel Limited (CIN : U27102CT2004PLC016654)**  
**( Formerly known as Abha Power and Steel private Limited )**  
**Annexure V- Notes to Restated Financial Information**  
*(Amount in INR lakhs, except for share data unless otherwise stated)*

**Note 9 Property, plant and equipment**

PARTICULARS	Land	Building	Solar Power Plant & Machinery	Plant & Machinery	Furniture & Fixture	Equipments	Lab Equipments	Vehicles	Computers	Total
<b><u>As at 15 October 2024</u></b>										
<b>GROSS CARRYING AMOUNT</b>										
Opening gross carrying amount	64.36	336.35	1,361.50	835.28	4.32	18.35	5.83	132.07	3.91	2,761.97
Tansfer from CWIP	-	-	-	-	-	-	-	-	-	-
Additions	-	-	-	15.37	-	-	-	-	-	15.37
Disposals/Adjustment										
<b>Closing Gross Carrying Amount</b>	<b>64.36</b>	<b>336.35</b>	<b>1,361.50</b>	<b>850.65</b>	<b>4.32</b>	<b>18.35</b>	<b>5.83</b>	<b>132.07</b>	<b>3.91</b>	<b>2,777.33</b>
<b>ACCUMULATED DEPRECIATION</b>										
Opening accumulated depreciation	-	150.67	36.66	557.92	4.10	11.16	5.31	112.22	2.74	880.77
Depreciation charged during the year	-	5.27	20.02	26.25	-	0.64	0.02	3.38	0.41	55.99
Disposals/Adjustments										
<b>Closing Accumulated Depreciation</b>	<b>-</b>	<b>155.94</b>	<b>56.67</b>	<b>584.17</b>	<b>4.10</b>	<b>11.80</b>	<b>5.32</b>	<b>115.61</b>	<b>3.15</b>	<b>936.76</b>
<b>Net Carrying Amount</b>	<b>64.36</b>	<b>180.41</b>	<b>1,304.83</b>	<b>266.48</b>	<b>0.22</b>	<b>6.55</b>	<b>0.50</b>	<b>16.47</b>	<b>0.76</b>	<b>1,840.57</b>
PARTICULARS	Land	Building	Solar Power Plant & Machinery	Plant & Machinery	Furniture & Fixture	Equipments	Lab Equipments	Vehicles	Computers	Total
<b><u>As at 31 March 2024</u></b>										
<b>GROSS CARRYING AMOUNT</b>										
Opening gross carrying amount	58.08	336.35	-	803.09	4.32	11.11	5.83	132.07	3.72	1,354.57
Tansfer from CWIP	-	-	1,315.31	-	-	-	-	-	-	1,315.31
Additions	6.27	-	46.19	32.19	-	7.24	-	-	0.19	92.08
Disposals/Adjustment	-	-	-	-	-	-	-	-	-	-
<b>Closing Gross Carrying Amount</b>	<b>64.36</b>	<b>336.35</b>	<b>1,361.50</b>	<b>835.28</b>	<b>4.32</b>	<b>18.35</b>	<b>5.83</b>	<b>132.07</b>	<b>3.91</b>	<b>2,761.97</b>
<b>ACCUMULATED DEPRECIATION</b>										
Opening accumulated depreciation	-	140.94	-	510.70	4.10	9.67	5.28	105.84	1.98	778.52
Depreciation charged during the year	-	9.72	36.66	47.22	-	1.49	0.03	6.38	0.76	102.25
Disposals/Adjustments	-	-	-	-	-	-	-	-	-	-
<b>Closing Accumulated Depreciation</b>	<b>-</b>	<b>150.67</b>	<b>36.66</b>	<b>557.92</b>	<b>4.10</b>	<b>11.16</b>	<b>5.31</b>	<b>112.22</b>	<b>2.74</b>	<b>880.77</b>
<b>Net Carrying Amount</b>	<b>64.36</b>	<b>185.68</b>	<b>1,324.84</b>	<b>277.37</b>	<b>0.22</b>	<b>7.19</b>	<b>0.52</b>	<b>19.85</b>	<b>1.17</b>	<b>1,881.19</b>

PARTICULARS	Land	Building	Solar Power Plant & Machinery	Plant & Machinery	Furniture & Fixture	Equipments	Lab Equipments	Vehicles	Computers	Total
<i>As at 31 March 2023</i>										
<b>GROSS CARRYING AMOUNT</b>										
Opening gross carrying amount	30.38	336.35		803.09	4.32	11.11	5.83	132.07	2.62	1,325.77
Additions	27.70	-		-	-	-	-	-	1.10	28.80
Disposals/Adjustment	-	-		-	-	-	-	-	-	-
<b>Closing Gross Carrying Amount</b>	<b>58.08</b>	<b>336.35</b>		<b>803.09</b>	<b>4.32</b>	<b>11.11</b>	<b>5.83</b>	<b>132.07</b>	<b>3.72</b>	<b>1,354.57</b>
<b>ACCUMULATED DEPRECIATION</b>										
Opening accumulated depreciation	-	131.22		464.29	4.08	7.99	5.25	98.05	1.48	712.35
Depreciation charged during the year		9.72		46.41	0.03	1.68	0.03	7.79	0.50	66.17
Disposals/Adjustments	-	-		-	-	-	-	-	-	-
<b>Closing Accumulated Depreciation</b>	<b>-</b>	<b>140.94</b>		<b>510.70</b>	<b>4.10</b>	<b>9.67</b>	<b>5.28</b>	<b>105.84</b>	<b>1.98</b>	<b>778.52</b>
<b>Net Carrying Amount</b>	<b>58.08</b>	<b>195.40</b>		<b>292.39</b>	<b>0.22</b>	<b>1.44</b>	<b>0.55</b>	<b>26.23</b>	<b>1.74</b>	<b>576.05</b>
<i>As at 31 March 2022</i>										
<b>GROSS CARRYING AMOUNT</b>										
Opening gross carrying amount	9.02	336.35		767.28	4.32	11.11	5.51	132.07	1.52	<b>1,267.18</b>
Additions	21.36	-		35.81	-	-	0.32	-	1.09	<b>58.59</b>
Disposals/Adjustment	-	-		-	-	-	-	-	-	-
<b>Closing Gross Carrying Amount</b>	<b>30.38</b>	<b>336.35</b>		<b>803.09</b>	<b>4.32</b>	<b>11.11</b>	<b>5.83</b>	<b>132.07</b>	<b>2.62</b>	<b>1,325.77</b>
<b>ACCUMULATED DEPRECIATION</b>										
Opening accumulated depreciation	-	121.49		419.14	4.04	6.30	5.12	89.06	1.45	<b>646.59</b>
Depreciation charged during the year	-	9.72		45.15	0.04	1.69	0.13	8.99	0.03	<b>65.76</b>
Disposals/Adjustments	-	-		-	-	-	-	-	-	-
<b>Closing Accumulated Depreciation</b>	<b>-</b>	<b>131.22</b>		<b>464.29</b>	<b>4.08</b>	<b>7.99</b>	<b>5.25</b>	<b>98.05</b>	<b>1.48</b>	<b>712.35</b>
<b>Net Carrying Amount</b>	<b>30.38</b>	<b>205.13</b>		<b>338.80</b>	<b>0.24</b>	<b>3.12</b>	<b>0.58</b>	<b>34.02</b>	<b>1.14</b>	<b>613.42</b>

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS

**Abha Power and Steel Limited (CIN : U27102CT2004PLC016654)**

**( Formerly known as Abha Power and Steel private Limited )**

## **Annexure VII- Notes to Restated Financial Information**

*(Amount in INR lakhs, except for share data unless otherwise stated)*

### **Note 10 Other non-current assets**

Particulars	As at 15 October 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Security Deposit	118.34	117.91	134.12	148.66
Balance with revenue authorities	2.10	9.06	70.45	27.01
Advance tax ( Net of Provision of Tax)	-	12.47	-	-
<b>Total</b>	<b>120.44</b>	<b>139.45</b>	<b>204.57</b>	<b>175.68</b>

### **Note 11 Inventories**

Particulars	As at 15 October 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
(As taken, valued and certified by the management of the company.)				
Finished Goods	753.12	530.42	160.26	156.68
WIP & Consumables	947.94	878.97	942.41	382.21
Raw Materials	524.26	384.13	250.17	296.77
<b>Total</b>	<b>2,225.31</b>	<b>1,793.52</b>	<b>1,352.83</b>	<b>835.66</b>

### **Note 12 Trade receivables**

Particulars	As at 15 October 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
<b>Unsecured</b>				
-Considered good	773.15	846.73	957.27	960.39
<b>Less :</b>				
Provision for doubtful debts	-	-	-	-
	<b>773.15</b>	<b>846.73</b>	<b>957.27</b>	<b>960.39</b>
<b>Further classified as:</b>				
Receivable from related parties	-	-	-	-
Receivable from others	773.15	846.73	957.27	960.39
	<b>773.15</b>	<b>846.73</b>	<b>957.27</b>	<b>960.39</b>

*For Trade Receivables Ageing , refer Notes to Accounts- Note 3*

### **Note 13 Cash and cash equivalents**

Particulars	As at 15 October 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Cash on hand (As certified by Management)	29.15	31.17	19.98	28.10
<b>Total</b>	<b>29.15</b>	<b>31.17</b>	<b>19.98</b>	<b>28.10</b>

### **Note 14 Short-term loans and advances**

Particulars	As at 15 October 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Advances	-	-	-	0.89
Prepaid- IPO expense	28.50	16.00	-	-
Prepaid Others	3.40	1.35	1.62	0.26
Advance to suppliers	50.59	26.49	35.37	26.86
Advance for Capital Goods	64.49	-	7.50	871.93
<b>Total</b>	<b>146.98</b>	<b>43.84</b>	<b>44.48</b>	<b>899.94</b>

### **Note 15 Other current assets**

Particulars	As at 15 October 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Interest Receivable	-	-	6.32	5.46
Salary Advance Staff	-	-	-	1.10
Others Receivable	-	-	0.08	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>6.40</b>	<b>6.56</b>

**Abha Power and Steel Limited**  
**( Formerly known as Abha Power and Steel private Limited )**  
**Annexure V- Notes to Restated Financial Information**  
*(Amount in INR lakhs, except for share data unless otherwise stated)*

**Note 16 Statement of terms of loans and security details**

Name of Lender/Fund	Nature of Facility	Date of Issue	Sanctioned Amount	Securities offered	Re-Payment Period	Rate of Interest as per sanction letter	Outstanding amount (as per Books) 15 October 2024
<u>Secured Loans</u>							
<u>Business Term Loan:</u>							
ICICI Bank Ltd.-0083	Working capital Term Loan under ECLGS scheme	07/10/2022	56.00	Refer Note no 1	36 equal monthly installments after the expiry of moratorium period of 24 months	9.25%	40.44
SIDBI	Term Loan	23/03/2023	200.00	Refer Note no 2	54 monthly installments after a moratorium of 6 months	8.50%	147.92
SIDBI	Term Loan	17/11/2022	98.00	Refer Note no 2	72 monthly installments after moratorium of 12 months from the date of disbursement.	8.35%	81.56
SIDBI	Term Loan- Solar plant	20/01/2022	700.00	Refer Note no 3	72 months excluding moratorium of 12 months.	5.65%	569.15
SIDBI	Term Loan- Solar plant	20/01/2022	450.00	Refer Note no 3	72 months excluding moratorium of 12 months.	7.29%	365.85
SIDBI	Term Loan	24/09/2021	200.00	Refer Note no 4	72 months excluding moratorium of 12 months.	MCLR+0.25% pa on annual resent (currently 7% pa) with monthly rests, on the amount of the Loan outstanding from time to time.	127.72
SIDBI	TWARIT under ECLGS Sceme	24/09/2021	16.74		36 months excluding moratorium of 12 months.	6.00% p. a., (fixed) for the first year with interest reset applicab.le after one year when SIDBI would have the option to revise the rate of interest	4.65
Total							1,337.29
<u>Cash Credit:</u>							
ICICI Bank Ltd.-0059	Cash Credit	-	850.00	Refer Note no 6	On Demand	(Repo rate+Spread @2.75%)8.15%	784.72
Total							784.72
<u>Unsecured Loans</u>							
<u>Directors and other related parties</u>							
Anajana Shah	Loan	-	-	-	Repayable on demand	0.00%	1.00
Girish Kumar Shah	Loan	-	-	-	Repayable on demand	0.00%	11.32
Harish Kumar Shah	Loan	-	-	-	Repayable on demand	0.00%	21.40
Majula Shah	Loan	-	-	-	Repayable on demand	0.00%	1.00
Satish Kumar Shah	Loan	-	-	-	Repayable on demand	0.00%	17.00
Savitri Devi Shah	Loan	-	-	-	Repayable on demand	0.00%	1.61
Usha Shah	Loan	-	-	-	Repayable on demand	0.00%	2.00
Total							55.32

1 The Facility together with Interest, Additional Interest, liquidated damages, cost, charges, expenses and all other monies whatsoever payable by the Borrower shall be secured by the following, to be created in favor of ICICI Bank (or its trustee/agent) as it may decide:

1.Second charge on the assets financed under the scheme is to be created prior to disbursement. DOH for charge on Current Assets to be created.

2.Second Charge to be created on existing account

3.Second charge in the form and manner satisfactory to the Bank, on the property as described in the table mentioned in guar. Prop property details tab and having aggregate value of Rs 97.0 million.

Note: As per ECLGS, the Facility shall be secured by a second ranking charge over all the existing securities created in favour of ICICI Bank for the existing facilities, with charge also to be created on the assets financed under the Facility. Guarantor: National Credit Guarantee Trustee Company ('NCGTC')



## 2 Primary Security:

First charge by way of mortgage / hypothecation in favour of SIDBI of the immovable / movable assets (viz., land, building, plant, machinery, equipment, tools, spares, accessories) and all other assets which have been acquired or proposed to be acquired under the project/scheme.

### Collateral Security:

- (1) Extension of First charge by way of hypothecation in favour of SIDBI of all the Borrower's movables (save and except stock & book debts), including the movables, plant, machinery, machinery spares, tools & accessories, office equipments, computers, furnitures and fixtures, both present and future, created out of earlier assistance / loans
- (2) Extension of First charge by way of mortgage of Leasehold Rights in favour of SIDBI of all immovable properties, both present and future, situated at Hardikala Village, Bilha Tahsil, Bilaspur District, bearing part of Khasra No. 657/2, area admeasuring 3,19,200 sq.ft. along with structure thereon, Leasehold owner being Abha Power & Steel Pvt Ltd
- (3) Extension of First charge by way of mortgage of freehold rights in favour of SIDBI of all immovable properties owned by Shri Subhash Chand Agrawal, son of Shri Fateh Chand Agrawal, both present and future, situated at Plot No. B/75, Vypar Vihar Zone- One, R.I.C. Bilaspur, Bilaspur Tehsil, Bilaspur District, having land admeasuring 2640 Sq.ft..
- (4) Extension of First charge by way of mortgage of freehold rights in favour of SIDBI of all immovable properties owned by Abha Power & Steel Pvt Ltd both present and future situated at Kh. No. 446/1 adm. 0.417 Hect. And Kh. No. 447/1 adm. 0.230 Hect., Mouza Bakarkuda, Ph. No. 33, RIC-Masturi, Tehsil Masturi, Distt. Bilaspur (C. G.)
- (5) Extension of First charge by way of mortgage of freehold rights in favour of SIDBI of all immovable properties owned by Abha Power & Steel Pvt Ltd both present and future situated at Khasra No.446/2, 447/2, 448/2, 449/6, 433/3 Mauja Bakarkuda, P.H.No.33, Ra.Ni.Ma. Masturi, Vikas Khand, Evam Tehsil Masturi, Bilaspur (C.G.)
- (6) Extension of First charge by way of mortgage of freehold rights in favour of SIDBI of all immovable properties owned by Abha Power & Steel Pvt Ltd Khasra No 432 admeasuring 0.90 Acres (0.364 Hectare) and Khasra No 448/1 admeasuring 0.58 Acres (0.235 Hectare) Located At Ph No 33, Ric-Masturi, Tehsil Masturi, District Bilaspur, Chhattisgarh (A) Kh No 447/2 Area 0.243 Hect, Kh No 448/2 Area 0.462 Hect, Kh No 449/6 Area 0.423 Hect & Part Of Kh No 433/3 Area 0.114 Hect (B) Kh No 446/1 Area 0.417 Hect, Kh No 447/1 Area 0.230 Hect Including Buildings and Structures Thereon, If Any

### Personal Guarantee:

Mr. Atish Agrawal  
Mr. Ankit Agrawal  
Mr. Satish Kumar Shah  
Mr. Harish Kumar Shah  
Mr. Girish Kumar Shah  
Corporate Guarantee:  
M/s Sunflower Comtrade Pvt Ltd

## 3 Primary Security:

1. First charge by way of mortgage in favour of SIDBI of all the immovable properties of the borrower, both present and future situated at Ph No 33, R/C-Masturi, Tehsil Masturi, District Bilaspur, Chhattisgarh

a) Kh No 447/2 area 0.243 hect, Kh no 448/2 area 0.462 hect, Kh no 449/6 area 0.423 hect & part of Kh no 433/3 area 0.114 hect

b) Kh no 446/1, area 0.417 hect, Kh no 447/L area 0.230 hect

including buildings and structure thereon

2. First Charge by way of hypothecation of all the movables of the borrower including plant, equipment, machinery, machinery spares, tools, accessories, furniture, fixtures, computers etc., acquired/ to be acquired under the project/scheme

### Collateral Security

1. Extension of first charge by way of hypothecation in favour of SIDBI of all the Borrower's movables, (save and except stock & book debts) including the movables, plant, machinery, machinery spares, tools & accessories, office equipments, computers, furnitures and fixtures, both present and future, already charged to SIDBI for the earlier term loan/Limit sanctioned to M/s Abha Power & Steel Pvt. Ltd. [the borrower] by SIDBI

2. Extension of First charge by way of mortgage of Leasehold Rights in favour of SIDBI of all immovable properties, both present and future, situated at Hardikala Village, Bilha Tahsil, Bilaspur District, bearing part of Khasra No. 657/2, area admeasuring 3,19,200 sq.ft. along with structure thereon, Leasehold owner being Abha Power & Steel Pvt Ltd

3. Extension of first charge by way of mortgage in favour of SIDBI of freehold rights of all immovable properties owned by Shri Subhash Chandra Agrawal, son of Shri Fatechand Agrawal, both present and future, situated at Plot No. B/75, Vypar Vihar Zone- One, R.I.C. Bilaspur, Bilaspur Tahsil, Bilaspur District, admeasuring 2640 Sq.ft. including buildings and structures thereon

### Personal Guarantee:

Mr. Atish Agrawal  
Mr. Ankit Agrawal  
Mr. Satish Kumar Shah  
Mr. Harish Kumar Shah  
Mr. Subhash Chand Agrawal  
Corporate Guarantee:  
M/s Sunflower Comtrade Pvt Ltd

## 4 Primary Security:

First charge by way of mortgage / hypothecation in favour of SIDBI of the immovable / movable assets (viz., land, building, plant, machinery, equipment, tools, spares, accessories) and all other assets which have been acquired or proposed to be acquired under the project/scheme.

### Collateral Security

1. Extension of first charge by way of hypothecation in favour of SIDBI of all the Borrower's movables, (save and except stock & book debts) including the movables, plant, machinery, machinery spares, tools & accessories, office equipments, computers, furnitures and fixtures, both present and future, already charged to SIDBI for the earlier term loan/Limit sanctioned to M/s Abha Power & Steel Pvt. Ltd. [the borrower] by SIDBI

2. Extension of First charge by way of mortgage of Leasehold Rights in favour of SIDBI of all immovable properties, both present and future, situated at Hardikala Village, Bilha Tahsil, Bilaspur District, bearing part of Khasra No. 657/2, area admeasuring 3,19,200 sq.ft. along with structure thereon, Leasehold owner being Abha Power & Steel Pvt Ltd

3. Extension of first charge by way of mortgage in favour of SIDBI of freehold rights of all immovable properties owned by Shri Subhash Chandra Agrawal, son of Shri Fatechand Agrawal, both present and future, situated at Plot No. B/75, Vypar Vihar Zone- One, R.I.C. Bilaspur, Bilaspur Tahsil, Bilaspur District, admeasuring 2640 Sq.ft. including buildings and structures thereon

### Personal Guarantee:

Mr. Atish Agrawal  
Mr. Ankit Agrawal  
Mr. Satish Kumar Shah  
Mr. Harish Kumar Shah  
Mr. Subhash Chand Agrawal  
Corporate Guarantee:  
M/s Sunflower Comtrade Pvt Ltd

- 5 Exclusive charge in favour of the Bank by way of hypothecation of the Company's entire stocks of raw materials, semi-finished and finished goods, consumable stores and spares and such other movables including book-debts, bills whether documentary or clean, outstanding monies, receivables, both present and future, in a form and manner satisfactory to the Bank.

Exclusive charge in favour of the Bank by way of hypothecation of the Company's entire stocks of raw materials, semi-finished and finished goods, consumable stores and spares and such other movables including book-debts, bills whether documentary or clean, outstanding monies, receivables, both present and future, in a form and manner satisfactory to the Bank.

Equitable Mortgage: Exclusive charge by way of equitable mortgage, in a form and manner satisfactory to the Bank, on the property as detailed below:

1. Commercial Vacant Land owned by Mr Harish Kumar Shah, Mr Satish Kumar Shah and Mr Girish Kumar Shah being Khasra no. 71, Mouja Boudri, PHN 01 Khewat no. 421 RNM & Vikashand Bilha Tehsil Bilha and having aggregate value of Rs. 50.00 million.

2. Commercial Vacant Land owned by M/s Abha Power & steel Pvt Ltd being Khasra no. 440/4 and Khasra no. 449/4, 4495,449/7,449/8,450/1,451 Mouja bakar Kuda, PHN no. 33, RNM Masturi, Vikas Khand and Tehsil Masturi, District Bilaspur Chhattisgarh and having aggregate alue of Rs. 25.00 million.

3. Residential Property owned by Mr. Harish Kumar Shah being Plot no. 294, Khasra no. 836/3, Block no. 5 Ghnashyam homes Block b, 502, vikas Khand, tehsil and district bilaspur, Chhattisgarh and having aggregate rvalue of Rs. 6.00 million.

4. Residential Property owned by Mr. Satish Kumar Shah being Plot no. 294, Khasra no. 836/3, Block no. 5 Ghnashyam homes Block b, 501, vikas Khand, tehsil and district bilaspur, Chhattisgarh and having aggregate rvalue of Rs. 6.00 million.

5. Residential property owned by Mr SanatanA Shah being Sheet No 23/5 Block No 5Ph No 22/34 RNM Ward No 14Vinoba Nagar Shesh Colony Bilaspur CG (495001) and having aggregate value of Rs. 10.00 million

Personal Guarantee:

Mr. Atish Agrawal

Mr. Ankit Agrawal

Mr. Satish Kumar Shah

Mr. Harish Kumar Shah

Mr. Girish Kumar Shah

Corporate Guarantee:

M/s Sunflower Commotrade Pvt Ltd

- 6 Exclusive charge in favour of the Bank by way of hypothecation of the Company's entire stocks of raw materials, semi-finished and finished goods, consumable stores and spares and such other movables including book-debts, bills whether documentary or clean, outstanding monies, receivables, both present and future, in a form and manner satisfactory to the bank.

**Abha Power and Steel Limited (CIN : U27102CT2004PLC016654)**  
**( Formerly known as Abha Power and Steel private Limited )**  
**Notes to Accounts**

**Note 1** The trade payables ageing schedule:

**At the end of the period** **As atAs at 15 October 2024**

Particulars	Not due for payment	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 year	2-3 year	More than 3 Year	
MSME	-	85.06	-	-	-	85.06
Others	-	223.34	-	-	-	223.34
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-

**At the end of the period** **As atAs at 31 March 2024**

Particulars	Not due for payment	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 year	2-3 year	More than 3 Year	
MSME	-	103.37	-	-	-	103.37
Others	-	94.77	-	-	-	94.77
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-

**At the end of the year** **As atAs at31 March 2023**

Particulars	Not due for payment	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 year	2-3 year	More than 3 Year	
MSME	-	150.10	-	-	-	150.10
Others	-	207.72	-	-	-	207.72
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-

**At the end of the year** **As atAs at31 March 2022**

Particulars	Not due for payment	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 year	2-3 year	More than 3 Year	
MSME	-	71.30	-	-	-	71.30
Others	-	260.91	-	-	-	260.91
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-

Disclosure relating to suppliers registered under MSMED Act based on the information available with the Company:

Particulars	As at	As at	As at	As at
	15 October 2024	31 March 2024	31 March 2023	31 March 2022

(a) Amount remaining unpaid to any supplier at the end of each accounting year:

Principal and interest

Total

(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.

(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.

(d) The amount of interest accrued and remaining unpaid at the end of each accounting year.

(e) 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 MSMED Act.

**Total**

\_\_\_\_\_

**Note 2** Capital work-in-progress aging schedule

At the end of the period					As atAs at 15 October 2024
Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 Year	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

At the end of the period					As atAs at 31 March 2024
Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 Year	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

At the end of the year					As atAs at31 March 2023
Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 Year	
Projects in progress	1298.18	17.13	-	-	1315.31
Projects temporarily suspended	-	-	-	-	-

At the end of the year					As atAs at31 March 2022
Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 year	2-3 year	More than 3 Year	
Projects in progress	17.13	-	-	-	17.13
Projects temporarily suspended	-	-	-	-	-

**Note 3** The trade receivables ageing schedule:

At the end of the period						As atAs at 15 October 2024
Particulars	Less than 6 months	6 Month to 1 year	1-2 years	2-3 years	More than 3 Years	Total
(i) Undisputed trade receivables – considered good	766.50	0.03	4.42	2.00	0.20	773.15
(ii) Undisputed trade receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

At the end of the period						As atAs at 31 March 2024
Particulars	Less than 6 months	6 Month to 1 year	1-2 years	2-3 years	More than 3 Years	Total
(i) Undisputed trade receivables – considered good	792.97	0.04	52.94	0.79	-	846.73
(ii) Undisputed trade receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

At the end of the year						As atAs at31 March 2023
Particulars	Less than 6 months	6 Month to 1 year	1-2 years	2-3 years	More than 3 Years	Total
(i) Undisputed trade receivables – considered good	924.81	28.08	1.58	0.95	1.86	957.27
(ii) Undisputed trade receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

At the end of the year						As atAs at31 March 2022
Particulars	Less than 6 months	6 Month to 1 year	1-2 years	2-3 years	More than 3 Years	Total
(i) Undisputed trade receivables – considered good	854.99	66.69	4.05	9.71	24.95	960.39
(ii) Undisputed trade receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**Abha Power and Steel Limited (CIN : U27102CT2004PLC016654)**  
**(Formerly known as Abha Power and Steel private Limited )**  
**Annexure VII- Notes to Restated Financial Information**  
*(Amount in INR lakhs, except for share data unless otherwise stated)*

**Note 17 Revenue from operations**

Particulars	For the period ended 15 October 2024	31 March 2024	For the year ended 31 March 2023	31 March 2022
Sale of Products				
- Domestic	3,649.29	5,063.10	5,318.90	5,328.64
- Export	0.78	11.64	13.98	-
<b>Other Operating Revenue:</b>				
Pattern Charges	7.30	5.84	-	-
Machining Charges	6.89	5.12	-	-
Other Miscellaneous Charges	2.46	0.16	10.74	2.36
Freight on Sales	37.95	67.79	90.42	85.51
Inspection Charges	16.12	21.05	35.91	35.16
<b>Total</b>	<b>3,720.78</b>	<b>5,174.70</b>	<b>5,469.96</b>	<b>5,451.67</b>

**Note 18 Other income**

Particulars	For the period ended 15 October 2024	31 March 2024	For the year ended 31 March 2023	31 March 2022
Interest Income	34.14	7.97	41.57	45.87
Misc Income		-	0.29	0.87
<b>Total</b>	<b>34.14</b>	<b>7.97</b>	<b>41.86</b>	<b>46.73</b>

**Note 19 Cost of raw material consumed**

Particulars	For the period ended 15 October 2024	31 March 2024	For the year ended 31 March 2023	31 March 2022
Opening Stock	384.13	250.17	296.77	132.79
Add: Purchases	2,569.06	3,231.65	3,826.20	3,955.28
less: Closing Stock	524.26	384.13	250.17	296.77
<b>Total</b>	<b>2,428.93</b>	<b>3,097.69</b>	<b>3,872.80</b>	<b>3,791.30</b>

**Note 20 Changes in inventories of finished goods, WIP & Consumables**

Particulars	For the period ended 15 October 2024	31 March 2024	For the year ended 31 March 2023	31 March 2022
<b>Inventories at the beginning of the year</b>				
Finished Goods	530.42	160.26	156.68	252.26
WIP & Consumables	878.97	942.41	382.21	202.22
<b>Inventories at the end of the year</b>				
Finished Goods	753.12	530.42	160.26	156.68
WIP & Consumables	947.94	878.97	942.41	382.21
<b>Total</b>	<b>(291.66)</b>	<b>(306.73)</b>	<b>(563.78)</b>	<b>(84.40)</b>

**Note 21 Employee benefit expenses**

Particulars	For the period ended 15 October 2024	31 March 2024	For the year ended 31 March 2023	31 March 2022
a) Salaries, Labour and bonus	223.13	349.19	265.34	253.68
b) Director's Remuneration	-	-	3.59	9.60
c) Gratuity Expenses	(2.69)	9.12	4.89	3.50
d) Staff Welfare expense	1.41	1.70	1.96	0.58
e) Contribution to various fund	0.90	1.43	0.77	1.36
<b>Total</b>	<b>222.75</b>	<b>361.44</b>	<b>276.54</b>	<b>268.71</b>

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**Note 22 Finance cost**

Particulars	For the period ended	For the year ended		
	15 October 2024	31 March 2024	31 March 2023	31 March 2022
Interest paid ;				
- To banks	115.53	210.69	82.80	81.96
Other Finance Cost	1.12	2.20	29.88	32.48
<b>Total</b>	<b>116.65</b>	<b>212.90</b>	<b>112.68</b>	<b>114.44</b>

**Note 23 Depreciation & amortization expense**

Particulars	For the period ended	For the year ended		
	15 October 2024	31 March 2024	31 March 2023	31 March 2022
Depreciation & Amortization	55.99	102.25	66.17	65.76
<b>Total</b>	<b>55.99</b>	<b>102.25</b>	<b>66.17</b>	<b>65.76</b>

**Note 24 Other expenses**

Particulars	For the period ended	For the year ended		
	15 October 2024	31 March 2024	31 March 2023	31 March 2022
Audit remuneration	2.00	3.00	0.30	0.30
Bad Debts/ Written off	-	-	56.71	-
Freight	83.36	168.57	172.78	118.12
Insurance premium	2.12	3.26	2.41	2.13
CSR Expense	5.05	-	-	-
Miscellaneous expenses	27.29	17.88	35.10	43.55
Loading and Unloading Exp.	8.82	2.29	1.00	0.21
Plywood Expenses	-	-	56.79	49.33
Power & Fuel	292.27	463.54	668.03	693.24
Rent	-	0.63	3.28	2.13
Stores and Repairs Expenses	256.38	454.99	451.11	340.92
rites Inspection charges	26.56	32.89	46.55	40.01
Tour and Travelling Exp.	14.57	16.80	14.25	6.83
Testing Charges	2.04	2.04	14.09	3.31
Security service Exps	5.29	9.38	8.81	5.24
Vehicle Exp.	2.82	8.87	5.57	-
Legal and Professional charges	1.66	10.13	5.15	3.74
Roc filing charge	0.03	13.84	0.55	0.40
Registration/ Lisence and Renewal Fee	-	-	7.98	2.22
<b>Total</b>	<b>730.26</b>	<b>1,208.10</b>	<b>1,550.45</b>	<b>1,311.69</b>

**Note**

**24A Audit remuneration**

Particulars	For the period ended	For the year ended		
	15 October 2024	31 March 2024	31 March 2023	31 March 2022
Audit fees	2.00	3.00	0.30	0.30
	<b>2.00</b>	<b>3.00</b>	<b>0.30</b>	<b>0.30</b>

**Note 25 STATEMENT OF MANDATORY ACCOUNTING RATIOS**

Particulars	As at	As at	As at	As at
	15 October 2024	31 March 2024	31 March 2023	31 March 2022
Net worth (A)	2,115.63	1,753.66	1,375.47	1,120.07
Earnings Before Interest, Tax, Depreciation and Amortisation and other income(EBITDA)	630.50	814.21	333.93	164.37
Restated profit after tax (B)	361.97	378.19	140.14	(71.53)
Number of equity share outstanding as on the end of year/period - <i>Refer Note 1</i>	14,448,630	14,448,630	481,621	441,600
Weighted average number of equity shares outstanding during the year/period (D) - <i>Refer Note 1</i>	14,448,630	14,448,630	14,448,630	14,448,630
Weighted average number of diluted equity shares outstanding during the year/period (E) - <i>Refer Note 1</i>	14,448,630	14,448,630	14,448,630	14,448,630
Current assets (E)	3,174.60	2,715.26	2,380.95	2,730.64
Current liabilities (F)	1,619.25	1,479.96	1,501.92	1,359.44
Restated Basic earning per share (INR) (B/D)	2.51	2.62	0.97	(0.50)
Diluted earning per share (INR) (B/E)	2.51	2.62	0.97	(0.50)
Return on net worth (%) (B/A)	18.71%	24.17%	11.23%	-6.13%
Net asset value per share - (A/C) (Face value of Rs. 100 each)	14.64	12.14	9.52	7.75
Current ratio (E/F)	1.96	1.83	1.59	2.01

**Note 1** Pursuant to shareholders' resolution dated February 15, 2024, each Equity Share of our Company of face value of Rs. 100 each was split into 10 Equity Shares of face value of Rs. 10 each. Therefore, the issued, paid-up and subscribed share capital of our Company was sub-divided from Rs. 4,81,62,100 divided into 4,81,621 shares of Rs. 100 each into Rs. 4,81,62,100 divided into 48,16,210 shares of Rs. 10 each.

The Company has issued 96,32,420 Equity Shares of Rs. 10 each on March 30, 2024, through a bonus share issue in the ratio of 2:1 of existing equity share capital, bonus share issued via reserve of the company hence adjustments were made to ratios presented above, adjusted ratio

We have also considered Split and Bonus effect in calculation of Basic and Diluted EPS of year ended 31st March 2023, and 31st March 2022

(a) Basic earnings per share (Rs.): Net profit after tax, as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year

(b) Diluted earnings per share (Rs.): Net profit after tax, as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year

(c) Return on net worth (%): Net profit after tax, as restated / Average Net worth at the end of the period or year and previous year

(d) Net assets value per share (Rs.) :- Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year

(e) Net worth has been calculated as sum of Equity Share Capital and Reserves and surplus.

Abha Power and Steel Limited (CIN : U27102CT2004PLC016654)  
( Formerly known as Abha Power and Steel private Limited )  
Annexure V- Notes to Restated Financial Information  
(Amount in INR lakhs, except for share data unless otherwise stated)

**Note 26 STATEMENT OF RELATED PARTY TRANSACTION**

**1. Names of the related parties with whom transaction were carried out during the years and description of relationship:**

Sr. No.	Name	Description of Relationship
1	Ankit Agrawal	Brother of Director
2	Harish Kumar Shah	Brother of Director
3	Satish Kumar Shah	Director
4	Atish Agrawal	Director
5	Subhash Chand Agrawal	Director
6	Naleen Shah	CFO
7	Shah Stone Suppliers	Partnership firm of Director
8	Abha Jewellers - Proprietor Subhash Chand Agarwal	Proprietorship of Director
9	Abha Jewellers Gems Pvt. Ltd.	Director holding Directorship in the Company
10	Girish Kumar Shah	Brother of Director
11	Usha Shah	Wife of Director's Brother
12	Savitri Devi Shah	Mother of Director
13	Manjula Shah	Wife of Director's Brother

**2. Transaction with Key Management Personnel/Directors**

Sr. No.	Nature of Transaction	For the period ended 15 October 2024	31 March 2024	For the year ended 31 March 2023	31 March 2022
<b>1 Remuneration</b>					
	Atish Agrawal	-	-	3.59	9.60
	Ankit Agrawal	-	-	-	-
	Subhash Chand Agrawal	-	-	-	-
<b>2 Loans Repaid</b>					
	Abha Jewellers- Proprietor Subhash Chand Agarwal	-	322.00	322.50	266.00
	Abha Jewellers Gems Pvt. Ltd.	-	96.00	-	-
	Girish Kumar Shah	-	35.50	-	-
	Satish Kumar Shah	-	10.00	-	-
	Atish Agrawal	-	-	67.00	28.00
<b>3 Loans Taken</b>					
	Abha Jewellers Proprietor Subhash Chand Agarwal	-	322.00	322.50	266.00
	Abha Jewellers Gems Pvt. Ltd.	-	96.00	-	-
	Girish Kumar Shah	-	43.50	-	-
	Harish Kumar Shah	-	20.00	-	-
	Satish Kumar Shah	-	25.00	-	-
	Atish Agrawal	-	-	-	95.00
<b>4 Sales</b>					
	Shah Stone Suppliers	-	-	-	0.33
<b>5 Professional Fees</b>					
	Naleen Shah	-	2.00	-	-

**3. Balances Outstanding at the end of the Year**

Sr. No.	Particulars	15 October 2024	31 March 2024	As at 31 March 2023	31 March 2022
<b>1 Remuneration</b>					
	Atish Agrawal	-	-	1.35	-
<b>2 Sales</b>					
	Shah Stone Suppliers	-	-	-	0.33
<b>3 Loan Outstanding Balance</b>					
	Anjana Shah	1.00	1.00	1.00	1.00
	Girish Kumar Shah	11.32	11.32	3.32	3.32
	Atish Agarwal	-	-	-	67.00
	Harish Kumar Shah	21.40	21.40	1.40	1.40
	Manjula Shah	1.00	1.00	1.00	1.00
	Satish Kumar Shah	17.00	17.00	2.00	2.00
	Savitri Devi Shah	1.61	1.61	1.61	1.61
	Usha Shah	2.00	2.00	2.00	2.00



**Note 27 STATEMENT OF TAX SHELTER**

Particulars		As at 15 October 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
<b>A</b>	Profit before taxes as restated	<b>492.01</b>	<b>507.03</b>	<b>196.94</b>	<b>30.91</b>
	- Taxable at normal Rate	<b>492.01</b>	<b>507.03</b>	<b>196.94</b>	<b>30.91</b>
	- Taxable at special Rate				
<b>B</b>	Normal Tax Rate Applicable %	25.17%	25.17%	25.17%	25.17%
	Special Tax Rate Applicable %				
<b>C</b>	Tax Impact (A*B)	123.83	127.61	49.57	7.78
<b>D</b>	<b>Adjustments:</b>				
	<b>Add:</b>				
	Disallowance u/s 40(a)(ia)		-	-	0.44
	Disallowance u/s 43B		10.07	-	-
	Depreciation as per Companies Act	55.99	102.25	66.17	65.76
	EPF and ESIC		-	0.05	0.13
	Interest on taxes		-	0.16	-
	Donation	0.46	-	6.25	-
	Provision of gratuity	(2.69)	9.12	4.89	3.50
	CSR Expense	5.05			
	<b>Less:</b>				
	Depreciation as per Income Tax Act	(194.45)	(576.37)	(32.79)	(34.90)
	<b>Total</b>	<b>(135.64)</b>	<b>(454.93)</b>	<b>44.73</b>	<b>34.94</b>
<b>E</b>	<b>Unabsorbed Loss/(Carried Forward Loss Set off)</b>	-	-	-	-
<b>F</b>	<b>Net Adjustment (F) = (D+E)</b>	<b>(135.64)</b>	<b>(454.93)</b>	<b>44.73</b>	<b>34.94</b>
<b>G</b>	<b>Tax Expenses/ (Saving) thereon</b>	<b>(34.14)</b>	<b>(114.50)</b>	<b>11.26</b>	<b>8.79</b>
<b>H</b>	<b>Tax Liability, After Considering the effect of Adjustment (C +G)</b>	<b>89.69</b>	<b>13.11</b>	<b>60.82</b>	<b>16.57</b>
<b>I</b>	<b>Interest u/s 234A/234B/234C</b>	-	-	4.57	<b>0.86</b>
<b>J</b>	<b>Deferred Tax (Annexure 34.1)</b>	40.35	115.73	(8.60)	84.98
<b>K</b>	<b>Total tax expenses (H+I+J)</b>	<b>130.04</b>	<b>128.84</b>	<b>56.80</b>	<b>102.42</b>

**Notes:**

- 1 The aforesaid statement of tax shelters has been prepared as per the restated summary statement of profits and losses of the Company. The permanent/timing differences have been computed considering the acknowledged copies of the income-tax return respective years stated above.
- 2 The figures for the period ended October 15, 2024 are based on the provisional computation of Total Income prepared by the Company.
- 3 The effect of Tax Shelter i.e. short/excess provision for Income Tax has not been given effect in Annexure II - Restated Statement of Profit and Loss account. Provision for Income Tax given in Annexure II is based on the Income Tax Return/Audited Financial Statement only.
- 4 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 IV, I, II and III.

**Computation of Deffered Tax Asset/ Liability**

Particulars	Amt. in Lakhs			
	As at 15 October 2024	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
WDV Companies Act (A)	1,776.21	1,816.84	517.97	583.04
WDV Income tax Act (B)	855.25	1,034.33	209.58	241.88
Difference in WDV (A-B)	920.97	782.51	308.39	341.16
Deferred Tax (Asset)/ Liability ( C )	<b>231.79</b>	<b>196.94</b>	<b>77.62</b>	<b>85.86</b>
Gratuity Expenses	(2.69)	9.12	4.89	3.50
Disallowance u/s 43B		10.07		
<b>Total (D)</b>	<b>(2.69)</b>	<b>19.19</b>	<b>4.89</b>	<b>3.50</b>
<b>Deferred Tax (Asset)/ Liability (E)</b>	0.68	(4.83)	(1.23)	(0.88)
Total Deferred Tax (Asset)/ Liability (C+E)	<b>232.47</b>	<b>192.11</b>	<b>76.38</b>	<b>84.98</b>
Restated Closing Balance of Deferred Tax (Asset)/ Liability	232.47	192.11	76.38	84.98
Deferred Tax (Assets)/ Liability as per Balance sheet of Previous Year	192.11	76.38	84.98	-
Deferred Tax (Assets)/ Liability should be charged to Profit & Loss	40.35	115.73	(8.60)	84.98

**Note 28 STATEMENT OF CAPITALISATION**

<b>Particulars</b>	<b>Pre Issue 15-Oct-24</b>	<b>Post Issue</b>
		[.]
<b>Debt</b>		
Short Term Debt	784.72	
Long Term Debt ( Including current maturity)	1,392.62	
<b>Total Debt</b>	<b>2,177.34</b>	
<b>Shareholders' Fund (Equity)</b>		
Share Capital	1,444.86	
Reserves & Surplus	670.76	
Less: Miscellaneous Expenses not w/off	-	
<b>Total Shareholders' Fund (Equity)</b>	<b>2,115.63</b>	
<b>Long Term Debt/Equity</b>	<b>0.66</b>	
<b>Total Debt/Equity</b>	<b>1.03</b>	

**Notes:**

1. Short term debts represents the debts which are expected to be paid/payable within 12 months.
2. Long term debts represent debts other than Short term debts as defined above but include current maturity
3. The figures disclosed above are based on restated statement of assets and liabilities of the Company as at 15th October 2024. Effect of Increase in Capital after 15th October 2024 2024 not taken.

Note	29	CONTINGENT LIABILITIES & COMMITMENTS			
		Particulars	As at	As at	As at
			15 October 2024	31 March 2024	31 March 2023
				31 March 2022	
		Income Tax Demand	31.63	31.62	31.62
		TDS Demand	0.63	-	0.49
		GST Demand	-	10.54	10.54

**Note 30 EMPLOYEE BENEFITS**

**I. Defined contribution plans**

The Company has classified the various benefits provided to employees as under:

- a. Employee State Insurance Fund
- b. Employee Provident Fund

The expense recognised during the period towards defined contribution plan -

Particulars	For the period		For the year ended	
	15 October 2024	31 March 2024	31-Mar-23	31-Mar-22
Employers Contribution	0.90	1.43	0.77	1.36

**II. Defined benefit plans**

**Gratuity**

The Company should provide 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, subject to a payment ceiling of INR 20,00,000/-.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation as at balance sheet date:

Defined benefit plans	(Amount in Lakhs, Unless Otherwise Stated)			
	For the period 15 October 2024 Gratuity (Unfunded)	31 March 2024 Gratuity (Unfunded)	For the year ended 31-Mar-23 Gratuity (Unfunded)	31-Mar-22 Gratuity (Unfunded)
<b>I Expenses recognised in statement of profit and loss during the year:</b>				
Current service cost	2.73	5.87	3.80	2.96
Past service cost				
Expected return on plan assets				
Net interest cost / (income) on the net defined benefit liability / (asset)	1.10	1.59	1.18	0.93
Net actuarial loss/ (gain)	(6.52)	1.65	-0.10	-0.39
Loss (gain) on curtailments				
<b>Total expenses included in Employee benefit expenses</b>	<b>-2.69</b>	<b>9.12</b>	<b>4.89</b>	<b>3.50</b>
<b>II Net asset /(liability) recognised as at balance sheet date:</b>				
Present value of defined benefit obligation	27.64	30.33	21.22	16.33
Fair value of plan assets				
<b>Funded status [surplus/(deficit)]</b>	<b>(27.64)</b>	<b>-30.33</b>	<b>-21.22</b>	<b>-16.33</b>
<b>III Movements in present value of defined benefit obligation</b>				
Present value of defined benefit obligation at the beginning of the year	30.33	21.22	16.33	12.83
Current service cost	2.73	5.87	3.80	2.96
Past service cost				
Interest cost	1.10	1.59	1.18	0.93
Actuarial (gains) / loss	(6.52)	1.65	-0.10	-0.39
Benefits paid				
<b>Present value of defined benefit obligation at the end of the year</b>	<b>27.64</b>	<b>30.33</b>	<b>21.22</b>	<b>16.33</b>
<b>Classification</b>				
Current liability	7.77	11.95	7.98	4.49
Non-current liability	19.87	18.39	13.24	11.84
<b>Best estimate for contribution during next Period</b>	<b>4.50</b>	<b>8.67</b>	<b>4.72</b>	<b>4.28</b>

**V Sensitivity analysis method**

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated.

Particulars	For the period 15 October 2024	For the year ended 31 March 2024	For the year ended 31-Mar-23	For the year ended 31-Mar-22
Defined Benefit Obligation (Base)	27,64,497 @ Salary Increase Rate : 5%, and	30,33,222 @ Salary Increase	21,21,634 @ Salary Increase Rate : 5%,	16,32,790 @ Salary Increase
Liability with x% increase in Discount Rate	26,35,697; x=1.00% [Change (5)% ]	29,11,769; x=1.00% [Change (4)% ]	20,35,895; x=1.00% [Change (4)% ]	15,60,322; x=1.00% [Change (4)% ]
Liability with x% decrease in Discount Rate	29,08,361; x=1.00% [Change 5% ]	31,68,753; x=1.00% [Change 4% ]	22,16,979; x=1.00% [Change 4% ]	17,13,220; x=1.00% [Change 5% ]
Liability with x% increase in Salary Growth Rate	29,09,812; x=1.00% [Change 5% ]	31,70,466; x=1.00% [Change 5% ]	22,18,371; x=1.00% [Change 5% ]	17,14,214; x=1.00% [Change 5% ]
Liability with x% decrease in Salary Growth Rate	26,32,195; x=1.00% [Change (5)% ]	29,08,180; x=1.00% [Change (4)% ]	20,33,155; x=1.00% [Change (4)% ]	15,58,150; x=1.00% [Change (5)% ]
Liability with x% increase in withdrawal Rate	27,62,009; x=1.00% [Change 0% ]	30,33,919; x=1.00% [Change 0% ]	21,25,290; x=1.00% [Change 0% ]	16,32,064; x=1.00% [Change 0% ]
Liability with x% decrease in withdrawal Rate	27,65,587; x=1.00% [Change 0% ]	30,30,730; x=1.00% [Change 0% ]	21,16,614; x=1.00% [Change 0% ]	16,32,699; x=1.00% [Change 0% ]

#### VII Actuarial assumptions:

		As at		
	15 October 2024	31 March 2024	31-Mar-23	31-Mar-22
Discount rate	7.00 % per annum	7.25 % per annum	7.50 % per annum	7.25 % per annum
Salary Growth Rate	5.00 % per annum	5.00 % per annum	5.00 % per annum	5.00 % per annum
Mortality	IALM 2012-14	IALM 2012-14	IALM 2012-14	IALM 2012-14
Expected rate of return		0	0	0
Attrition / Withdrawal Rate (per Annum)	10.00% p.a.	10.00% p.a.	10.00% p.a.	10.00% p.a.

#### Notes:

- The rate used to discount post-employment benefit obligations is determined by reference to market yields at the end of the reporting period on government bonds.
- The estimates of future salary increases considered in the actuarial valuation take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Note 31 Financial ratios

Particulars	Unit of measurement	Numerator	Denominator	As at 15 October 2024	As at 31 March 2024	% Change October 15 2024 - October 15 2024 March 31, 2024 March 31, 2024	Remarks
Current ratio	Times	Current assets	Current liabilities	1.96	1.83	6.86%	
Debt equity ratio	Times	Total debt (including current maturities of long term borrowings)	Networth	1.03	1.35	-23.95%	
Debt service coverage ratio	Times	Earnings for debt service = Net profit & lease payments after taxes + Non-cash + operating expenses + Interest expense	Debt service = Interest payments + principal repayments	0.47	0.54	-12.88%	
Return on equity ratio	Percentage	Net profits after taxes	Average Networth/ Shareholders Fund	18.71%	24.17%	-22.60%	
Inventory turnover ratio	Times	Revenue operations	from Average Inventory	1.85	3.29	-43.71%	NA
Trade receivable turnover ratio	Times	Revenue operations	from Average receivable	4.59	5.74	-19.92%	
Trade payable turnover ratio	Times	Total purchases	Average trade payables	12.97	11.63	11.53%	
Net capital turnover ratio	Times	Revenue operations	from Working capital = current assets – current liabilities	2.39	4.19	-42.89%	
Net profit ratio	Percentage	Net profit after tax	Revenue from operations	9.73%	7.31%	33.11%	
Return on capital employed	Percentage	Earnings before interest and taxes	Capital employed = networth + Long debt	18.65%	23.64%	-21.12%	
Return on investment	Percentage	Net profit after tax	Total Asset	7.05%	7.99%	-11.74%	

Particulars	Unit of measurement	Numerator	Denominator	As at 31 March 2024	As at 31 March 2023	% Change March 31 2024 - March 31, 2023	Remarks
Current ratio	Times	Current assets	Current liabilities	1.83	1.59	15.73%	NA
Debt equity ratio	Times	Total debt (including current maturities of long term borrowings)	Networth	1.35	1.74	-22.22%	NA
Debt service coverage ratio	Times	Earnings for debt service = Net profit & lease payments after taxes + Non-cash + operating expenses + Interest expense	Debt service = Interest payments + principal repayments	0.54	0.32	67.28%	Due to increase in profit and also increase interest cost compare to last year
Return on equity ratio	Percentage	Net profits after taxes	Average Networth/ Shareholders Fund	24.17%	11.23%	115.22%	Increase in net profit after tax due to reduce in total expense
Inventory turnover ratio	Times	Revenue operations	from Average Inventory	3.29	5.00	-34.20%	Due to increase in inventory compare to last year
Trade receivable turnover ratio	Times	Revenue operations	from Average receivable	5.74	5.70	0.56%	NA
Trade payable turnover ratio	Times	Total purchases	Average trade payables	11.63	11.09	4.83%	NA
Net capital turnover ratio	Times	Revenue operations	from Working capital = current assets – current liabilities	4.19	6.22	-32.68%	Due to increase in working capital compare to last year
Net profit ratio	Percentage	Net profit after tax	Revenue from operations	7.31%	2.56%	185.26%	Due to Reduce in total expense compare to last year
Return on capital employed	Percentage	Earnings before interest and taxes	Capital employed = networth + Long debt	23.64%	10.73%	120.29%	Due to increase in EBIT and capital employed compare to last year
Return on investment	Percentage	Net profit after tax	Total Asset	7.99%	3.13%	155.10%	Due to increase in PAT and Total Asset compare to last year

Particulars	Unit of measurement	Numerator	Denominator	As at 31 March 2023	As at 31 March 2022	% Change FY 23 - FY 22	Remarks
Current ratio	Times	Current assets	Current liabilities	1.59	2.01	-21.08%	NA
Debt equity ratio	Times	Total debt (including current maturities of long term borrowings)	Networth	1.74	1.58	10.38%	NA
Debt service coverage ratio	Times	Earnings for debt service = Net profit & lease payments after taxes + Non-cash + operating expenses + Interest expense	Debt service = Interest payments + principal repayments	0.32	0.12	170.98%	Due to increase in Profit compare to last year
Return on equity ratio	Percentage	Net profits after taxes	Average networth	11.23%	-6.13%	-283.14%	Due to increase in Profit compare to last year
Inventory turnover ratio	Times	Revenue operations	from Average Inventory	5.00	7.66	-34.76%	Due to increase in Inventory
Trade receivable turnover ratio	Times	Revenue operations	from Average receivable	5.70	5.81	-1.86%	NA
Trade payable turnover ratio	Times	Total purchases	Average trade payables	11.09	12.90	-14.02%	NA
Net capital turnover ratio	Times	Revenue operations	from Working capital = current assets – current liabilities	6.22	3.98	56.51%	Due to decrease in working capital
Net profit ratio	Percentage	Net profit after tax	Revenue from operations	2.56%	-1.31%	-295.26%	Due to increase in Profit compare to last year
Return on capital employed	Percentage	Earnings before interest and taxes	Capital employed = networth + Long debt	10.73%	6.99%	53.61%	Due to increase in Profit compare to last year
Return on investment	Percentage	Net profit after tax	Total Asset	3.13%	-2.02%	-254.78%	Profit after tax in march 23 compare to loss of previous year because of deferred tax effect

**Note 32****SEGMENT REPORTING****(i) Business Segment**

The accounting policies adopted for segment reporting are in line with the accounting policies of their Company. Company has operated in one business segment Revenues, expenses, assets and liabilities have been identified into segments on the basis of their relationship to operating activities of segments (taking into account the nature of products and services and the risk and rewards associated with them) and internal management information systems and the same is reviewed from time to time to realign the same to conform to the business units of the Company. Revenues, expenses, assets, and liabilities, which are common to the enterprise as a whole and are not allocable to the segments on a reasonable basis, have been treated as "Common Revenues/Expenses/Assets/Liabilities", as the case may be.

**(ii) Geographical Segment**

The Company activities / operations are confined to India and outside India as such there is two geographical segment. Accordingly, the figures appearing in these financial statements relate to the Company two geographical segment.

Particular	For the period ended	For the Year ended		
	15-Oct-24	31-Mar-24	31-Mar-23	31-Mar-22
In India	3,649.29	5,063.10	5,318.90	5,328.64
Out Side India	0.78	11.64	13.98	-
<b>Total</b>	<b>3,650.06</b>	<b>5,074.75</b>	<b>5,332.88</b>	<b>5,328.64</b>

**Note 33****Details of CSR**

(Amount in Lakhs, figures in INR)

Particulars	As at			
	15-Oct-24	31-Mar-24	31-Mar-23	31-Mar-22
Amount required to be spent during the year	5.05	NA	NA	NA
Amount of expenditure incurred*	-	-	-	-
Shortfall at the end of the year	-	-	-	-
Total of previous year shortfall	-	-	-	-
Reason for shortfall	-	-	-	-
Nature of CSR Activities	-	-	-	-

\* For FY 2024-2025 company is required to be spend Rs 5.05 lacs on CSR as per managemnet they will spend this amount before year end

**Note 34****EVENTS AFTER REPORTING DATE**

There have been no events after the reporting date that require disclosure in these financial statements.

**Note 35****STATEMENT OF UNHEDGED FOREIGN CURRENCY EXPOSURE**

Following is the foreign currency exposure at the end of respective years, the same has not been hedged by the company -

(Amount in Lakhs, figures in INR)

Particulars	As at			
	15-Oct-24	31-Mar-24	31-Mar-23	31-Mar-22

**Amount Receivable in Foreign Currency**

Export Debtors	0.05	-	-	-
Advance to Supplier		-	-	-
<b>Total</b>		-	-	-

**Amount Payable in Foreign Currency**

Import Creditors		-	-	-
Advance from Customers	Dollar	-	-	13.64
<b>Total</b>		-	-	-

**Note 36****TRANSACTIONS IN FOREIGN CURRENCY**

(Amount in Lakhs, figures in INR)

Particulars	As at			
	15-Oct-24	31-Mar-24	31-Mar-23	31-Mar-22

**Expense in Foreign Currency**

Purchases		-	-	-
Expenses		-	-	-

**Income in Foreign Currency**

Sales	Euro	11.64	-	-
Sales	Dollar	0.78	13.98	-



**Note 37****OTHER RELEVANT DISCLOSURES****Additional regulatory information required by Schedule III of Companies Act, 2013:**

- A. Balance of Debtors & Creditors & Loans & advances Taken & giving are subject to confirmation and subject to consequential adjustments, if any. Debtors & creditors balance has been shown separately and the advances received and paid from/to the parties is shown as advance from customer and advance to suppliers.
- B. 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 provision of the Income Tax Act, 1961.
- C. The Company has not traded or invested in crypto currency or virtual currency for the period ended 15th October 2024, and for year ended 31st March 2024 , March 2023 and March 2022
- D. The Company do not had any transaction for the period ended 15th October 2024 and for the year ended 31st March 2024, March 2023 and March 2022 with the companies which are struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.
- E. The company has not been declared as willful defaulter by any bank or from any other lender for the period ended 15th October 2024 and for the year ended 31st March 2024 , March 2023 and March 2022
- F. 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.
- G. As per the information & detail available on records and the disclosure given by the management, the company has complied 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.
- H. As per the Information & details available on records and the disclosure given by the management, the company has not advanced, loaned or invested to any other person or entity or foreign entitles with the understanding that the intermediary shall directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by or on behalf of the company or provided any guarantee, security or like to or on behalf of the company. Further the company has not received any funds from any person, entity including the foreign entity with the understanding that the company shall directly or indirectly lend, invest or guarantee, security or like manner on behalf of the funding party.
- I. 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.

## OTHER FINANCIAL INFORMATION

### STATEMENT OF MANDATORY ACCOUNTING RATIOS

(Rs. in Lakhs)

Particulars	AS at	As at	As at	As at
	15 October 2024	31 March 2024	31 March 2023	31 March 2022
Net worth (A)	2,115.63	1,753.66	1,375.47	1,120.07
Earnings Before Interest, Tax, Depreciation and Amortisation and other income(EBITDA)	630.50	814.21	333.93	164.37
Restated profit after tax (B)	361.97	378.19	140.14	(71.53)
Number of equity share outstanding as on the end of year/period - <i>Refer Note 1</i>	1,44,48,630	1,44,48,630	4,81,621	4,41,600
Weighted average number of equity shares outstanding during the year/period (D) - <i>Refer Note 1</i>	1,44,48,630	1,44,48,630	1,44,48,630	1,44,48,630
Weighted average number of diluted equity shares outstanding during the year/period (E) - <i>Refer Note 1</i>	1,44,48,630	1,44,48,630	1,44,48,630	1,44,48,630
Current assets (E)	3,174.60	2,715.26	2,380.95	2,730.64
Current liabilities (F)	1,619.25	1,479.96	1,501.92	1,359.44
Restated Basic earning per share (INR) (B/D)	2.51	2.62	0.97	(0.50)
Diluted earning per share (INR) (B/E)	2.51	2.62	0.97	(0.50)
Return on net worth (%) (B/A)	18.71%	24.17%	11.23%	(6.13%)
Net asset value per share - (A/C) (Face value of Rs. 100 each)	14.64	12.14	9.52	7.75
Current ratio (E/F)	1.96	1.83	1.59	2.01

Pursuant to shareholders' resolution dated February 15, 2024, each Equity Share of our Company of face value of Rs. 100 each was split into 10 Equity Shares of face value of Rs. 10 each. Therefore, the issued, paid-up and subscribed share capital of our Company was sub-divided from Rs. 4,81,62,100 divided into 4,81,621 shares of Rs. 100 each into Rs. 4,81,62,100 divided into 48,16,210 shares of Rs. 10 each.

The Company has issued 96,32,420 Equity Shares of Rs. 10 each on March 30, 2024, through a bonus share issue in the ratio of 2:1 of existing equity share capital, bonus share issued via reserve of the company hence adjustments were made to ratios presented above, adjusted ratio as below:

We have also considered Split and Bonus effect in calculation of Basic and Diluted EPS of year ended 31st March 2023, and 31st March 2022

- Basic earnings per share (Rs.): Net profit after tax, as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year
- Diluted earnings per share (Rs.): Net profit after tax, as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year
- Return on net worth (%): Net profit after tax, as restated / Average Net worth at the end of the period or year and previous year
- Net assets value per share (Rs.) -: Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year
- Net worth has been calculated as sum of Equity Share Capital and Reserves and surplus.

## FINANCIAL INDEBTEDNESS

Our Company avails loans in its ordinary course of business for purposes such as working capital, business requirements and other general corporate purposes. For details regarding the borrowing powers of our Board, see “*Our Management – Borrowing powers of our Board*” on page 148.

The details of aggregate secured indebtedness of our Company as on October 15, 2024 is provided below:

Name of Lender/Fund	Nature of Facility	Date of Issue	Sanctioned Amount	Securities offered	Re-Payment Period	Rate of Interest as per sanction letter	Outstanding amount (as per Books) 31 March 2024
<b>Secured Loans</b>							
<b>Business Term Loan:</b>							
ICICI Bank Ltd.-0083	Working capital Term Loan under ECLGS scheme	07/10/2022	56.00	Refer Note no 1	36 equal monthly installments after the expiry of moratorium period of 24 months	9.25%	40.44
SIDBI	Term Loan	23/03/2023	200.00	Refer Note no 2	54 monthly installments after a moratorium of 6 months	8.50%	147.92
SIDBI	Term Loan	17/11/2022	98.00	Refer Note no 2	72 monthly installments after moratorium of 12 months from the date of disbursement.	8.35%	81.56
SIDBI	Term Loan-Solar plant	20/01/2022	700.00	Refer Note no 3	72 months excluding moratorium of 12 months.	5.65%	569.15
SIDBI	Term Loan-Solar plant	20/01/2022	450.00	Refer Note no 3	72 months excluding moratorium of 12 months.	7.29%	365.85
SIDBI	Term Loan	24/09/2021	200.00	Refer Note no 4	72 months excluding moratorium of 12 months.	MCLR+0.25% pa on annual reset (currently 7% pa) with monthly rests, on the amount of the Loan outstanding from time to time.	127.72

Name of Lender/Fund	Nature of Facility	Date of Issue	Sanctioned Amount	Securities offered	Re-Payment Period	Rate of Interest as per sanction letter	Outstanding amount (as per Books) 31 March 2024
SIDBI	TWARI T under ECLGS Sceme	24/09/2021	16.74	Refer note no 5	36 months excluding moratorium of 12 months.	6.00% p. a., (fixed) for the first year with interest reset applicab.le after one year when SIDBI would have the option to revise the rate of interest	4.65
<b>Total</b>							<b>1,337.29</b>
<b><u>Cash Credit:</u></b>							
ICICI Bank Ltd.-0059	Cash Credit	-	850.00	Refer Note no 6	On Demand	(Repo rate+Spread @ 2.75%)8.15 %	784.72
<b>Total</b>							<b>784.72</b>

## Securities

- The Facility together with Interest, Additional Interest, liquidated damages. cost, charges, expenses and all other monies whatsoever payable by the Borrower shall be secured by the following, to be created in favor of ICICI Bank (or its trustee/agent) as it may decide:

- Second charge on the assets financed under the scheme is to be created prior to disbursement. DOH for charge on Current Assets to be created.
- Second Charge to be created on existing account
- Second charge in the form and manner satisfactory to the Bank, on the property as described in the table mentioned in guar. Prop property details tab and having aggregate value of Rs 97.0 million.

Note: As per ECLGS, the Facility shall be secured by a second ranking charge over all the existing securities created in favour of ICICI Bank for the existing facilities, with charge also to be created on the assets financed under the Facility. Guarantor: National Credit Guarantee Trustee Company ('NCGTC')

- Primary Security:

First charge by way of mortgage / hypothecation in favour of SIDBI of the immovable / movable assets (viz., land, building, plant, machinery, equipment, tools, spares, accessories) and all other assets which have been acquired or proposed to be acquired under the project/scheme.

Collateral Security:

- Extension of First charge by way of hypothecation in favour of SIDBI of all the Borrower's movables (save and except stock & book debts), including the movables, plant, machinery, machinery spares, tools & accessories, office equipment, computers, furniture and fixtures, both present and future, created out of earlier assistance / loans
- Extension of First charge by way of mortgage of Leasehold Rights in favour of SIDBI of all immovable properties, both present and future, situated at Hardikala Village, Bilha Tahsil, Bilaspur District, bearing part of Khasra No. 657/2, area admesuring 3,19,200 sq.ft. along with structure thereon, Leasehold owner being Abha Power and Steel Private Limited

3. Extension of First charge by way of mortgage of freehold rights in favour of SIDBI of all immovable properties owned by Shri Subhash Chand Agrawal, son of Shri Fateh Chand Agrawal, both present and future, situated at Plot No. B/75, Vypar Vihar Zone- One, R.I.C. Bilaspur, Bilaspur Tehsil, Bilaspur District, having land admeasuring 2640 Sq.ft..
4. Extension of First charge by way of mortgage of freehold rights in favour of SIDBI of all immovable properties owned by Abha Power and Steel Private Limited both present and future situated at Kh. No. 446/1 adm. 0.417 Hect. And Kh. No. 447/1 adm. 0.230 Hect., Mouza Bakarkuda, Ph. No. 33, RIC-Masturi, Tehsil Masturi, Distt. Bilaspur (C. G.)
5. Extension of First charge by way of mortgage of freehold rights in favour of SIDBI of all immovable properties owned by Abha Power and Steel Private Limited both present and future situated at Khasra No.446/2, 447/2, 448/2, 449/6, 433/3 Mauja Bakarkuda, P.H.No.33, Ra.Ni.Ma. Masturi, Vikas Khand, Evam Tehsil Masturi, Bilaspur (C.G.)
6. Extension of First charge by way of mortgage of freehold rights in favour of SIDBI of all immovable properties owned by Abha Power and Steel Private Limited Khasra No 432 admeasuring 0.90 Acres (0.364 Hectare) and Khasra No 448/1 admeasuring 0.58 Acres (0.235 Hectare) Located At Ph No 33, Ric-Masturi, Tehsil Masturi, District Bilaspur, Chhattisgarh (A) Kh No 447/2 Area 0.243 Hect, Kh No 448/2 Area 0.462 Hect, Kh No 449/6 Area 0.423 Hect & Part Of Kh No 433/3 Area 0.114 Hect (B) Kh No 446/1 Area 0.417 Hect, Kh No 447/1 Area 0.230 Hect Including Buildings and Structures Thereon, If Any

Personal Guarantee:

Mr. Atish Agrawal

Mr. Ankit Agrawal

Mr. Satish Kumar Shah

Mr. Harish Kumar Shah

Mr. Girish Kumar Shah

Corporate Guarantee:

M/s Sunflower Commotrade Pvt Ltd

3. Primary Security:

1. First charge by way of mortgage in favour of SIDBI of all the immovable properties of the borrower, both present and future situated at Ph No 33, R/C-Masturi, Tehsil Masturi, District Bilaspur, Chhattisgarha) Kh No 447/12 area 0.243 hect, Kh no 448/2 area 0.462 hect, Kh no 449/6 area 0.423 hect & part of Kh no 433/3 area 0.114 hectb) Kh no 446/1, area 0.417 hect, Kh no 447/L area 0.230 hect including buildings and structure thereon
2. First Charge by way of hypothecation of all the movables of the borrower including plant, equipment, machinery, machinery spares, tools, accessories, furniture, fixtures, computers etc., acquired/ to be acquired under the project/scheme

Collateral Security

1. Extension of first charge by way of hypothecation in favour of SIDBI of all the Borrower's movables, (save and except stock & book debts) including the movables, plant, machinery, machinery spares, tools & accessories, office equipment, computers, furniture and fixtures, both present and future, already charged to SIDBI for the earlier term loan/Limit sanctioned to M/s Abha Power & Steel Pvt. Ltd. [the borrower] by SIDBI
2. Extension of First charge by way of mortgage of Leasehold Rights in favour of SIDBI of all immovable properties, both present and future, situated at Hardikala Village, Bilha Tahsil, Bilaspur District, bearing part of Khasra No. 657/2, area admeasuring 3,19,200 sq.ft. along with structure thereon, Leasehold owner being Abha Power and Steel Private Limited

3. Extension of first charge by way of mortgage in favour of SIDBI of freehold rights of all immovable properties owned by Shri Subhash Chandra Agrawal, son of Shri Fattechand Agrawal, both present and future, situated at Plot No. B/75, Vypar Vihar Zone- One, R.I.C. Bilaspur, Bilaspur Tahsil, Bilaspur District, admeasuring 2640 Sq.ft. including buildings and structures thereon

Personal Guarantee:

Mr. Atish Agrawal

Mr. Ankit Agrawal

Mr. Satish Kumar Shah

Mr. Harish Kumar Shah

Mr. Subhash Chand Agrawal

Corporate Guarantee:

M/s Sunflower Commotrade Pvt Ltd

4. Primary Security:

First charge by way of mortgage / hypothecation in favour of SIDBI of the immovable / movable assets (viz., land, building, plant, machinery, equipment, tools, spares, accessories) and all other assets which have been acquired or proposed to be acquired under the project/scheme.

Collateral Security

1. Extension of first charge by way of hypothecation in favour of SIDBI of all the Borrower's movables, (save and except stock & book debts) including the movables, plant, machinery, machinery spares, tools & accessories, office equipment, computers, furniture and fixtures, both present and future, already charged to SIDBI for the earlier term loan/Limit sanctioned to M/s Abha Power & Steel Pvt. Ltd. [the borrower] by SIDBI
2. Extension of First charge by way of mortgage of Leasehold Rights in favour of SIDBI of all immovable properties, both present and future, situated at Hardikala Village, Bilha Tahsil, Bilaspur District, bearing part of Khasra No. 657/2, area admeasuring 3,19,200 sq.ft. along with structure thereon , Leasehold owner being Abha Power and Steel Private Limited
3. Extension of first charge by way of mortgage in favour of SIDBI of freehold rights of all immovable properties owned by Shri Subhash Chandra Agrawal, son of Shri Fattechand Agrawal, both present and future, situated at Plot No. B/75, Vypar Vihar Zone- One, R.I.C. Bilaspur, Bilaspur Tahsil, Bilaspur District, admeasuring 2640 Sq.ft. including buildings and structures thereon

Personal Guarantee:

Mr. Atish Agrawal

Mr. Ankit Agrawal

Mr. Satish Kumar Shah

Mr. Harish Kumar Shah

Mr. Subhash Chand Agrawal

Corporate Guarantee:

M/s Sunflower Commotrade Pvt Ltd

5. Exclusive charge in favour of the Bank by way of hypothecation of the Company's entire stocks of raw materials, semi-finished and finished goods, consumable stores and spares and such other movables including book-debts, bills whether documentary or clean, outstanding monies, receivables, both present and future, in a form and manner satisfactory to the Bank.

Exclusive charge in favour of the Bank by way of hypothecation of the Company's entire stocks of raw materials, semi-finished and finished goods, consumable stores and spares and such other movables including book-debts, bills whether documentary or clean, outstanding monies, receivables, both present and future, in a form and manner satisfactory to the Bank.

Equitable Mortgage: Exclusive charge by way of equitable mortgage, in a form and manner satisfactory to the Bank, on the property as detailed below:

1. Commercial Vacant Land owned by Mr Harish Kumar Shah, Mr Satish Kumar Shah and Mr Girish Kumar Shah being Khasra no. 71, Mouja Boudri, PHN 01 Khewat no. 421 RNM & Vikaskhand Bilha Tehsil Bilha and having aggregate value of Rs. 50.00 million.
2. Commercial Vacant Land owned by M/s Abha Power and Steel Private Limited being Khasra no. 440/4 and Khasra no. 449/4, 4495,449/7,449/8,450/1,451 Mouja bakar Kuda, PHN no. 33, RNM Masturi, Vikas Khand and Tehsil Masturi, District Bilaspur Chhattisgarh and having aggregate alue of Rs. 25.00 million.
3. Residential Property owned by Mr. Harish Kumar Shah being Plot no. 294, Khasra no. 836/3, Block no. 5 Ghnashyam homes Block b, 502, vikas Khand, tehsil and district bilaspur, Chhattisgarh and having aggregate rvalue of Rs. 6.00 million.
4. Residential Property owned by Mr. Satish Kumar Shah being Plot no. 294, Khasra no. 836/3, Block no. 5 Ghnashyam homes Block b, 501, vikas Khand, tehsil and district bilaspur, Chhattisgarh and having aggregate rvalue of Rs. 6.00 million.
5. Residential property owned by Mr Sanatan Shah being Sheet No 23/5 Block No 5Ph No 22/34 RNM Ward No 14Vinoba Nagar Shesh Colony Bilaspur CG (495001) and having aggregate value of Rs. 10.00 million

Personal Guarantee:

Mr. Atish Agrawal

Mr. Ankit Agrawal

Mr. Satish Kumar Shah

Mr. Harish Kumar Shah

Mr. Girish Kumar Shah

Corporate Guarantee:

M/s Sunflower Commotrade Pvt Ltd

6. Exclusive charge in favour of the Bank by way of hypothecation of the Company's entire stocks of raw materials, semi-finished and finished goods, consumable stores and spares and such other movables including book-debts, bills whether documentary or clean, outstanding monies, receivables, both present and future, in a form and manner satisfactory to the bank.

The details of aggregate unsecured indebtedness of our Company as on October 15, 2024 is provided below:

Name of Lender/Fund	Nature of Facility	Date of Issue	Re-Payment Period	Rate of Interest as per sanction letter	Outstanding amount Oct 15, 2024 (Rs. in Lakhs)
Anajana Shah	Unsecured Loan	-	Repayable on demand	0.00%	1.00
Girish Kumar Shah	Unsecured Loan	-	Repayable on demand	0.00%	11.32
Harish Kumar Shah	Unsecured Loan	-	Repayable on demand	0.00%	21.40
Majula Shah	Unsecured Loan	-	Repayable on demand	0.00%	1.00
Satish Kumar Shah	Unsecured Loan	-	Repayable on demand	0.00%	17.00

Name of Lender/Fund	Nature of Facility	Date of Issue	Re-Payment Period	Rate of Interest as per sanction letter	Outstanding amount Oct 15, 2024 (Rs. in Lakhs)
Savitri Devi Shah	Unsecured Loan	-	Repayable on demand	0.00%	1.61
Usha Shah	Unsecured Loan	-	Repayable on demand	0.00%	2.00
<b>Total</b>					<b>55.33</b>



## CAPITALISATION STATEMENT

Particulars	Pre Issue 15-Oct-24	Post Issue
<b>Debt</b>		
Short Term Debt	784.72	784.72
Long Term Debt	1,392.62	1,392.62
<b>Total Debt</b>	<b>2,177.34</b>	<b>2,177.34</b>
<b>Shareholders' Fund (Equity)</b>		
Share Capital	1,444.86	1,858.78
Reserves & Surplus	670.76	3,361.24
Less: Miscellaneous Expenses not w/off	-	-
<b>Total Shareholders' Fund (Equity)</b>	<b>2,115.63</b>	<b>5,220.03</b>
<b>Long Term Debt/Equity</b>	<b>0.66</b>	<b>0.27</b>
<b>Total Debt/Equity</b>	<b>1.03</b>	<b>0.42</b>

**Notes:**

1. Short term debts represents the debts which are expected to be paid/payable within 12 months.
2. Long term debts represent debts other than Short term debts as defined above but includes installment of term loans repayable within 12 months grouped under other current liabilities
3. The figures disclosed above are based on restated statement of assets and liabilities of the Company as at 15th, October 2024. Effect of Increase in Capital after 15th, October 2024 not taken.

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

*The following discussion is intended to convey management’s perspective on our financial condition and results of operations for the financial years ended March 31, 2024, 2023 and 2022. One should read the following discussion and analysis of our financial condition and results of operations in conjunction with our section titled “Financial Statements” and the chapter titled “Financial Statement” on page 164 of the Prospectus. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled “Risk Factors” on page 26 of this Prospectus. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer the chapter titled “Forward-Looking Statements” on page 17 of this Prospectus. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Restated Financial Information. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year.*

*In this section, unless the context otherwise requires, any reference to “we”, “us” or “our” refers to Abha Power and Steel Limited, our Company. Unless otherwise indicated, financial information included herein are based on our **Restated Financial Statements** for the financial years ended March 31, 2024, 2023 and 2022 included in this Prospectus beginning on page 164 of this Prospectus*

### BUSINESS OVERVIEW

Strategically located in mineral rich, densely industrialized and one of the steel hubs of central India i.e. state of Chhattisgarh, we are engaged in the business of iron and steel foundry, more particularly in the business of casting and manufacturing customised products in mostly all grades of iron and steel. Our versatile product portfolio covers all grades of mild steel, spheroidal graphite cast iron, manganese steel, stainless steel, low alloy and high alloy castings (high CR & high Ni), HRCS & WRCS, from as small as 0.5 Kgs to 6 Tonnes single finished casting. We are a RDSO certified vendor for supply of certain casting products to Indian Railways and an approved vendor for supply of certain casting products to National Mineral Development Corporation and Integral Coach Factory, Chennai. We are also holding a PED Certificate from TUV-Nord which certifies our quality management system for manufacturing of castings and makes us eligible for supply of pressure equipment to European nations

Over the years, we have leveraged our expertise, processes and infrastructure to cater to diverse industries such as Indian Railways, steel, cement, heavy engineering, mining, power, etc. We offer to our customers a comprehensive range of both standard and customised products. With around 20 years of experience, in understanding customer specific requirements, and have a strong focus on quality, safety, value proposition, and the price competitiveness of our offerings, which we believe has helped us in establishing and maintaining long term relationships with our customers. Our Company sell its products to domestic customers and also export them to over 6 countries, such as UAE, Germany, Canada, Italy and Netherlands.

For detailed information on the business of our Company please refer to “**Our Business**” beginning on page number 108 of this Prospectus.

### SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST AUDITED FINANCIALS

After the date of last Audited accounts i.e. October 15, 2024, the Directors of our Company confirm that, there have not been any significant material developments.

### FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “**Risk Factor**” beginning on page 26 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Our Manufacturing Facility is located in Bilaspur, Chhattisgarh. Any disruption, breakdown or shutdown of our Manufacturing Facility may have a material adverse effect on our business, financial condition, results of operations and cash flow.
- Our Manufacturing Facility is located in Bilaspur, Chhattisgarh and we are dependent upon local suppliers for

the procurement of our raw materials. Any disruption, breakdown or shutdown of our Manufacturing Facility and any disruption in supply of raw materials may have a material adverse effect on our business, financial condition, results of operations and cash flow.

- Our revenue is majorly concentrated from the State of Madhya Pradesh and Chhattisgarh. Any adverse changes in the state policies of Madhya Pradesh and Chhattisgarh may have a material effect on our business and results of operations
- A significant majority of our revenues from operations are derived from a limited number of customers.
- 5. Our manufacturing activity is subject to availability of raw material and the costs of the raw materials. Any shortage in availability or fluctuations in raw material prices, may have a material adverse effect on our business, financial condition, results of operations and cash flows

## DISCUSSION ON RESULT OF OPERATION

### *Our Significant Accounting Policies*

For Significant accounting policies please refer Significant Accounting Policies, under Chapter titled “*Restated Financial Statements*” beginning on page 164 of the Prospectus.

### *Overview of Revenue & Expenditure*

Our revenue and expenses are reported in the following manner:

#### **Revenues**

- **Revenue of operations**

Our Company’s revenue is primarily generated from the sale of finished casting products in mostly all grades of iron and steel.

- **Other Income**

Our other income mainly consists of interest income and other income.

The below table show our revenue for the fiscal 2024, 2023 and 2022:

(₹ In Lakhs)

Particulars	For the period ended			
	October 15, 2024	March 31, 2024	March 31, 2023	March 31, 2022
<b>Income</b>				
Revenue from Operations	3,720.78	5,174.70	5,469.96	5,451.67
% of total revenue	99.09%	99.85%	99.24%	99.15%
Other income	34.14	7.97	41.86	46.73
% of total revenue	0.91%	0.15%	0.76%	0.85%
<b>Total Revenue</b>	<b>3,754.92</b>	<b>5,182.68</b>	<b>5,511.82</b>	<b>5,498.40</b>

#### **Expenditure**

Our total expenditure primarily consists of cost of cost of materials consumed, Changes in inventories of finished goods, work-in-progress and stock-in-trade, employee benefits expenses, finance cost, depreciation and amortisation and other expenses.

- **Cost of materials consumed and services received**

This represents purchases of raw materials, mainly, pig iron, scrap MS, exo sleeves, mould paints, ferro alloys, etc.

- **Changes in inventories of finished goods, work-in-progress and stock-in-trade**

This relates to the changes in inventories of finished goods, work-in-progress and stock-in-trade.

- **Employment Benefit Expenses**

It includes salaries, wages, bonus and allowances, directors' remuneration, contributions to welfare funds, provision for gratuity and other expenses.

- **Other Expenses**

It includes auditors' remuneration, Bad Debts/ Written off, Freight, Insurance premium, Miscellaneous expenses, Plywood Expenses, Power & Fuel, Rent, Stores and Repairs Expenses, RITES Inspection charges, Tour and Travelling Exp., Testing Charges, Security service Exps, Vehicle Exp., Legal and Professional charges, Roc filing charge, Registration/ Licence and Renewal Fee,

- **Finance Costs**

Our finance costs mainly include processing charges and interest.

- **Depreciation**

Depreciation includes depreciation and amortization.

## RESULTS OF OUR OPERATION

(₹ In Lakhs)

Particulars	15-Oct-24	31-Mar-24	31-Mar-23	31-Mar-22
<b>Incomes:</b>				
Revenue from Operations	3,720.78	5,174.70	5,469.96	5,451.67
% of total revenue	99.09%	99.85%	99.24%	99.15%
% Increase/(Decrease)	-	(5.40)%	0.34%	-
Other income	34.14	7.97	41.86	46.73
% of total revenue	0.91%	0.15%	0.76%	0.85%
% Increase/(Decrease)	-	(80.96)%	-10.43%	-
<b>Total Revenue</b>	<b>3,754.92</b>	<b>5,182.68</b>	<b>5,511.82</b>	<b>5,498.40</b>
% Increase/(Decrease)	-	-5.97%	0.24%	-
<b>Expenses:</b>				
Cost of raw material consumed	2,428.93	3,097.69	3,872.80	3,791.30
% of total revenue	64.69%	59.77%	70.26%	68.95%
% Increase/(Decrease)	-	(20.01)%	2.15%	-
Changes in inventories of finished goods, work-in-progress and stock-in-trade	-291.66	(306.73)	-563.78	-84.40
% of total revenue	(7.77)%	(5.92)%	-10.23%	-1.54%
% Increase/(Decrease)	-	(45.59)%	567.95%	-
Employee Benefit expenses	222.75	361.44	276.54	268.71
% of total revenue	5.93%	6.97%	5.02%	4.89%
% Increase/(Decrease)	-	30.70%	2.91%	-
Other Expenses	730.26	1,208.10	1,550.45	1,311.69
% of total revenue	19.45%	23.31%	28.13%	23.86%
% Increase/(Decrease)	-	(22.08)%	18.20%	-
<b>Total Expense</b>	<b>3,090.28</b>	<b>4,360.50</b>	<b>5,136.02</b>	<b>5,287.30</b>
% of total revenue	82.30%	84.14%	93.18%	96.16%

Particulars	15-Oct-24	31-Mar-24	31-Mar-23	31-Mar-22
% Increase/(Decrease)	-	(15.10)%	-2.86%	-
<b>Profit before Interest, Depreciation and Tax</b>	<b>664.65</b>	<b>822.18</b>	<b>375.79</b>	<b>211.10</b>
% of total revenue	17.70%	15.86%	6.82%	3.84%
Depreciation and amortization Expenses	55.99	102.25	66.17	65.76
% of total revenue	1.49%	1.97%	1.20%	1.20%
% Increase/(Decrease)	-	54.53%	0.63%	-
<b>Profit before Interest and Tax</b>	<b>608.66</b>	<b>719.93</b>	<b>309.62</b>	<b>145.34</b>
% of total revenue	16.21%	13.89%	5.62%	2.64%
Financial Cost	116.65	212.90	112.68	114.44
% of total revenue	3.11%	4.11%	2.04%	2.08%
% Increase/(Decrease)	-	88.94%	-1.53%	-
<b>Profit before Tax and Extraordinary Expenses</b>	<b>492.01</b>	<b>507.03</b>	<b>196.94</b>	<b>30.91</b>
% of total revenue	13.10%	9.78%	3.57%	0.56%
Extraordinary Expenses	-	-	-	-
% of total revenue	-	-	-	-
% Increase/(Decrease)	-	-	-	-
<b>Restated Profit/(Loss) before tax</b>	<b>492.01</b>	<b>507.03</b>	<b>196.94</b>	<b>30.91</b>
% of total revenue	13.10%	9.78%	3.57%	0.56%
% Increase/(Decrease)	-	157.45%	537.23%	-
<b>Tax expenses/(income)</b>				
Current Tax	89.69	13.11	65.40	17.46
Deferred Tax	40.35	115.73	(8.60)	84.98
<b>Total tax expenses</b>	<b>130.04</b>	<b>128.84</b>	<b>56.80</b>	<b>102.44</b>
% of total revenue	3.46%	2.49%	1.03%	1.86%
<b>Restated profit/(loss) after Tax</b>	<b>361.97</b>	<b>378.19</b>	<b>140.14</b>	<b>-71.53</b>
% of total revenue	9.64%	7.30%	2.54%	-1.30%
% Increase/(Decrease)	-	169.86%	-	-

\* includes other income

Our income is dependent upon few major intermediaries, details of the same is as following:

(₹ in lacs)

Particulars	15-Oct-24		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)	Amount	Percentage (%)
<b>Top 10 customers</b>	2,563.66	68.90%	3,528.08	68.18	4,022.04	72.97%	3,741.01	68.04%

#### Capacity utilised

Product	Total Installed Capacity (MT/Annum)	15-Oct-24		FY 2024		FY 2023		FY 2022	
		Qty. (MT)	Capacity Utilized	Qty. (MT)	Capacity Utilized	Qty. (MT)	Capacity Utilized	Qty. (MT)	Capacity Utilized
Castings	14,400	3,550	46%	5,362	37%	5,770	40%	6,445	45%

#### REVIEW OF OPERATIONS FOR THE PERIOD ENDED MARCH 31, 2024

##### Income from Operations

Our revenue from operations for the fiscal year ended March 31, 2024 was ₹5,174.70 Lakhs which was about

99.85% of the total revenue and which comprises of revenue from sale of finished casting products in mostly all grades of iron and steel.

#### **Other Income**

Our other income for the fiscal year ended March 31, 2024 was ₹ 7.97 Lakhs which was about 0.26% of the total revenue and which includes discount received and interest income.

#### **Expenditure**

##### **Cost of materials consumed**

The Cost of materials consumed for the period ended March 31, 2024 were ₹ 3,097.69 Lakhs which was about 65.82% of the total revenue.

##### **Changes in inventories of finished goods, work-in-progress and stock-in-trade**

The changes in inventories of finish goods & work-in-progress for the period ended March 31, 2024 were ₹(306.73) Lakhs.

##### **Employee Benefits expenses**

The employee benefits expenses for the fiscal year ended March 31, 2024 were ₹ 361.44 Lakhs which was about 6.97% of the total revenue and which includes salaries, wages, bonus and allowances, directors' remuneration, contributions to welfare funds, provision for gratuity and other expenses.

##### **Other Expenses**

Other Expenses for the fiscal year ended March 31, 2024 were ₹ 1,208.10 Lakhs which was about 23.31% of the total revenue and which includes auditors' remuneration , Bad Debts/ Written off, Freight, Insurance premium , Miscellaneous expenses , Plywood Expenses, Power & Fuel, Rent, Stores and Repairs Expenses, RITES Inspection charges, Tour and Travelling Exp., Testing Charges, Security service Exps, Vehicle Exp., Legal and Professional charges, Roc filing charge, Registration/ Liscence and Renewal Fee.

#### **EBITDA**

Our EBITDA for the fiscal year ended March 31, 2024 were ₹ 822.18 Lakhs.

#### **Financial Costs**

Financial costs for the period ended March 31, 2024 were ₹ 212.90 Lakhs which was about 4.11% of the total revenue and which consists of interest and other finance charges.

#### **Depreciation**

Depreciation for the fiscal year ended March 31, 2024 were ₹ 102.25 Lakhs which was about 1.97% of the total revenue and which consists of depreciation and amortization expenses.

#### **Profit /(Loss) after Tax**

PAT for the fiscal year ended March 31, 2024 was ₹ 378.19 Lakhs.

### **FISCAL YEAR ENDED MARCH 31, 2024 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2023**

#### **Income**

Total revenue has decreased by ₹ 295.25 Lakhs and 5.40%, from ₹ 5,469.96 Lakhs in the fiscal year ended March 31, 2023 to ₹ 5,174.70 Lakhs in the fiscal year ended March 31, 2024. The decrease in revenue was on account of decrease in production and sale of finish product.

### **Expenditure**

Total Expenditure decreased by ₹639.23 Lakhs and 12.03%, from ₹5,314.88 Lakhs in the fiscal year ended March 31, 2023 to ₹ 4,675.65 Lakhs in the fiscal year ended March 31, 2024. Overall expenditure was decreased mainly due to decrease in production.

### **Cost of materials consumed**

Cost of materials consumed decreased by ₹775.11 Lakhs and 20.01%, from ₹ 3,872.80 Lakhs in the fiscal year ended March 31, 2023 to ₹ 3,097.69 Lakhs in the fiscal year ended March 31, 2024. Cost of materials consumed is decreased on account of decrease in production.

### **Changes in inventories of finished goods, work-in-progress and stock-in-trade**

Changes in inventories of finished goods, work-in-progress and stock-in-trade was ₹(306.73) Lakhs in the fiscal year ended March 31, 2024 as against ₹(563.78) Lakhs the fiscal year ended March 31, 2023. The decrease in changes in Inventories of finish goods, work-in-progress and finish goods was because of lower production.

### **Employee Benefit Expenses**

Employee Benefit Expenses in terms of value and percentage increased by ₹ 84.90 Lakhs and 30.70% from ₹276.54 Lakhs in the fiscal year ended March 31, 2023 to ₹ 361.44 Lakhs in the fiscal year ended March 31, 2024. Overall employee cost was increased due to increase in staff strength and general increment in salary and incentives to employees.

### **Other Expenses**

Other Expenses in terms of value and percentage decreased by ₹ 342.36 Lakhs and 22.08% from ₹ 1,550.45 Lakhs in the fiscal year ended March 31, 2023 to ₹ 1,208.10 Lakhs in the fiscal year ended March 31, 2024. The decrease was mainly of lower cost of Freight, Power & Fuel, Stores and Repairs Expenses, RITES Inspection charges due to lower production.

### **EBIDTA**

Profit before Interest, Depreciation and Tax has increased by ₹ 446.39 Lakhs and 118.78% from ₹ 375.79 Lakhs in the fiscal year ended March 31, 2023 to ₹ 822.18 Lakhs in the fiscal year ended March 31, 2024. Profit before Interest, Depreciation and Tax was increased due to increase net margins on sales and lower expenses in the fiscal year ended March 31, 2024 as against in fiscal 2023. This has resulted in increased profitability.

### **Finance Costs**

Finance Costs in terms of value and percentage increased by ₹ 100.22 Lakhs and 88.94% from ₹ 112.68 Lakhs in the fiscal year ended March 31, 2023 to ₹ 212.90 Lakhs in the fiscal year ended March 31, 2024. Finance Costs was increased mainly due to higher interest outgo on increased borrowings.

### **Depreciation & Amortization Expenses**

Depreciation in terms of value increased by ₹36.08 Lakhs and 54.53% from ₹ 66.17 Lakhs in the fiscal year ended March 31, 2023 to ₹ 102.25 Lakhs in the fiscal year ended March 31, 2024. Increase in depreciation is due to increase in assets and is general in nature.

### **Net Profit after Tax**

Net Profit has increased by ₹ 238.05 Lakhs and 169.86% from ₹ 140.14 Lakhs in the fiscal year ended March 31,

2023 to ₹ 378.19 Lakhs in the fiscal year ended March 31, 2024. In FY2024, PAT increased from Rs.207 Lakhs in FY2022 to Rs.378 Lakhs. The main reason for this growth in PAT are (a) the commencement of captive solar power plant and (b) better margins from value added products. With the commencement of captive power plant, the Company has achieved a cost saving of approximately Rs. 231.50 Lakhs in FY2024. The captive solar power plant was commissioned on May 18, 2023 and hence the company got almost full year of electricity savings out of it. Also, in the second half of FY2024, it started commercial production of Narrow and Wide Jaw Adopters which have higher margins. In FY2024, revenue generated from Adopters was approximately Rs.522 Lakhs (>10% of total revenue) which resulted in higher margins. The steel plant, which has higher margin items, performed better and recorded sales of Rs. 1710 Lakhs in FY2024 as against Rs.1590 Lakhs in FY2023. All these factors combined led to growth in PAT margin in FY2024.

## **FISCAL YEAR ENDED MARCH 31, 2023 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2022**

### **Income**

Total revenue has increased by ₹ 18.29 Lakhs and 0.34%, from ₹ 5,451.67 Lakhs in the fiscal year ended March 31, 2022 to ₹ 5,469.96 Lakhs in the fiscal year ended March 31, 2023. The increase in revenue was on account of higher price realisation.

### **Expenditure**

Total Expenditure decreased by ₹152.62 Lakhs and 2.79%, from ₹ 5,467.49 Lakhs in the fiscal year ended March 31, 2022 to ₹ 5,314.88 Lakhs in the fiscal year ended March 31, 2023. Overall expenditure was decreased mainly due to lower production.

### **Cost of materials consumed**

Cost of materials consumed increased by ₹ 81.50 Lakhs and 2.15%, from ₹ 3,791.30 Lakhs in the fiscal year ended March 31, 2022 to ₹ 3,872.80 Lakhs in the fiscal year ended March 31, 2023. Cost of materials consumed on account of increase in consumption of raw materials.

### **Changes in inventories of finished goods, work-in-progress and stock-in-trade**

Changes in inventories of finished goods, work-in-progress and stock-in-trade increased by ₹ 479.37 in the fiscal year ended March 31, 2023 to ₹(563.78) in the fiscal year ended March 31, 2023 as against ₹(84.40) in the fiscal year ended March 31, 2022. Changes in inventories of finished goods, work-in-progress and stock-in-trade was on account of higher inventory in hand.

### **Employee Benefit Expenses**

Employee Benefit Expenses in terms of value and percentage increased by ₹ 7.83 Lakhs and 2.91% from ₹ 268.71 Lakhs in the fiscal year ended March 31, 2022 to ₹ 276.54 Lakhs in the fiscal year ended March 31, 2023. Overall employee cost was increased due to increase in staff strength and general increment in salary and incentives to employees.

### **Other Expenses**

Other Expenses in terms of value and percentage increased by ₹ 238.76 Lakhs and 18.20% from ₹ 1,311.69 Lakhs in the fiscal year ended March 31, 2022 to ₹ 1,550.45 Lakhs in the fiscal year ended March 31, 2023. The increase was mainly on account of Bad Debts/ Written off, Freight, Power & Fuel and Stores and Repairs Expenses.

### **EBIDTA**

Profit before Interest, Depreciation and Tax has increased by ₹ 164.69 Lakhs and 78.02% from ₹ 211.10 Lakhs in the fiscal year ended March 31, 2022 to ₹ 375.79 Lakhs in the fiscal year ended March 31, 2023. Profit before Interest, Depreciation and Tax was increased due to better price realisation.



## Finance Costs

Finance Costs in terms of value and percentage decreased by ₹ 1.76 Lakhs and 1.53% from ₹ 114.44 Lakhs in the fiscal year ended March 31, 2022 to ₹ 112.68 Lakhs in the fiscal year ended March 31, 2023. Finance Costs was decreased mainly due to lower interest outgo on borrowings.

## Depreciation & Amortization Expenses

Depreciation in terms of value increased by ₹ 0.41 Lakhs and 0.63% from ₹ 65.76 Lakhs in the fiscal year ended March 31, 2022 to ₹ 66.17 Lakhs in the fiscal year ended March 31, 2023. Increase in depreciation is due to increase in assets and is general in nature.

## Net Profit after Tax

Net Profit has increased by ₹ 211.67 Lakhs from loss of ₹71.53 Lakhs in the fiscal year ended March 31, 2022 to profit of ₹ 140.14 Lakhs in the fiscal year ended March 31, 2023. In FY2023, the PAT margin rose to Rs. 207 Lakhs from Rs.43 Lakhs in FY2022 on account of increase in the main product's (SGCI Insert) selling price increased from an average price of Rs.108 per piece in FY2022 to Rs.126 per piece in FY2023. This led to better margin on sales and therefore even with a nominal growth in sales in FY2023 as compared to FY2022, the company achieved higher profits. Sample sales bill of for FY2022 and FY2023 are enclosed for your perusal.

## Cash Flows

Particulars	(Amount ₹ in lacs)			
	15-Oct-2024	For the year ended March 31, 2024	2023	2022
Net Cash from Operating Activities	254.37	469.14	795.84	(676.07)
Net Cash from Investing Activities	3.64	(26.96)	(1,355.88)	(125.60)
Net Cash used in Financing Activities	(260.03)	(430.99)	551.92	813.11

### Cash Flows from Operating Activities

Net cash from operating activities for the period ended October 15, 2024 and fiscal 2024 were at ₹254.37 lacs and ₹ 469.14 lacs as compared to the EBIDTA at ₹ 630.50 lacs and ₹822.18 lacs, while for fiscal 2023, net cash from operating activities was at ₹795.84 lacs as compared to the EBIDTA at ₹375.79 lacs. For fiscal 2022, the net cash from operating activities was ₹ (676.07) lacs compared to EBIDTA of ₹ 211.10 lacs.

### Cash Flows from Investment Activities

Net cash from investing activities for the period ended October 15, 2024 and the fiscal 2024 were ₹ 3.64 and ₹ (26.96) lacs. This negative cash outflow is attributed to increase in investment in plant and equipments. Net cash from investing activities was at ₹ (1,355.88) lacs and ₹(125.60) lacs and in the fiscal 2023 and 2022 attributed to increase in investment in plant and equipments.

### Cash Flows from Financing Activities

Net cash from financing activities for the period ended October 15, 2024 and fiscal 2024 were at ₹(260.03) lacs and ₹ (430.99)lacs. The negative cash flow was on account of higher interest outgo and repayment of loan. In fiscal 2023 was ₹ 551.92 lacs due increased loans and borrowings. For fiscal 2022, the net cash from financing activities was ₹ 813.11 lacs on account of loans and borrowings.

## OTHER MATTERS

### 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**

Other than as described in the Section titled “*Financial Information*” and chapter titled “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*”, beginning on Page 164 and 211 respectively of this Prospectus, to our knowledge there are no significant economic changes that materially affected or are likely to affect income from continuing Operations.

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

Other than as described in the chapter titled “*Risk Factors*” and “*Management’s Discussion and Analysis of Financial Conditions and Result of Operations*”, beginning on Page 26 and 211 respectively of this Prospectus, best to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our company from continuing operations.

**4. Future relationship between Costs and Income**

Other than as described in the chapter titled “*Risk Factors*” beginning on Page 26 of this Prospectus, best to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

**5. Competition Conditions**

**Our Industry is fragmented consisting of large established players and small niche players. We compete with organized as well as unorganized sector on the basis of availability of product, price and product range. Further, there are no entry barriers in this industry and any expansion in capacity of existing manufacturers would further intensify competition. Industry is very competitive and we expect competition to continue and likely to increase in the future.**

## SECTION VI – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no outstanding: (a) criminal proceedings; (b) actions by statutory or regulatory authorities; (c) claims relating to direct and indirect taxes; (d) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Company, the Subsidiaries, the Directors, the Promoters, the Joint Ventures and the Group Companies in the last five Fiscals, including outstanding action; or (e) Material Litigation (as defined below); involving our Company, its Directors, the Promoters and the Group Companies ("Relevant Parties").*

*Our Board, in its meeting held on June 28, 2024, determined that outstanding legal proceedings involving the Relevant Parties will be considered as material litigation ("**Material Litigation**") (i) if the aggregate amount involved exceeds 10% of the revenue from our operations as per the Fiscal in Restated Financial Statements; or (ii) are outstanding litigations whose outcome could have a material impact on the business, operations, prospects or reputation of the Company; or (iii) the decision in one case is likely to affect the decision in similar cases such that the cumulative amount involved in such cases exceeds the Materiality Threshold, even though the amount involved in an individual litigation may not exceed the Materiality Threshold.*

*It is clarified that for the above purposes, pre-litigation notices received by Relevant Parties, unless otherwise decided by our Board, are not evaluated for materiality until such time that the Relevant Parties are impleaded as defendants in litigation proceedings before any judicial forum.*

*Except as stated in this Section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board has considered and adopted a policy of materiality for identification of material outstanding dues to creditors by way of its resolution dated June 28, 2024. In terms of the materiality policy, creditors of our Company to whom amounts outstanding dues to any creditor of our Company exceeding 25% of trade payables as per the Restated Financial Statements of our Company disclosed in this Prospectus, would be considered as material creditors. The trade payables of our Company as on March 31, 2024 were ₹198.14 lakhs. Details of outstanding dues to micro, small and medium enterprises and other creditors separately giving details of number of cases and amount involved, shall be uploaded and disclosed on the website of the Company as required under the SEBI ICDR Regulations.*

*For outstanding dues to any micro, small or medium enterprise, the disclosure shall be based on information available with our Company regarding the status of the creditor as defined under the Micro, Small and Medium Enterprises Development Act, 2006 as amended, read with the rules and notification thereunder, as amended, as has been relied upon by the Statutory Auditors.*

*Unless stated to the contrary, the information provided below is as of the date of this Prospectus.*

*All terms defined in a particular litigation disclosure pertains to that litigation only.*

#### **I. Litigation involving our Company**

##### **A. Litigation filed against our Company**

###### **Criminal proceedings**

Nil.

###### **Outstanding actions by regulatory and statutory authorities**

Nil.

###### **Material civil proceedings**

Nil.

B. *Litigation filed by our Company*

1. **Criminal proceedings**

Nil.

2. **Material civil proceedings**

Nil.

C. *Tax proceedings*

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (in Rs. lakhs)
Direct Tax	10*	32.26
Indirect Tax	Nil	Nil
<b>Total</b>	<b>10</b>	<b>32.26</b>

\* (1) The Income Tax Department has raised a demand bearing reference No. 2022202237153770556C in the Assessment Year 2022-23 amounting to Rs. 4,252 under section 1431a of Income tax Act (2) The Income Tax Department has raised a demand bearing reference No. 2017201010158437121C in the Assessment Year 2010-11 amounting to Rs. 31,09,759 under section of Income tax Act for which Company has filed an appeal before the Hon'ble Commissioner of IT (Appeals), Bilaspur, relating to Assessment Year 2010-11 preferred against Order u/s 143(3) read with Section 147 of the Income Tax Act dated November 29, 2017 passed by the Learned ACIT-2(1), Bilaspur. (3) The Income Tax Department has raised a demand bearing reference No. 2017201510159156322C in the Assessment Year 2015-16 amounting to Rs. 48,300 under section 1433 of Income tax Act (4) The Income Tax Department has raised a demand bearing reference No. 2019201937120178291C in the Assessment Year 2018-19 amounting to Rs. 78 under section 1431a of Income tax Act. Includes TDS demands of (5) Rs. 1,550 for the Financial year 2011-12, (6) Rs. 45,470 for the Financial year 2012-13, (7) Rs. 1,690 for the Financial year 2014-15, (8) Rs. 580 for the Financial year 2009-10, (9) Rs. 20 for the Financial year 2023-24, (10) Rs. 13,990 for the Financial year 2024-25

II. **Litigation involving our Directors (other than Promoters)**

A. *Litigation filed against our Directors (other than Promoters)*

1. **Criminal proceedings**

Nil.

2. **Outstanding actions by regulatory and statutory authorities**

Nil.

3. **Material civil proceedings**

Nil.

B. *Litigation filed by our Directors (other than Promoters)*

1. **Criminal proceedings**

Nil

2. **Material civil proceedings**

Nil

C. *Tax proceedings*

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (in Rs. lakhs)
Direct Tax	2	0.47
Indirect Tax	Nil	Nil
<b>Total</b>	<b>2</b>	<b>0.47</b>

*\*(1) The Income Tax Department has raised a demand on our Director Harsh Singrodia in the Financial Year 2018-19 amounting to Rs. 34,116 under section 1431a of Income tax Act (2) The Income Tax Department has raised a demand on Pankaj Jhavar for the Financial Year 2006-2008 amounting to Rs. 13,262 under section 143(1) of Income tax Act*

### III. Litigation involving our Promoters

#### A. Litigation filed against our Promoters

##### 1. Criminal proceedings

Nil

##### 2. Outstanding actions by regulatory and statutory authorities

Nil.

##### 3. Material civil proceedings

Nil

#### B. Litigation filed by our Promoters

##### 1. Criminal proceedings

Nil.

##### 2. Material civil proceedings

Nil.

#### C. Tax proceedings

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (in Rs. lakhs)
Direct Tax	5*	0.37
Indirect Tax	Nil	Nil
<b>Total</b>	<b>5</b>	<b>0.37</b>

*\*(1) The Income Tax Department has raised a demand on Atish Agarwal in the Financial Year 2008-09 amounting to Rs. 11,480 under section 1431a of Income tax Act (2) The Income Tax Department has raised a demand on Atish Agarwal for the Financial Year 2011-12 amounting to Rs. 12,280 under section 1431a of Income tax Act (3) The Income Tax Department has raised a demand on Subhash Chand Agarwal for Financial Year 2007-08 amounting to Rs. 4,510 under section 1431a of Income tax Act (4) The Income Tax Department has raised a demand on Subhash Chand Agarwal for the Financial Year 2008-09 amounting to Rs. 4,670 under section 1431a of Income tax Act and (5) The Income Tax Department has raised a demand on Sunflower Commotrade Private Limited For the Financial Year 2010-11 amounting to Rs. 4,510 under section 1431a of Income tax Act*

### Outstanding dues to creditors

As per the Restated Financial Statements, 25% of our trade payables as at October 15, 2024, and accordingly, creditors to whom outstanding dues exceed Rs. 77.10 have been considered as material creditors for the purposes of disclosure in this Prospectus.

Based on this criterion, details of outstanding dues (trade payables) owed to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as at October 15, 2024, by our Company, are set out below:

Type of creditors	Number of creditors	Amount involved (in Rs. lakhs)
Material creditors	-	-
Micro, Small and Medium Enterprises	14	85.06
Other creditors	39	223.34
Total*	<b>53</b>	<b>308.40</b>

#### Material Developments

Other than as stated in the section entitled "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Developments after October 15, 2024*" on beginning on page 201 of this Prospectus, there have not arisen, since the date of the last financial information disclosed in this Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

## GOVERNMENT AND OTHER APPROVALS

We have set out below an indicative list of approvals obtained by our Company which are considered material and necessary for the purpose of undertaking its business activities. In view of these key approvals, our Company can undertake this Issue and its business activities. In addition, certain of our key approvals may expire in the ordinary course of business and our Company will make applications to the appropriate authorities for renewal of such key approvals, as necessary. Unless otherwise stated herein and in the section “**Risk Factors**” beginning on page 26, these material approvals are valid as of the date of this Prospectus. For details in connection with the regulatory and legal framework within which we operate, see “**Key Regulations and Policies**” on page 130.

Our Company is in the process to submit necessary application(s) with all regulatory authorities for change of its name in the approvals, licenses, registrations and permits issued to our Company.

### I. Material approvals obtained in relation to the Issue

- a. The Board of Directors has, pursuant to a resolution passed at its meeting held on June 28, 2024, authorized the Issue, subject to the approval of the shareholders of the Company under Section 62 of the Companies Act, 2013 and approvals by such other authorities, as may be necessary.
- b. The shareholders of the Company have, pursuant to a special resolution passed in the shareholders meeting held on June 29, 2024, authorized the Issue under Section 62 of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary.
- c. The Company has obtained the in-principle listing approval from the Emerge Platform of NSE, dated October 28, 2024.

### II. Material approvals obtained in relation to our business and operations

Our Company have obtained the following material approvals to carry on our business and operations. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements.

#### A. Incorporation details of our Company

- a. Our Company was originally incorporated as a private limited company in the name of “Abha Power and Steel Private Limited” vide Certificate of Incorporation dated May 27, 2004, issued by the RoC.
- b. Fresh Certificate of Incorporation dated June 5, 2024 issued to our Company by the RoC, pursuant to the conversion of our Company from private limited to public limited and the ensuing change in the name of our Company from “Abha Power and Steel Private Limited” to “Abha Power And Steel Limited”.

#### B. Tax related approvals obtained by our Company

Sr. No.	Nature of Registration/ License	Registration / License No.	Issuing Authority	Date of Issue / Renewal	Date of Expiry
1.	Permanent Account Number (PAN)	AAECA9382L	Income Tax Department	May 27, 2004	Valid till cancelled
2.	Tax Deduction Account Number (TAN)	JBPA01679G	Income Tax Department	August 10, 2005	Valid till cancelled
3.	GST Registration Certificate	22AAECA9382L IZE	Goods and Services Tax Department	February 6, 2023	Valid till cancelled

### C. Regulatory approvals of our Company

Sr. No.	Nature of Registration/ License	Registration/License/Certificate No.	Issuing Authority	Date of Issue	Date of Expiry
1.	Certificate of registration - Employees' Provident Fund	18645	Employees' Provident Fund Organization	December 16, 2005	Valid till cancelled
2.	Certificate of registration - ESIC	59001583170000999	Employees' State Insurance Corporation	March 23, 2017	Valid till cancelled
3.	Factory License	4819/4819/B-3/BSP/2M(i)	Government of Chhattisgarh	January 4, 2006	December 31, 2024
4.	Consent to operate - Steel Ingot	358/R.O/T.S/C.E.C.B./2022^	Chhattisgarh Environment Conservation Board, Bilaspur	October 1, 2004	April 30, 2027
5.	Consent to operate - Special Steel Casting & S.G.C.I. Insert	2137/R.O/TS/C.E.C.B./2022^	Chhattisgarh Environment Conservation Board, Bilaspur	February 10, 2009	January 8, 2027
6.	Certificate of Exemption for Ground Water Withdrawal	21-4/6438/CT/IND/2022	Ministry of Jal Shakti, Department of Water Resources, Chhattisgarh	June 9, 2022	Valid till cancelled
7.	Certificate of registration for contract labour	BILASPUR/2017/40001197	Registering Officer, Government of Chhattisgarh	August 4, 2017	Valid till cancelled
8.	Long term Open Access for supplementing 2.22 MW (AC) Solar power	02-12/C&RA/LTOA -D-22/1060	Chhattisgarh State Power Transmission Company Limited	September 20, 2023	August 6, 2048
9.	RDSO Registration Certificate	RDSO/108/1901/00030511	Ministry of Railways, Government of India	February 27, 2023	February 22, 2028
10.	RDSO Class A Certificate - IS 2117:1996	QAM/Regn/Abha Power and Steel/K	Research Designs & Standard Organisation, Ministry of Railway	February 28, 2024	February 23, 2027
11.	Integral Coach Factory vendor for Brake Support, Centering Disc, Control Arm Lower Left, Right & Top (Casting & machining) as per MDTs . 241	MD/D/Vendor/60	Integral Coach Factory, Chennai	June 7, 2021	Valid till cancelled
12.	Integral Coach Factory vendor for Axle End Cover (SG Cast Iron) for FIAT Bogie, Pin Bracket & Bump for Fiat Bogie	MD/D/Vendor/60	Integral Coach Factory, Chennai	June 25, 2021	Valid till cancelled



Sr. No.	Nature of Registration/License	Registration/License/Certificate No.	Issuing Authority	Date of Issue	Date of Expiry
	and Console				
13.	NMDC Empanelment/Enlistment of Vendor	HQMM/VR/AP&SPL/2018-19/	NMDC Limited	June 4, 2018	Valid till cancelled
14.	Report of Examination of Pressure Vehicles	AM/APSPL/BSP/PV/01/23-24	Chartered Engineer appointed by Chief Inspector of Factories	July 13, 2024	January 12, 2025
15.	Report of Examination of Pressure Vehicles	AM/APSPL/BSP/PV/02/23-24	Chartered Engineer appointed by Chief Inspector of Factories	July 13, 2024	January 12, 2025
16.	Report of Examination of Lifting Machines/Tackles	AM/APSPL/BSP/LT&M/01/22-23	Chartered Engineer appointed by Chief Inspector of Factories	January 13, 2024	January 12, 2025
17.	Report of Examination of Lifting Machines/Tackles	AM/APSPL/BSP/LT&M/02/22-23	Chartered Engineer appointed by Chief Inspector of Factories	January 13, 2024	January 12, 2025
18.	Report of Examination of Lifting Machines/Tackles	AM/APSPL/BSP/LT&M/03/22-23	Chartered Engineer appointed by Chief Inspector of Factories	January 13, 2024	January 12, 2025
19.	Report of Examination of Lifting Machines/Tackles	AM/APSPL/BSP/LT&M/04/22-23	Chartered Engineer appointed by Chief Inspector of Factories	January 13, 2024	January 12, 2025
20.	Report of Examination of Lifting Machines/Tackles	AM/APSPL/BSP/LT&M/05/22-23	Chartered Engineer appointed by Chief Inspector of Factories	January 13, 2024	January 12, 2025
21.	Report of Examination of Lifting Machines/Tackles	AM/APSPL/BSP/LT&M/06/22-23	Chartered Engineer appointed by Chief Inspector of Factories	January 13, 2024	January 12, 2025
22.	Report of Examination of Lifting Machines/Tackles	AM/APSPL/BSP/LT&M/07/22-23	Chartered Engineer appointed by Chief Inspector of Factories	January 13, 2024	January 12, 2025
23.	Report of Examination of Lifting Machines/Tackles	AM/APSPL/BSP/LT&M/08/22-23	Chartered Engineer appointed by	January 13, 2024	January 12, 2025

Sr. No.	Nature of Registration/ License	Registration/License/Certificate No.	Issuing Authority	Date of Issue	Date of Expiry
			Chief Inspector of Factories		
24.	Report of Examination of Lifting Machines/Tackles	AM/APSPL/BSP/LT&M/09/22-23	Chartered Engineer appointed by Chief Inspector of Factories	January 13, 2024	January 12, 2025
25.	Report of Examination of Lifting Machines/Tackles	AM/APSPL/BSP/LT&M/10/22-23	Chartered Engineer appointed by Chief Inspector of Factories	January 13, 2024	January 12, 2025
26.	Report of Examination of Lifting Machines/Tackles	AM/APSPL/BSP/LT&M/11/22-23	Chartered Engineer appointed by Chief Inspector of Factories	January 13, 2024	January 12, 2025
27.	Certificate of Importer – Exporter Code	AAECA9382L	Ministry of Commerce and Industry	April 12, 2018	Valid till cancelled
28.	Certificate of Approval - ISO 9001:2015*	9910019597	The Certification body of TÜV SÜD South Asia Private Limited	March 7, 2022	February 26, 2025
29.	PED Certificate from TUV-Nord for supply of pressure related parts to European nations	07/203/9070/WP/2521/23	The Certification body of TUV-Nord	March 7, 2023	March 6, 2026
30.	UDYAM Registration Certificate	UDYAM-CG-02-0000311	Ministry of Micro, Small and Medium Enterprises, Government of India	August 21, 2020	Valid till cancelled
31.	Udyog Aadhaar Memorandum	CG02B0000471	Ministry of Micro, Small and Medium Enterprises, Government of India	June 22, 2016	Valid till cancelled

\*Designing, developing, manufacturing, supply of all iron and steel castings and assemblies for steel, power and cement industries, and also parts for Indian Railways such as SGCI inserts, adopters (all types), valve casting and other similar casting items

^Company is unable to trace copies of Consent of Establish for its Insert and Ingot Plant

### III. Material approvals or renewals for which applications are currently pending before relevant authorities

Sr. No.	Details of Application	Application number	Date of Application
1.	Industrial Health and Safety Certificate Raipur	187553	May 15, 2024

**IV. Material approvals expired and renewal yet to be applied for**

Nil

**V. Material approvals required but not obtained or applied for**

Nil


**VI. Intellectual Property**

As on the date of this Draft Prospectus, our Company has made Registered the following trademark with the Registrar of Trademarks under the Trademarks Act, 1999:

Date of Registration	Particulars of the Mark	Registration Number	Class of Registration	Present Status
January 5, 2024	 ABHA POWER & STEEL PVT. LTD.	6238205	6	Registered (valid upto December 28, 2033)

For risk associated with our intellectual property please see, “*Risk Factors*” on page 26.

**VII. Pending Intellectual Property**

Date of Application	Particulars of the Mark	Application Number	Class of Registration	Present Status
May 11, 2024		10652483	6	Pending

## OTHER REGULATORY AND STATUTORY DISCLOSURES

Sadvisors

### AUTHORITY FOR THE ISSUE

Our Board of Directors have vide resolution dated June 28, 2024 authorized the Issue, subject to the approval by the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013

Further, our shareholders of our Company have approved by passing a special resolution under section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting of our Company held on June 29, 2024.

The Offer for Sale has been authorised by the Selling Shareholder by their consent letter dated June 27, 2024 and the No. of Equity Shares offered are as follows:

Sr. No.	Selling Share Holder	No. Equity Shares Offered.
1.	Subhash Chand Agrawal	10,00,000

The Selling Shareholder has confirmed that the Equity Shares proposed to be offered and sold in the Issue are eligible in term of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third party rights. The Selling Shareholder has also confirmed that he is the legal and beneficial owner of the Equity Shares being offered by him under the Offer for Sale.

The Company has obtained approval from NSE vide letter dated October 28, 2024 to use the name of NSE in this Prospectus for listing of equity shares on the NSE Emerge. NSE is the designated stock exchange.

### PROHIBITION BY SEBI OR OTHER GOVERNMENTAL AUTHORITIES

Our Company, Promoters, members of the Promoters' Group, directors are not debarred or prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court as on the date of this Prospectus. The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

### CONFIRMATIONS

1. Our Company, Promoters, Promoters' Group and selling shareholder are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable to each of them as on the date of the Prospectus.
2. Our directors are not in any manner associated with the securities market and no action has been taken by the SEBI against any of the Directors or any entity with which our directors are associated as promoters or directors in past 5 (five) years.

### ELIGIBILITY FOR THE ISSUE

Our Company is eligible in terms of Regulations 228 of SEBI ICDR Regulations for this Issue as:

- i. Neither our Company, nor any of its Promoters, selling shareholder, Promoters' Group or Directors are debarred from accessing the capital market by the Board.
- ii. 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.
- iii. Neither our Promoters nor any of our Directors is declared as Fugitive Economic Offender.
- iv. Neither our Company, nor our Promoters, neither our Directors, are Wilful Defaulters or Fraudulent Borrowers or Fugitive Economic Offenders.

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, 2018; and this Issue is an “Initial Public Offer” (“IPO”) in terms of the SEBI (ICDR) Regulations, 2018.

Our Company is eligible for the Issue in accordance with Regulation 229(2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is more than ten crores but less than or equal to twenty-five crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange"), in this case being the Emerge Platform of NSE.

The Selling Shareholder has, severally and not jointly, confirmed that it has held its respective portion of offered shares for a period of at least one year prior to the date of filing of this Prospectus and that it is in compliance with the SEBI ICDR Regulations and are eligible for being offered in the Offer for sale.

**We confirm that:**

1. In accordance with Regulation 246 of the SEBI (ICDR) Regulations, 2018, the Lead manager shall ensure that the issuer shall file copy of the Draft Prospectus / Prospectus with SEBI along with Due Diligence Certificate including additional confirmations as required at the time of filing the Draft Prospectus / Prospectus to SEBI.
2. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, 2018, this issue has been one hundred percent (100%) underwritten and that the Lead Manager to the Issue has underwritten at least 15% of the Total Issue Size. For further details, pertaining to said underwriting please see “**General Information**” on page 54.
3. In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, 2018, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not unblocked within such time period as required under applicable laws from the date our Company becomes liable to unblock it, then our Company and every officer in default shall, on and from expiry of eight (8) day, be liable to unblock such application money with interest as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable laws.
4. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we shall enter into an agreement with the Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of equity shares offered in this issue. For further details of the arrangement of market making please see “**General Information**” on page 54 of this Prospectus.

**We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.**

Our Company is also eligible for the Issue in accordance with eligibility norms for Listing on SME Platform of The National Stock Exchange of India Limited which states as follows:

In terms of Regulation 229(3) and other provisions of Chapter IX of the SEBI (ICDR) Regulations of the SEBI (ICDR) Regulations, 2018, We confirm that we have fulfilled eligibility criteria for EMERGE Platform of NSE which are as under

**1. The issuer should be a Company incorporated Under Companies Act, 1956/2013**

Our Company is incorporated under the Companies Act, 1956 on May 27, 2004 .

**2. The post issue paid up capital of the Company (face value) shall not be more than ₹ 25 crores.**

The present paid-up capital of our Company is ₹ 1,444.86 Lakh and we are proposing fresh issue of 41,39,200 Equity Shares of ₹10/- each at Issue price of ₹75/- per Equity Share including share premium of ₹65/- per Equity Share, aggregating to ₹ 3,104.40 Lakhs. Hence, our Post Issue Paid up Capital will be ₹ 1,858.78 Lakhs which is less than ₹ 25.00 Crore.

### 3. Track Record

#### A. The company should have a track record of at least 3 years.

Our Company was incorporated on May 27, 2004 under the name and style of 'Abha Power and Steel Private Limited, a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated May 27, 2004, issued by the RoC. Therefore, we are in compliance with criteria of having track record of 3 years.

#### B. The company/entity should have operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years preceding the application and its net-worth should be positive.

Our Company satisfies the criteria of track record which given hereunder based on Restated Financial Statement.

(₹ In lakh)

Particulars	For the year ended			
	October 15, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Operating profit (earnings before interest, depreciation and tax and other income) from operations	630.50	814.21	333.93	164.37
Net Worth as per Restated Financial Statement	2,115.63	1,753.66	1,375.47	1,120.07

#### 4. The Company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories.

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the tripartite agreements with the Depositories and the Registrar and Share Transfer Agent.

The Company's shares bear an ISIN No: INE0UYG01015

#### Company shall mandatorily have a website.

Our Company has a live and operational website i.e. [www.abhacast.com](http://www.abhacast.com).

#### 5. Other Listing Condition:

- Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- There is no winding up petition against the Company that has been admitted by the Court and accepted by a court or a Liquidator has not been appointed.
- Our Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters, Group Companies, companies promoted by the promoters of the Company
- There has been no change in the Promoter/s of the Company in preceding one year from the date of filing application to NSE for listing on SME segment.
- The directors of the issuer are not associated with the securities market in any manner, and there is no outstanding action against them initiated by the Board in the past five years.

### 6. DISCLOSURES

- There is no material regulatory or disciplinary action taken by any stock exchange or regulatory authority in the past one year in respect of promoters of our Company.

- b. 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), companies promoted by the Promoters/Promoting Company(ies) during the past three years.
- c. There are no criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of its Directors and its effect on the business of the Company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc. For further details please refer the chapter titled "**Outstanding Litigation and Other Material Developments**" on page 220.
- d. The applicant, Promoters, companies promoted by the Promoters/Promoting Company(ies) litigation record, the nature of litigation, and status of litigation. For further details please refer the chapter titled "**Outstanding Litigation and Other Material Developments**" on page 220.

We confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the NSE Emerge.

**In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:**

1. In accordance with regulation 260 of the SEBI ICDR Regulations, this Issue is 100% underwritten by the LM in compliance of Regulations 260(1) and 260(2) of the SEBI (ICDR) Regulations, 2018. For details pertaining to underwriting by LM, please refer to Section titled "**General Information**" beginning on page no. 54 of this Prospectus.
2. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018, the LM will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares Issue in the Initial Public Issue. For details of the market making arrangement, see Section titled "**General Information**" beginning on page no. 54 of this Prospectus.
3. In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, 2018, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our company becomes liable to repay it, then our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest at rate of fifteen per cent per annum and within such time as disclosed in the Issue document and LM shall ensure the same.
4. In accordance with Regulation 246 the SEBI (ICDR) Regulations, 2018, we shall also ensure that we submit the soft copy of Issue Document through LM immediately up on registration of the Issue Document with the Registrar of Companies along with a Due Diligence Certificate including additional confirmations. However, SEBI shall not issue any observation on our Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and Subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

**SEBI DISCLAIMER CLAUSE**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENTS 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 OFFER DOCUMENTS. THE LEAD MANAGER, HORIZON MANAGEMENT PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENTS 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 OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT**

**INFORMATION IN THIS OFFER DOCUMENTS AND THE LEAD MANAGER ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED NOVEMBER 18, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI ICDR REGULATIONS.**

**THE FILING OF THE OFFER DOCUMENTS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE LEAD MANAGER, ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENTS.**

**ALL LEGAL REQUIREMENTS PERTAINING TO THIS ISSUE WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, AHMEDABAD IN TERMS OF SECTION 26 OF THE COMPANIES ACT, 2013**

**DISCLAIMER FROM OUR COMPANY, SELLING SHARE HOLDER OUR DIRECTORS AND LEAD MANAGER**

Our Company, the selling shareholder, our Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, would be doing so at his or her own risk.

None amongst our Company and selling shareholder is liable for any failure in (i) uploading the Applications due to faults in any software/ hardware system or otherwise; or (ii) the blocking of Applications Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for our Company, the selling shareholder and respective affiliates and associates in the ordinary course of business, and have engaged, or may in the future engage in commercial banking and investment banking transactions with our Company, the selling shareholder for which they have received, and may in future receive compensation

**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 not Minors, HUFs, Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian Financial Institutions, Commercial Banks, Regional Rural Banks, Co-Operative Banks (subject to RBI permission), or Trusts under the applicable trust law and who are authorized under their constitution to hold and invest in shares, any FIIs sub – account registered with SEBI which is a foreign corporate or foreign individual, permitted insurance companies and pension funds and to FIIs and Eligible NRIs. The Draft Prospectus and this Prospectus does not, however, constitute an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Draft Prospectus/ Prospectus comes is required to inform him or herself about and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Chhattisgarh only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose.

Accordingly, our Company's Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and Draft Prospectus / Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of Draft Prospectus / Prospectus nor any sale



here under shall, under any circumstances, create any implication that there has been any change in our Company's affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

#### **DISCLAIMER CLAUSE OF THE EMERGEPLATFORM OF NSE LIMITED**

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/4110 dated October 28, 2024, 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 OF THE U.S. SECURITIES ACT.**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act).

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share 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**

Our Company has obtained In-Principle Approval from NSE vide letter dated October 28, 2024 to use name of NSE in this offer document for listing of equity shares on Emerge Platform of NSE. In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, there is requirement of obtaining In-principle approval from Emerge Platform of NSE. Application will be made to the Emerge Platform of NSE for obtaining permission to deal in and for an official quotation of our Equity Shares NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the issue.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the Emerge Platform of NSE, the Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Prospectus and the Selling Shareholder will be liable to reimburse our Company for any such repayment of monies, on its behalf, with respect to their Offered Shares. The allotment letters shall be issued or application money shall be refunded / unblocked within such time prescribed by SEBI or else the application money shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants

at the rate of fifteen per cent per annum for the delayed period as prescribed under Companies Act, 2013, the SEBI (ICDR) Regulations and other applicable law. 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 the NSE mentioned above are taken within Three Working Days from the Issue Closing Date. It is clarified that such liability of a Selling Shareholder shall be limited to the extent of its respective portion of the Offered Shares. The Selling Shareholder confirm that it shall extend complete co-operation required by our Company and the LM for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchange within six Working Days from the Offer Closing Date, or within such other period as may be prescribed.

## **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 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 of Companies Act, 2013”**

The liability prescribed under Section 447 of the Companies Act, 2013, includes imprisonment for a term of not less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

## **CONSENTS**

The written consents of Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Bankers to the Company, Legal Advisor to the Issue, the Lead Manager to the Issue, Underwriter(s), Registrar to the Issue, Market Makers, Banker to Issue and Sponsor Bank to act in their respective capacities have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

**Note: The Underwriter(s) Market Makers, Banker to Issue and Sponsor Bank to act in their respective capacities aforesaid will be appointed prior to filing of the Prospectus with RoC and their consents as above would be obtained prior to the filing of the Prospectus with RoC.**

In accordance with the Companies Act and the SEBI (ICDR) Regulations, our Statutory Auditors of the Company, have provided their written consent to the inclusion of their report, Restated Financial Statements and Statement of Tax Benefits dated June 28, 2024, November 15, 2024 and June 28, 2024 respectively, which may be available to the Company and its shareholders, included in this Prospectus in the form and context in which they appear therein and such consent and reports have not been withdrawn up to the time of delivery of the Prospectus with ROC.

## **PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER**

*Price Information of past issues handled by the Lead Manager*

Sr. No.	Issue Name	Issue size (₹ In Cr.)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in Price on closing price, [+/- % change in closing benchmark]-30 <sup>th</sup> calendar days from listing*		+/- % change in Price on closing price, [+/- % change in closing benchmark]-90 <sup>th</sup> calendar days from listing*		+/- % change in Price on closing price, [+/- % change in closing benchmark]-180 <sup>th</sup> calendar days from listing*	
1.	Cosmic CRF Limited	57.21	314.00	June 30, 2023	251.20	-17.17%	2.80%	-21.66%	1.71%	95.86%	11.31%
2.	Baba Food Processing (India) Limited	32.88	76.00	November 15, 2023	76.00	-11.58	7.66%	-27.04%	12.31%	-32.57%	21.94%
3.	MVK Agro Food Product Ltd	6,588	120.00	March 7, 2024	79.00	-56%	0%	-66%	3%	79	-56%
4.	Shree Karni Fabcom Limited	42.49	227.00	March 14, 2024	260.00	101%	2%	207%	5%	260	101%
5.	Veritaas Advertising Limited	8.48	114.00	May 21, 2024	275.00	-46.91%	8.45%	-50.18%	5.96%	NA	NA
6.	Tunwal E-Motors Limited	124.12	59.00	July 23, 2024	64.00	-22.50%	3.27%	NA	NA	NA	NA
7.	Forcas Studio Limited	37.44	80.00	August 26, 2024	152.00	NA	NA	NA	NA	NA	NA
8.	Osel Devices Limited	70.66	160.00	September 24, 2024	198.05	NA	NA	NA	NA	NA	NA
9.	Thinking Hats Entertainment Solutions Limited	15.09	44.00	October 3, 2024	60.00	NA	NA	NA	NA	NA	NA

#### Summary Statement of Disclosure

Financial Year	Total no. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPOs trading at discount - 30 <sup>th</sup> calendar day from listing day*			Nos. of IPOs trading at premium - 30 <sup>th</sup> calendar day from listing day*			Nos. of IPOs trading at discount - 180 <sup>th</sup> calendar day from listing day*			Nos. of IPOs trading at premium - 180 <sup>th</sup> 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 %
2023-24	4	198.46	Nil	Nil	Nil	Nil	1	Nil	Nil	1	Nil	2	Nil	Nil
2024-25	5	255.60	Nil	2	1	Nil	1	1	-	-	-	-	-	-

Break -up of past issues handled by Horizon Management Private Limited:

Financial Year	No. of SME IPOs	No. of Main Board IPOs
2023-24	4	Nil
2024-25	5	Nil

Notes:

- In the event any day falls on a holiday, the price/index of the immediate preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.

2. Source: www.bseindia.com and www.nseindia.com

For details regarding the track record of the Lead Manager, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the website of the Lead Manager as set forth in the table below:

Sr. No.	Name of the Lead Manager	Website
1	Horizon Management Private Limited	<a href="http://www.horizonmanagement.in">www.horizonmanagement.in</a>

## EXPERT OPINION

Except for:

- Restated Financial Statements dated November 15, 2024 by N B T and Co., Chartered Accountants;
- Statement of Tax Benefits dated June 28, 2024 by N B T and Co.; we have not obtained any other expert opinions.

Here, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

## PREVIOUS PUBLIC OR RIGHTS ISSUE

Except as stated in the chapter titled "*Capital Structure*" on page 63, we have not made any previous rights and / or public issues during the last Five (5) years and are an “Unlisted Issuer” in terms of SEBI (ICDR) Regulations and this Issue is an “Initial Public Issue” in terms of the SEBI (ICDR) Regulations.

## COMMISSION OR BROKERAGE

We have not made any public issue in last five (5) years. Hence, no sums have been paid or payable as Commission or Brokerage.

## CAPITAL ISSUE DURING THE PREVIOUS THREE (3) YEARS BY ISSUER, LISTED GROUP COMPANIES AND SUBSIDIARIES OF OUR COMPANY

Except as disclosed in Chapter titled "*Capital Structure*" on page 63 and below, our Company, Group Companies and Subsidiaries Company has not made any capital issue during the previous three (3) years. Further Our Company do not have any listed group Companies/ Subsidiaries / Associates.

## PERFORMANCE VIS-À-VIS objects;

Except as stated in the chapter titled "*Capital Structure*" on page 63, we have not made any previous rights and / or public issues during the last five (5) years and are an “Unlisted Issuer” in terms of SEBI (ICDR) Regulations and this Issue is an “Initial Public Issue” in terms of the SEBI (ICDR) Regulations, the relevant data regarding performance vis-à-vis objects is not available with the Company.

## STOCK MARKET DATA FOR OUR EQUITY SHARES

This being an Initial Public Issue of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.

## MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Company and the selling shareholder has appointed Skyline Financial Services Private Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be co-ordinating with the Registrar to the Issue in attending to the grievances to the investor.

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 Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Our Company will obtain authentication on the SCORES and will comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013, SEBI circular (CIR/OIAE/1/2014) dated December 18, 2014 and SEBI circular (SEBI/HO/OIAE/IGRD/CIR/P/2021/642) dated October 14, 2021 and any amendment thereto, in relation to redressal of investor grievances through SCORES, prior to filing the Prospectus.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and subject to applicable law, any ASBA Applicant whose Application has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within 3 months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

All grievances relating to Applications submitted with the Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Issue. Further, Applicants shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries in addition to the information mentioned hereinabove.

Our Company, the LM and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of any SCSB, Registered broker, Syndicate member, RTA or CDP including any defaults in complying with its obligations under the SEBI ICDR Regulations.

## **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 OUR COMPANY**

The Company has appointed Registrar to the Issue, to handle the investor grievances in co-ordination with our Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to the Issue to ensure that the investor grievances are settled expeditiously and satisfactorily. The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be coordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process and UPI 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 Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven (7) business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA applicants or UPI Payment Mechanism Applicants. Our Company, the selling share holder, the Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs / Sponsor Bank including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

Our Company has constituted Stakeholders Relationship Committee in the meeting of our Board of Director(s) held on April 22, 2024. For further details on the Committees, please refer to the section titled “*Our Management*” beginning on page 143 of this Prospectus.

**Our Company has appointed Pratibha Patel as the Compliance Officer to redress the complaints, if any, of the investors participating in the Issue.**

Contact details for our Compliance Officer are as follows:

**Pratibha Patel**

Address: Silpahri Industrial State, Bilaspur, Chattisgarh, India, 495001

**Tel No:** +91 93022 21587

**Email:** cs@abhacast.com

**Website:** www.abhacast.com

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

Our company has not applied or received any exemption from complying with any provisions of securities laws by SEBI

## SECTION VII – OFFER INFORMATION

### TERMS OF THE OFFER

The Equity Shares being Allotted pursuant to Offer are subject to the provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, our Memorandum and Articles of Association, SEBI Listing Regulation, the terms of this Prospectus, the Prospectus, the Abridged Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of this Offer. The Equity Shares shall also be subject to laws as applicable, 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 Government of India, the Stock Exchange, the RBI, ROC and/or other authorities, as in force on the date of the Offer and to the extent applicable.

Please note that, in terms of Regulation 256 of the SEBI ICDR Regulations 2018 read with SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the applicants have to compulsorily apply through the ASBA Process and further in terms of SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, and as modified through its circular SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 (together, the “**UPI Circular**”) in relation to clarifications on streamlining the process of public issue of equity shares and convertibles it has proposed to introduce an alternate payment mechanism using Unified Payments Interface (“**UPI**”) and consequent reduction in timelines for listing in a phased manner. Currently, for application by RIIs through Designated Intermediaries, the existing process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds is discontinued and RIIs submitting their Application Forms through Designated Intermediaries (other than SCSBs) can only use the UPI mechanism with existing timeline of T+6 days until March 31, 2020 (“**UPI Phase II**”). Further SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 has decided to continue with the Phase II of the UPI ASBA till further notice. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, vide SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, Phase III has been notified, and accordingly the revised timeline of T+3 days (i.e., the time duration from public issue closure to listing of be 3 Working Days) has been made applicable in two phases i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023 (“**UPI Phase III**”). Accordingly, the Issue will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time. Additionally, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. 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 SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“**UPI Streamlining Circular**”) has instituted certain mechanisms towards the streamlining of applications made through the UPI Mechanism as well as redressal of investor grievances. The UPI Streamlining Circular came 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 the UPI Streamlining Circular are deemed to form part of this Prospectus. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with 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 and SEBI Circular no. SEBI/HO/CFD/P/CIR/2022/75 dated May 30, 2022 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application for Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

### Authority for the Offer

The present Public Offer of 51,39,200 Equity Shares aggregating to ₹3854.40 lakhs comprising of fresh issue of 41,39,200 Equity Shares aggregating to ₹3,104.40 lakhs and Offer for Sale of 10,00,000 Equity Shares aggregating to ₹750.00 lakhs, which have been authorised by a resolution of the Board of Directors of our Company at their meeting held on June 28, 2024 and was approved by the Shareholders of the Company by passing Special Resolution at the Extraordinary General Meeting held on June 29, 2024 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

The Offer for Sale has been authorised by the Selling Shareholder by their consent letters dated June 27, 2024, and the no. of Equity Shares offered by them are as follows:

Name of the Selling Shareholder	No. of Equity Shares Offered
Subhash Chand Agrawal	10,00,000

The Selling Shareholder have confirmed that the Equity Shares proposed to be offered and sold in the Offer are eligible in term of SEBI (ICDR) Regulations and it has not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third-party rights. The Selling Shareholder has also confirmed that it has the legal and beneficial owners of the Equity Shares being offered by them under the Offer for Sale.

### Ranking of Equity Shares

The Equity Shares being offered and transferred in the offer shall be subject to the provisions of the Companies Act 2013 and our Memorandum and Articles of Association, SEBI ICDR Regulations, SCRA and shall rank pari-passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the chapter titled "*Main Provisions of the Articles of Association*" beginning on page 283.

### Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and approved by the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company.

We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to chapter titled "*Dividend Policy*" and "*Main Provisions of Articles of Association*" beginning on pages 163 and 283 respectively.

### FACE VALUE AND OFFER PRICE

The face value of the Equity Shares is ₹10 each and the Issue Price is ₹75/- per Equity Share (including premium of ₹65 per Equity Share).

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled "*Basis for Offer Price*" beginning on page 92.

At any given point of time there shall be only one denomination for the Equity Shares.

### Compliance with Disclosure and Accounting Norms

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.



## **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

1. Right to receive dividend, if declared;
2. Right to receive Annual Reports and notices to members;
3. Right to attend general meetings and exercise voting rights, unless prohibited by law;
4. Right to vote on a poll either in person or by proxy in accordance with the provisions of the Companies Act, 2013;
5. Right to receive offer/ issue for rights shares and be allotted bonus shares, if announced;
6. Right to receive surplus on liquidation subject to any statutory and other preferential claim being satisfied;
7. Right of free transferability subject to applicable law, including any RBI rules and regulations; and
8. Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations, and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the chapter titled “**Main Provisions of Articles of Association**” beginning on page 283.

## **Minimum Application Value; Market Lot and Trading Lot**

The trading of the Equity Shares will happen in the minimum contract size of 1600 Equity Shares and the same may be modified by Emerge Platform of NSE India from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of 1600 Equity Share subject to a minimum allotment of 1600 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 2018 the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

## **Minimum Number of Allottees**

In accordance with Regulation 268 of SEBI (ICDR) Regulations, the minimum number of allottees in this Offer shall be fifty (50) shareholders failing which the entire application monies shall be refunded forthwith, in accordance with the SEBI ICDR Regulations and other applicable laws.

## **Jurisdiction**

Exclusive jurisdiction for the purpose of this Offer is with the competent courts/authorities in Bilaspur, Chattisgarh, India.

**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 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.

## Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

## Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014, 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 Applicants, 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 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 accordance to Section 72 (4) of the Companies Act, 2013, 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/transfer/alienation 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 Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- 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 is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

## Offer programme

<b>Offer OPENS ON</b>	<b>WEDNESDAY, 27 NOVEMBER, 2024</b>
<b>Offer CLOSSES ON</b>	<b>FRIDAY, 29 NOVEMBER, 2024</b>
<b>FINALISATION OF BASIS OF ALLOTMENT WITH THE DESIGNATED STOCK EXCHANGE</b>	<b>MONDAY, 2 DECEMBER, 2024</b>
<b>INITIATION OF REFUNDS / UNBLOCKING OF FUNDS FROM ASBA ACCOUNT</b>	<b>TUESDAY, 3 DECEMBER, 2024</b>
<b>CREDIT OF EQUITY SHARES IN DEMAT ACCOUNTS OF ALLOTTEES</b>	<b>TUESDAY, 3 DECEMBER, 2024</b>
<b>COMMENCEMENT OF TRADING OF THE EQUITY SHARES ON THE STOCK EXCHANGE</b>	<b>WEDNESDAY, 4 DECEMBER, 2024</b>

UPI mandate end time and date shall be at 5.00 pm on Issue/Offer Closing Date.

In terms of Regulation 265 of ICDR Regulations, the issue shall be open after at least three (3) working days from the date of filing the Prospectus with the Registrar of Companies.

In terms of Regulation 266 (3) of ICDR Regulations, in case of force majeure, banking strike or similar circumstances or for reason considered necessary by our Company, our Company may, for reasons to be recorded in writing, extend the Issue Period disclosed in the Prospectus, for a minimum period of two (2) working days,

subject to the Issue Period not exceeding ten (10) working days

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on NSE EMERGE taken within three (3) Working Days of the Offer Closing Date or such period as may be prescribed, with reasonable support and cooperation of the Selling Shareholder, as may be required in respect of its Offered Shares, the timetable may change due to various factors, such as extension of the Offer Period by our Company in consultation with the Selling Share Holder and the Lead Manager, or any delays in receiving the final listing and trading approval from Emerge Platform of NSE India. The Commencement of trading of the Equity Shares will be entirely at the discretion of NSE India and in accordance with the applicable laws. The Selling Shareholder confirm that they shall extend such reasonable support and co-operation in relation to the Offered Shares for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within 3 Working Days from the Offer Closing Date or such other period as may be prescribed by SEBI. Our Company shall follow the timelines provided under the aforementioned circular.

**Offer period (except the Issue Closing Date)**

Submission and Revision of Application Form	Only between 10.00 a.m. to 5.00 p.m. IST
---	--

**Offer Closing Date**

Submission and Revision of Application Form*	Only between 10.00 a.m. to 3.00 p.m. IST
--	--

\*UPI mandate end time and date shall be at 5.00 pm on Issue/Offer Closing Date

On the Issue Closing Date, the Applications shall be uploaded until:

Until 4.00 p.m. IST in case of application by QIBs and Non – Institutional Investors and

Until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Retail Individual Investors which may be extended up to such time as deemed fit by the Stock Exchange after taking into account the total number of applications received up to the closure of timings and reported by LM to the Stock Exchange. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Issue Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Applicant shall be compensated in accordance with applicable law by the intermediary responsible for causing such delay in unblocking, which period shall start from the day following the receipt of a complaint from the Applicant. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Applicant shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No: SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/76 dated May 30, 2022 shall be deemed to be incorporated in the deemed agreement of the Bank with the SCSBs to the extent applicable, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable. The processing fees for applications made by UPI Applicant using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No: SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/76 dated May 30, 2022

Due to 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 the Prospectus are Indian Standard Time (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.

Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by BSE and NSE respectively, Application and any revision in Application were not accepted on Saturdays and public holidays as declared by the Stock Exchanges. Applications by ASBA Applicant shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any further notification from the SEBI after filing of this Prospectus may result in changes in the timelines.

The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing

It is clarified that applications not uploaded on the electronic bidding system or in respect of which the full application Amount is not blocked by SCSBs or under the UPI Mechanism, as the case may be, would be rejected. In case of force majeure, banking strike or similar circumstances, the issuer may, for reasons to be recorded in writing, extend the (Issue) period disclosed in the Prospectus, for a minimum period of three (3) working days, subject to the Issue Period not exceeding ten (10) working days.

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 NSE EMERGE may be taken as the final data for the purpose of Allotment.

#### **Minimum Subscription**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten as per Regulation 260(1) of SEBI ICDR Regulation.

If the issuer does not receive the subscription of hundred per cent (100%) of the Issue through Prospectus on the date of closure of the issue including devolvement of underwriters, if any, or if the subscription level falls below hundred per cent (100%) after the closure of issue on account of withdrawal of applications, or after technical rejections, or if the listing or trading permission is not obtained from the stock exchange for the securities so Issued under the Prospectus, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond Four (4) days after the issuer becomes liable to pay the amount, the issuer and every director of the issuer who are officers in default, shall pay interest at the rate of fifteen per cent per annum (15% p.a.).

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than fifty (50), failing which the entire application monies shall be refunded forthwith, in accordance with the SEBI ICDR Regulations and other applicable laws.

#### **Arrangements for Disposal of Odd Lots**

The trading of the equity shares will happen in the minimum contract size of 1600 Equity shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the Emerge Platform of NSE Limited.

#### **Withdrawal of the Offer**

Our Company and the Selling Shareholder in consultation with the Lead Manager, reserve the right to not to proceed with the Issue after the Offer Opening Date but before the Allotment. In such an event, our Company

would issue a public notice in the newspapers in which the pre-offer advertisements were published, within two (2) days of the Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the offer. The Lead Manager through, the Registrar to the Offer, shall notify the SCSBs or the Sponsor Bank to unblock the bank accounts of the ASBA Applicant within one (1) working day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed. If the Offer is withdrawn after the designated Date, amounts that have been credited to the Public Issue Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final ROC approval of the Prospectus after it is registered with the ROC. If our Company or the Selling Shareholder in consultation with LM withdraws the Offer after the Issue Closing Date and thereafter determines that it will proceed with an issue, our Company shall file a fresh Prospectus.

### **Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for lock-in of the Pre-Offer Equity Shares and Promoters' minimum contribution in the Offer as detailed in the chapter titled "*Capital Structure*" beginning on page 63 of this Prospectus, and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details, please refer to the chapter titled "*Main Provisions of Articles of Association*" beginning on page 283.

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 Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager 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.

### **New Financial Instruments**

As on the date of this Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoter, to acquire or receive any Equity Shares after the Offer. Further, our Company is not issuing any new financial instruments through this Offer. Application by Eligible NRIs, FPIs or VCFs registered with SEBI

Application by eligible NRIs, FPIs Registered with SEBI, VCFs, AIFs registered with SEBI and QFIs is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

As per the extant Guidelines of the Government of India, OCBs cannot participate in this Issue.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors. The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

### **Allotment of Equity Shares Only in Dematerialized Form**

In terms of Section 29 of the Companies Act 2013, the Equity Shares shall be Allotted only in dematerialized form.

As per the existing SEBI ICDR Regulations, 2018 the trading of the Equity Shares shall only be in dematerialized

form for all investors.

In this context, two agreements will be signed by our Company with the respective Depositories and the Registrar to the Issue before filing this Prospectus:

Tripartite agreement dated April 2, 2024 among CDSL, our Company and the Registrar to the Issue; and  
Tripartite agreement dated April 9, 2024 among NSDL, our Company and the Registrar to the Issue

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. Applicants will not have the option of getting Allotment of the Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

## **MARKET MAKING**

The shares offered through this offer is proposed to be listed on the EMERGE Platform of NSE India, wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the Emerge Platform of NSE India for a minimum period of three (3) years from the date of listing of shares issued through this Prospectus. For further details of the market making arrangement please refer the chapter titled “*General Information*” beginning on page 54.

## OFFER STRUCTURE

This Offer is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue Face value capital is more than or equal to ₹ 10 crores, shall offer shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“**SME Exchange**”, in this case being the EMERGE Platform of NSE). For further details regarding the salient features and terms of such an offer please refer to the chapters titled “**Terms of the Offer**” and “**Offer Procedure**” beginning on pages 240 and 250 respectively.

This Offer comprised of Initial Public Offering of 51,39,200 Equity Shares for Cash at an Offer Price of ₹75/- per Equity Share comprising of Fresh Issue of 41,39,200 Equity Shares for Cash at an Offer Price ₹75/- per Equity Share aggregating to ₹3,104.40 Lakhs by our Company and Offer for sale of 10,00,000 Equity Shares for Cash at an Offer Price ₹ 75/- per Equity Share aggregating to ₹750.00 Lakhs by the Selling Shareholder.

The Offer comprises a reservation of 2,62,400 Equity Shares of Rs 10 each for subscription by the designated Market Maker (“**the Market Maker Reservation Portion**”).

Particulars	Net Offer to Public	Market Maker Reservation Portion
<b>Number of Equity Shares</b>	48,76,800	2,62,400
<b>Percentage of Offer Size available for allocation</b>	94.89%	5.11%
<b>Basis of Allotment/Allocation if respective category is oversubscribed</b>	Proportionate, subject to minimum allotment of 1600 Equity Shares and Further allotment in multiples of 1600 Equity Shares each.	Firm Allotment
<b>Mode of Application</b>	Retail Individual Investor may apply through UPI Payment Mechanism. All other applicants and Retail Individual Investors (whose bank do not provide UPI ID) shall apply through ASBA process only.	
<b>Minimum Application Size</b>	<p><b><i>For Other than Retail Individual Investors:</i></b></p> <p>Such number of Equity Shares in multiples of 1600 Equity Shares such that the Application Value exceeds ₹ 2 lakhs</p> <p><b><i>For Retail Individuals:</i></b></p> <p>Such number of equity shares where application size is of at least 1600 Equity Shares.</p>	2,62,400 Equity Shares
<b>Maximum Application</b>	<p><b><i>For Other than Retail Individual Investors:</i></b></p> <p>Such number of Equity Shares in multiples of 1600 Equity Shares such that the Application Size does not exceed the +Net Issue.</p> <p><b><i>For Retail Individuals:</i></b></p> <p>Such number of equity Shares so that the Application Value does not exceed ₹ 2 lakhs.</p>	2,62,400 Equity Shares

Particulars	Net Offer to Public	Market Maker Reservation Portion
	Compulsorily in dematerialized mode	
<b>Trading Lot</b>	1600 Equity Shares	1600 Equity Shares. <b>However,</b> may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations
<b>Terms of payment</b>	In case of ASBA, the entire application amount shall be blocked at the time of submission of Application Form to the SCSBs and in case of UPI as an alternate mechanism, application amount shall be blocked at the confirmation of mandate collection request by the Applicant.	

*\* 50 % of the shares issued in the Net Issue to Public portion are reserved for applications whose value is below ₹ 2 lakhs and the balance 50 % of the shares are available for applications whose value is above ₹ 2 lakhs.*

**Note:**

- i) In case of joint application, the Application Form should contain only the name of First Applicant whose name should also appear as the first holder of beneficiary account held in joint names. 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 joint holders.
- ii) Applicants will be required to confirm and will be deemed to have represented to our Company, the LM, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Offer.
- iii) SCSBs applying in the Offer must apply through an ASBA Account maintained with any other SCSB.

This Offer is being made *in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018. For further details please refer chapter titled “Offer Procedure” beginning on page 250 of this Prospectus.*



## OFFER PROCEDURE

All Applicants should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular SEBI/HO/CFD/DIL2/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 Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchange and the LM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue, especially in relation to the process for Applications by Retail Individual Investor 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 Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Offer; (ii) maximum and minimum Issue size; (iii) allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Offer; (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 applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

SEBI through 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 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs 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 Applications by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applications with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“**UPI Phase II**”), Further pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice.. Thereafter, vide SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, Phase III has been notified, and accordingly the revised timeline of T+3 days (i.e., the time duration from public issue closure to listing of be 3 Working Days) has been made applicable for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023 (“**UPI Phase III**”). Accordingly, the Issue will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time. Additionally, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. 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 SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“**UPI Streamlining Circular**”) has instituted certain mechanisms towards the streamlining of applications made through the UPI Mechanism as well as redressal of investor grievances. The UPI Streamlining Circular came 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 the UPI Streamlining Circular are deemed to form part of this Prospectus.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Offer Closing Date, the Applicant shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Offer 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.*

The revisions of the circular dated June 2, 2021 are elaborated as under: -

- i) SCSB's shall continue to send SMS alerts during the actual block/debit/unblock of UPI mandate in the prescribed format, the details of total number of shares applied/allotted/non-allotted etc. shall be included in SMS for Public Issues opening on/after January 01, 2022.
- ii) The automated web portal shall be live and operational after due testing and mock trials with the CUG entities for Public Issues opening on or after October 01, 2021. The requisite information on this automated portal shall be updated periodically in intervals not exceeding two hours.
- iii) In the interim, for the Public Issues opening from the date of this circular and till the automated web portal is live and operational, the Sponsor Banks shall send the details to the e-mail address of CUG entities periodically in intervals not exceeding three hours. In case of exceptional events viz., technical issues with UPI handles/PSPs/TPAPS/SCSB's etc., the same shall be intimated immediately to the CUG entities so as to facilitate the flow of information in the Public Issue process.
- iv) The Stock Exchanges and Lead Managers shall facilitate providing the requisite data of CUG entities to Sponsor Bank for the development of automated web portal. Such information shall be provided to the Sponsor Bank before opening of the Public Issue.
- v) The Registrar to the Offer shall provide the allotment/ revoke files to the Sponsor Bank by 8:00 PM on T+3 i.e., the day when the Basis of Allotment (BOA) has to be finalized.
- vi) The Sponsor Bank shall execute the online mandate revoke file for Non-Allottees/ Partial Allottees and provide pending applications for unblock, if any, to the Registrar to the Offer, not later than 5:00 PM on BOA+1.
- vii) Subsequent to the receipt of the pending applications for unblock from the Sponsor Bank, the Registrar to the Offer shall submit the bank-wise pending UPI applications for unblock to the SCSBs, not later than 6:30 PM on BOA+1 and ensure that the unblocking is completed on T+3.

Our Company, the Selling Shareholder and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and is not liable for any amendment, modification or change in the applicable law, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that their application are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Draft Prospectus and this Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form. Further, the Company, the Selling Shareholder and the LM are not liable for any adverse occurrences' consequent to the implementation of the UPI Mechanism for application in this Offer.

## **PHASED IMPLEMENTATION OF UNIFIED PAYMENTS INTERFACE**

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles. 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 the ASBA) for applications by RIIs through 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 Circular proposes to introduce and implement the UPI payment 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 is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual had the option to submit the Application Form with any of the 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 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further still, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six working days during this phase.

### ***Phase III:***

Pursuant to SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, Phase III has been notified, and accordingly the revised timeline of T+3 days (i.e., the time duration from public issue closure to listing of be 3 Working Days) has been made applicable in two phases i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023 (“**T+3 Circular**”).

In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI. The Issue is being made under Phase III of the UPI (on a mandatory basis).

All SCSBs issuing facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI payment mechanism.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement of or SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Applicant to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalized. Failure to unblock the accounts within the timeline would result in the SCSBs being penalized under the relevant securities law.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Lead Manager.

## **FIXED PRICE OFFER PROCEDURE**

The Offer is being made under Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 through a Fixed Price Process. Wherein a minimum 50% of the Net Issue is allocated for Retail Individual Applicants and the balance shall be offered to individual applicants other than Retail Individual Applicants and other investors including Corporate Bodies or Institutions, QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion Offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Offer Price.

Additionally, if the Retail Individual Applicants category is entitled to more than fifty per cent on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage. However, the Application by an Applicant should not exceed the investment limits prescribed under the relevant regulations/statutory guidelines.

Subject to the valid Applications being received at the Offer Price, allocation to all categories in the Net Offer, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the LM and the Stock Exchange are required to submit their Applications to the Application Collecting Intermediaries i.e. SCSB or Registered Brokers of Stock Exchanges or Registrar to the Offer and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non-Institutional Applicants and Retail Individual Applicants, the Company would have a right to reject the Applications only on technical grounds. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchange, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected.

**Investors should note that Equity Shares will be allotted to successful Applicants in dematerialized form only. The Equity Shares on Allotment shall be traded only in the dematerialize segment of the Stock Exchange, as mandated by SEBI. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number/UPI ID (for RII Applicants using the UPI Mechanism), shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchanges, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. However, the Investors may get the Equity Shares rematerialized subsequent to the allotment.**

#### **ELECTRONIC REGISTRATION OF APPLICATIONS**

- i) The Designated Intermediary may register the Application using the online facilities of the Stock Exchange. The Designated Intermediaries can also set up facilities for off-line electronic registration of Applications, subject to the condition that they may subsequently upload the off-line data file into the online facilities for Fixed Process on a regular basis before the closure of the Offer.
- ii) On the Application/Issuer Closing Date, the Designated Intermediaries may upload the Applications till such time as may be permitted by the Stock Exchange and as disclosed in the Prospectus.

Only Applications that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 p.m. IST on the next Working Day following the Application/Issuer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Application/Issuer Period after which the Stock Exchange send the information to the Registrar to the Offer for further processing.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI ICDR Regulations, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

#### **AVAILABILITY OF DRAFT PROSPECTUS, PROSPECTUS AND APPLICATION FORMS**

Copies of the Application Form and the Abridged Prospectus will be available at the offices of the LM, the Designated Intermediaries at Applications Centers, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the Stock Exchange(s), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one (1) day prior to the Offer Opening Date.

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Draft Prospectus / Prospectus. All the Applicants (other than Anchor Investor and Retail Individual Investor

using UPI Payment Mechanism) shall mandatorily participate in the Offer only through the ASBA process for application. ASBA applicants must provide bank account details and authorization to block funds in the relevant space provided in the Application Form and the Application Forms that do not contain such details are liable to be rejected.

Retail Individual Investors submitting their application form to any Designated Intermediaries (other than SCSBs) shall be required to make Applications using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Application Form. Retail Individual Investors submitting their application form to any Designated Intermediaries (other than SCSBs) failed to mention UPI ID are liable to be rejected. Retail Individual Investors may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI.

ASBA Applicants shall ensure that the applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Application 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 is as follows:

Category	Colour of Application Form
Resident Indians / 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.*

In case of ASBA Forms, Designated Intermediaries shall upload the relevant Application details in the electronic Bidding system of the Stock Exchanges. Subsequently, for ASBA Forms (other than RIIs using UPI mechanism) Designated Intermediaries (other than SCSBs) shall submit/deliver the Application Form (except the Application Form from a RIIs using the UPI mechanism) to the respective SCSBs, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank. For UPI Investors, the Stock Exchanges shall share the Application details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIIs for blocking of funds.

Application Forms will also be available on the website of the NSE (<https://www.nse.com>). Same Application Form applies to all ASBA Applicants/ Retail Individual Investors applying through UPI mechanism, irrespective of whether they are submitted to the SCSBs, to the Registered Brokers, to Registrars to an Offer and Share Transfer Agents, Depository Participants or to the Syndicate (in Specified Cities).

## SUBMISSION AND ACCEPTANCE OF APPLICATION FORM

Pursuant to SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 Dated November 10, 2015, an Investor, intending to subscribe to this Offer, shall submit a completed application form to any of the following Intermediaries (Collectively called “**Designated Intermediaries**”).

Sr. No.	Designated Intermediaries
	An SCSB, with whom the bank account to be blocked, is maintained
	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (“broker”)
	A depository participant (whose name is mentioned on the website of the stock exchange as eligible for this activity)
	Registrar to an Offer and share transfer agent (“RTA”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

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.

Designated Intermediaries shall submit Application Forms to SCSBs only

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchanges(s) and may by blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For Applications submitted by investors to intermediaries other than SCSBs without use of UPI for payment:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant Applications details, including UPI ID, in the electronic bidding system of stock exchange(s). Stock Exchange shall share Applications details including the UPI ID with Sponsor Bank on a continuous basis, to enable Sponsor Bank to initiate mandate request on investors for blocking of funds. Sponsor Bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account

Stock exchange(s) shall validate the electronic Application details with depository's records for DP ID/ClientID and PAN, on a real time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Application are deemed to have authorized our Company to make the necessary changes in the prospectus, without prior or subsequent notice of such changes to the Applicants.

## WHO CAN APPLY?

In addition to the category of Applicants set forth under General Information Document, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

1. **Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);**
2. **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. Applications by HUFs would be considered at par with those from individuals;**
3. **Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;**
4. **Mutual Funds registered with SEBI;**
5. **Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Offer;**
6. **Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);**
7. **FII's and sub-accounts of FII's registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;**
8. **Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;**
9. **Sub-accounts of FII's registered with SEBI, which are foreign corporate or foreign individuals only**

- under the non-Institutional investor's category;
10. **Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;**
  11. **Foreign Venture Capital Investors registered with the SEBI;**
  12. **Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;**
  13. **Scientific and/or Industrial Research Organizations authorized to invest in equity shares;**
  14. **Insurance Companies registered with Insurance Regulatory and Development Authority, India;**
  15. **Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;**
  16. **Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;**
  17. **National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;**
  18. **Insurance funds set up and managed by army, navy or air force of the Union of India;**
  19. **Multilateral and bilateral development financial institution;**
  20. **Eligible QFIs;**
  21. **Insurance funds set up and managed by army, navy or air force of the Union of India;**
  22. **Insurance funds set up and managed by the Department of Posts, India;**
  23. **Any other person eligible to apply in this Offer, under the laws, rules, regulations, guidelines and policies applicable to them.**

**Applications not to be made by:**

1. Minors (except under guardianship)
2. Partnership firms or their nominees
3. Foreign Nationals (except NRI)
4. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Offer. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Offer 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 or any state securities laws in the United States, and may not be Offered 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 Offered or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those Offers and sales occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

**MAXIMUM AND MINIMUM APPLICATION SIZE**

***For Retail Individual Applicants***

The Application must be for a minimum of 1600 Equity Shares and in multiples of 1600 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed ₹ 2 lakhs. In case of revision of Applications, the Retail Individual Investors have to ensure that the Application Price does not exceed ₹ 2 lakhs.

***For Other than Retail Individual Investors (Non-Institutional Investors and QIBs):***

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2 lakhs and in multiples of 1600 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 and Non-Institutional Investor cannot withdraw its Application after the Offer Closing Date and is required to pay 100% Application Amount 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 ₹ 2 lakhs for being considered for allocation in the Non-Institutional Portion.

**Applicants are advised to ensure that any single application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.**

**The above information is given for the benefit of the Applicants. The Company, the Selling Shareholder 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 ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

**Participation by associates/affiliates of Lead Manager**

The Lead Manager shall not be entitled to subscribe to this Offer in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Offer, either in the QIB Portion and Non-Institutional Category where the allotment is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the LM, shall be treated equally for the purpose of allocation to be made on a proportionate basis

**Option to Subscribe to the Offer**

1. Our Company shall allot the specified securities in dematerialised form only. Investors opting for allotment in dematerialised form may get the specified securities rematerialized subsequent to allotment.
2. The equity shares, on allotment, shall be traded on stock exchange in demat segment only.
3. A single application from any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines.

**Application By HUF**

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Applications is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

**Application by Mutual Funds**

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

Application made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made. 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 (1) 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.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be attached with the Application Form. Failing this, our Company reserves the right to reject their application in



whole or in part, in either case, without assigning any reason thereof.

No mutual fund scheme shall invest more than 10% of its net asset value in the equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

#### **Application by Indian Public including eligible NRIs applying on non-Repatriation**

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors (other than minor having valid depository accounts as per demographic details provided by the depository), Foreign Nationals, Non Residents (except for those applying on non-repatriation), trusts (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF.

Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares Offered to the public.

#### **Application by Eligible NRIs/FII's on Repatriation Basis**

Eligible NRIs may obtain copies of Application Form from the Designated Intermediaries. Eligible NRI Applicants applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Applicants applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("NRO") accounts for the full Application Amount, at the time of the submission of the Application Form. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such Application.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour).

Pursuant to the provisions of the FEMA regulations, investments by NRIs under the Portfolio Investment Scheme ("PIS") is subject to certain limits, i.e., 10.00% of the paid-up equity share capital of the company. Such limit for NRI investment under the PIS route can be increased by passing a board resolution, followed by a special resolution by the shareholders, subject to prior intimation to the RBI. Our Company has not passed any resolution to increase this limit and hence investments by NRIs under the PIS will be subject to a limit of 10% of the paid-up equity capital of the Company.

#### **Application by FPIs**

In terms of the FPI Regulations, the Offer 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 our Board 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 Offer 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 FPI Regulations, an FPI, by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the 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' nor 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.

#### **Application by SEBI registered VCFs, AIFs and FVCIs**

SEBI VCF Regulations and SEBI FVCI Regulations inter alia prescribe the investment restrictions on the VCFs and FVCIs registered with SEBI. Further, SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

Accordingly, the holding by any individual VCF registered with SEBI in one (1) venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering.

Category I and II AIFs cannot invest more than 25% of their corpus in one (1) investee company. A category III AIF cannot invest more than 10% of their investible funds in one (1) investee company. A venture capital fund registered as a category I AIF, as defined in SEBI AIF Regulations, cannot invest more than 1/3<sup>rd</sup> 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 SEBI AIF Regulations shall continue to be regulated by SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of SEBI AIF Regulations.

Further, according to SEBI ICDR Regulations, the shareholding of VCFs and category I AIFs or FVCI held in a company prior to making an initial public offering would be exempt from lock-in requirements provided that such equity shares held are locked in for a period of at least one (1) year from the date of purchase by such VCF or category I AIFs or FVCI.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

**Our Company, Selling Share Holder or the LM will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency. There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.**

#### **Application by provident funds/ pension funds**

In case of Applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 2,500 Lakhs, 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 their application, without assigning any reason thereof

#### **Application 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 their application without assigning any reason thereof.

#### **Application by Banking Companies**

In case of Application 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 Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

#### **Application by Insurance Companies**

In case of Application made by insurance companies registered with the IRDA, 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 their application without assigning any reason thereof.

Insurance companies participating in this Offer, shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time including the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 ("IRDA Investment Regulations").

1. **Equity shares of a company: the lower of 10% of the investee company's outstanding equity shares (face value) or 10% of the respective fund in case of a life insurer/investment assets in case of a general insurer or a reinsurer;**
2. **The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or a reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and**
3. **The industry sector in which the investee company operates: not more than 15% of the respective fund of a life insurer or general insurance or 15% of the investment assets, 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) or (iii) above, as the case may be.

The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 500,000 million or more but less than ₹ 2,500,000 million.

Insurer companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by the IRDA from time to time including the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 ("IRDA Investment Regulations").

### **Application by SCSBs**

SCSBs participating in the Offer are required to comply with the terms of 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.

**The information set out above is given for the benefit of the Applicants. Our Company, the Selling Shareholder and the LM are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that any single application from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as specified in the Draft Prospectus and this Prospectus.**

### **Application by Systemically Important Non-Banking Financial Companies**

In case of Application made by systemically important non-banking financial companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof. Systemically important non-banking financial companies participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

### **Application under Power of Attorney**

In case of Application made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, FPIs, Mutual Funds, Eligible QFIs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund, provident funds with a minimum corpus of ₹ 2,500 Lakhs and pension funds with a minimum corpus of ₹ 2,500 Lakhs (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 their application in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

1. **With respect to Applications by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form.**
2. **With respect to Applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Application Form.**
3. **With respect to Applications made by provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form.**
4. **With respect to 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.**
5. **Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application form, subject to such terms and conditions that our Company and the Lead Manager may deem fit.**

The Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Offer that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository

of the application). In such cases, the Registrar to the Offer shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories

### **Application by OCBs**

In accordance with RBI regulations, OCBs cannot participate in this Offer.

### **OFFER PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) 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, the Selling Shareholder 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.

Lists of banks that have been notified by SEBI to act as SCSB (Self-Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

### **ASBA Process and Electronic Registration of Application**

Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant ("ASBA Account") is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Offer and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Offer or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Lead Manager.

ASBA Applicants are required to submit their applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTA's or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

**APPLICATION FORM SHALL BEAR THE STAMP OF THE SCSBS/ REGISTRAR AND SHARE TRANSFER AGENTS/ DEPOSITORY PARTICIPANTS/ STOCK BROKERS AND IF NOT, THE SAME SHALL BE REJECTED.**

### **Who can apply?**

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.

### **Mode of Payment**

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA

Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

**Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, draft, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.**

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Offer.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Offer and consequent transfer of the Application Amount against allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

#### **Unblocking of ASBA Account**

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Offer, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

#### **Terms of payment**

The entire Offer price of ₹75/- 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 Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to the Offer 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 Applications Amount (Offer price) in the bank account specified in the Application Form. The SCSB shall keep the Applications Amount in the relevant bank account blocked until withdrawal/rejection of the Application or receipt of instructions from the Registrar to unblock the Applications Amount. However, Non-Retail Investors 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 Offer 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 Applications Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Offer and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Offer or until rejection of the Application by the ASBA Applicant, as the case may be.

#### **PROCEDURE FOR UNIFIED PAYMENT INTERFACE (UPI)**

In accordance to the SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, to stream line

the process of public issue of Equity Shares and convertibles, Phase II shall become effective from July 01, 2019, thereafter for applications by Retail Individual Investors through intermediaries, where the existing process of investor submitting application form with any intermediaries along with bank account details and movement of such application forms from intermediaries to self-certified Syndicate Banks (SCSBs) for blocking of funds, will be discontinued. For such applications only the UPI mechanism would be permissible mode.

Pursuant to SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, Phase III has been notified, and accordingly the revised timeline of T+3 days (i.e., the time duration from public issue closure to listing of be 3 Working Days) has been made applicable in two phases i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023 (T+3 Circular).

**The Offer will be made under UPI Phase II of the UPI Circulars, unless Phase III of the UPI Circulars becomes effective and applicable on or prior to the Offer Opening Date.**

#### **Who can apply through UPI Mode?**

Only Retail Individual Investors are allowed to use UPI for the payment in public issues. Qualified Institutional Buyers and High-Net worth Investors shall continue to apply as per the existing process.

#### **Process**

**Applications through UPI in IPOs (Public Issue) can be made only through the SCSBs/mobile applications whose name appears on the SEBI website: [www.sebi.gov.in](http://www.sebi.gov.in)**

#### **Blocking of Funds:**

- i) Investors shall create UPI ID
- ii) Investors shall submit their IPO applications through intermediaries and the investors shall enter UPI ID in the application form
- iii) Thereafter, intermediary shall upload the Application details and UPI ID in the electronic bidding system of the Stock Exchange
- iv) Stock Exchange shall validate the Application details on the real time basis with depository's records and shall bring the inconsistencies to the notice of intermediaries for rectification and re-submission
- v) Stock Exchange shall share the details including UPI ID with Sponsor Bank, to enable the Sponsor Bank to initiate the request for the blocking of funds
- vi) Thereafter the investor shall receive notification and shall confirm the request by entering valid UPI PIN and upon such acceptance of request, funds would get blocked and intimation shall be given to the investor regarding blocking of funds

#### **Unblocking of funds:**

1. After the Offer close day, the RTA on the basis of application and blocking received from stock exchange undertake a reconciliation and shall prepare Basis of Allotment.
2. Upon approval of such basis, instructions would be sent to the Sponsor Bank to initiate process for credit of funds in the public issue escrow account and unblocking of excess funds
3. Based on authorization given by the investor using UPI PIN at the time of blocking of funds, equivalent to the allotment, would be debited from investors account and excess funds, if any, would be unblocked.

Further, RIIs would continue to have an option to modify or withdraw the Applications till the closure of the Offer period. For each such modification of application, RIIs shall submit a revised application and shall receive a mandate request from the Sponsor Bank to be validated as per the process indicated above. Hence, applications made through UPI ID for payment the same shall be revised by using UPI ID only.

#### **REJECTION GROUNDS UNDER UPI PAYMENT MECHANISM**

An investor making application using any of channels under UPI Payments Mechanism, shall use only his/ her own bank account or only his/ her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for

rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

## **LIST OF BANKS PROVIDING UPI FACILITY**

An investor shall ensure that when applying in the IPO using UPI facility, the name of his Bank shall appear in the list of SCSBs as displayed on the SEBI website.

A list of SCSBs and mobile application which are live for applying in public issues using UPI mechanism is provided on the SEBI Website at the following path:

*Home >> Intermediaries/Market Infrastructure Institutions >> Recognised Intermediaries >> Self Certified Syndicate Banks eligible as Issuer Banks for UPI.*

Investors whose Bank is not live on UPI as on the date of the aforesaid circular, may use the other alternate channels available to them viz. submission of application form with SCSBs or using the facility of linked online trading, demat and bank account (Channel I or II at para 5.1 SEBI circular bearing no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018).

## **ELECTRONIC REGISTRATION OF APPLICATIONS**

- i) The Designated Intermediary will register the Applications using the on-line facilities of the Stock Exchanges. There will be at least one on-line connectivity facility in each city, where a stock exchange is located in India and where Applications are being accepted. The Lead Manager, our Company and the Registrar are not responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the Designated Intermediary, (ii) the Applications uploaded by the Designated Intermediary, (iii) the Applications accepted but not uploaded by the Designated Intermediary or (iv) Applications accepted and uploaded without blocking funds.
- ii) The Designated Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the Designated Intermediary, (ii) the Applications uploaded by the Designated Intermediary, (iii) the Applications accepted but not uploaded by the Designated Intermediary and (iv) Applications accepted and uploaded without blocking funds. It shall be presumed that for Applications uploaded by the Designated Intermediary, the full Application Amount has been blocked.
- iii) In case of apparent data entry error either by the Designated Intermediary in entering the Application Form number in their respective schedules other things remaining unchanged, the Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted to Stock Exchange.
- iv) The Designated Intermediary will undertake modification of selected fields in the Application details already uploaded within before 1.00 p.m. of the next Working Day from the Offer Closing Date.
- v) The Stock Exchanges will issue an electronic facility for registering Applications for the Offer. This facility will be available with the Designated Intermediary and their authorized agents during the Offer Period. The Designated Branches or the Agents of the Designated Intermediary 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 on-line facilities on a regular basis. On the Offer Closing Date, the Designated Intermediary shall upload the Applications till such time as may be permitted by the Stock Exchanges. This information will be available with the Lead Manager on a regular basis. Applicants are cautioned that a high inflow of high volumes on the last day of the Offer Period may lead to some Applications received on the last day not being uploaded and such Applications will not be considered for allocation.
- vi) At the time of registering each Application submitted by an Applicant, Designated Intermediary shall enter the following details of the investor in the on-line system, as applicable:  
**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;**  
**UPI ID (RIIs applying through UPI Mechanism)**  
**Numbers of Equity Shares Applied for;**  
**Location of the Banker to the Offer or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and**  
**Bank account number**
- vii) 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 Application Form number which shall be system generated.
  - viii) The Designated 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. The registration of the Application by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
  - ix) Such acknowledgement will be non-negotiable and by itself will not create any obligation of any kind.
  - x) In case of QIB Applicants, the Lead Manager has the right to accept the Application or reject it. However, the rejection should be made at the time of receiving the Application and only after assigning a reason for such rejection in writing. In case on Non-Institutional Applicants and Retail Individual Applicants, Applications would be rejected on the technical grounds.
  - xi) 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.
  - xii) Only Applications that are uploaded on the online IPO system of the Stock Exchanges shall be considered for allocation/Allotment. The Designated Intermediary will be given time till 1.00 p.m. on the next working day after the Offer Closing Date to verify the PAN, DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar will receive this data from the Stock Exchanges 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.

## **WITHDRAWAL OF APPLICATIONS**

RIIs can withdraw their applications until Offer Closing Date. In case a RII wishes to withdraw the applications during the Offer Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB or Sponsor Bank in the ASBA Account.

The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Applications at any stage.

## **SIGNING OF UNDERWRITING AGREEMENT**

The Offer is 100% Underwritten. For further details please refer to the Chapter titled “*General Information*” on page 54 of this Prospectus.

## **FILING OF THE PROSPECTUS**

For filing details, please refer to the Chapter titled “*General Information*” beginning on page 54 of this Prospectus.

## **PRE-Offer ADVERTISEMENT**

Subject to Section 30 of the Companies Act, 2013, the Company shall, after filing the Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where registered office of the Company is situated.

#### **Flow of Events from the closure of Bidding period (T DAY) Till Allotment:**

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA process with the electronic bid details
- RTA identifies cases with mismatch of account number as per bid file / FC and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The DSE, post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below.

#### **Process for generating list of Allottees:**

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

#### **ISSUANCE OF ALLOTMENT ADVICE**

Upon approval of the Basis of Allotment by the Designated stock exchange, the Registrar shall upload on its website. 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 Offer. Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been allotted Equity Shares in the Offer.

1. **The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.**
2. **Issuer will ensure that: (i) the allotment of the equity shares; and (ii) initiate corporate action for credit of shares to the successful applicant's Depository Account within 4 working days of the Offer 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.**
3. **The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.**

## **ISSUANCE OF CONFIRMATION ALLOCATION NOTE (“CAN”)**

- 1. A physical book is prepared by the Registrar on the basis of the Application Forms received from Investors. Based on the physical book and at the discretion of the Company in consultation with the LM, selected Investors will be sent a CAN and if required, a revised CAN.**
- 2. In the event that the Offer Price is higher than the Investor Allocation Price: Investors will be sent a revised CAN within 1 (one) day of the Pricing Date indicating the number of Equity Shares allocated to such Investor and the pay-in date for payment of the balance amount. Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Investors.**
- 3. In the event the Offer Price is lower than the Investor Allocation Price: Investors who have been Allotted Equity Shares will directly receive Allotment Advice.**

## **DESIGNATED DATE**

On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Offer.

## **GENERAL INSTRUCTIONS**

Applicants are requested to note the additional instructions provided below.

### **Do's:**

- Check if you are eligible to apply as per the terms of the Prospectus and under applicable law, rules, regulations, guidelines and approvals; All Applicants should submit their Applications through the ASBA process only;
- Read all the instructions carefully and complete the Application Form;
- Ensure that the details about the PAN, UPI ID (if applicable), DP ID and Client ID are correct and the Applicants' depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
- Ensure that your Application Form, bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Collection Centre within the prescribed time, except in case of electronic for Retail Individual Investors using UPI mechanism, may submit their ASBA forms with Designated Intermediary and ensure that it contains the stamp of such Designated Intermediary;
- Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;
- If the first applicant is not the ASBA account holder (or the UPI- linked bank account holder as the case may be), ensure that the Application Form is signed by the ASBA account holder (or the UPI- linked bank account holder as the case may be). Ensure that you have mentioned the correct bank account number and UPI ID in the Application Form;
- All Applicants (other than Anchor Investors and RII using UPI Mechanism) should apply through the ASBA process only. RII not using UPI mechanism, should submit their application form directly with SCSB's and not with any designated intermediary.
- With respect to Applications by SCSBs, ensure that you have a separate account in your own name with any other SCSB having clear demarcated funds for applying under the ASBA process and that such separate account (with any other SCSB) is used as the ASBA Account with respect to your application;
- Ensure that you request for and receive a stamped acknowledgement of your application;
- Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;
- Instruct your respective banks to not release the funds blocked in the ASBA Account under the ASBA process. Retail Individual Investors using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment, in a timely manner.
- Submit revised Applications to the same Designated Intermediary, as applicable, through whom the original Application was placed and obtain a revised TRS;
- Except for Applications (i) on behalf of the central or state governments and the officials appointed by

the courts, who, in terms of SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market and (ii) Applications by persons resident in the state of Sikkim, who, in terms of SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the central or the state government and officials appointed by the courts and for Applicants residing in the state of Sikkim is subject to (a) the demographic details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the demographic details evidencing the same. All other applications in which PAN is not mentioned will be rejected.

- Ensure that the Demographic Details are updated, true and correct in all respects;
- Ensure that thumb impressions and signatures other than in the languages specified in the eighth schedule to the Constitution of India are attested by a magistrate or a notary public or a special executive magistrate under official seal;
- Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint application, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names;
- Ensure that the category and sub-category under which the Application is being submitted is clearly specified in the Application Form;
- Ensure that in case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
- If you are resident outside India, ensure that Applications by you are in compliance with applicable foreign and Indian laws;
- Since the allotment will be in dematerialised form only, Applicants should note that in case the DP ID, the Client ID, UPI ID (where applicable) and the PAN mentioned in the Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, match with the DP ID, Client ID (where applicable) and PAN available in the Depository database otherwise liable to be rejected; Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
- 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 correctly signed the authorization /undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
- Ensure that you have mentioned the correct ASBA Account number (for all Applicant other than Retail Individual Investors making Application using the UPI Mechanism) in the Bid cum Application Form and such ASBA account belongs to you and no one else. Further, Retail Individual Investors using the UPI Mechanism must also mention their UPI ID and shall use only his/her own bank account which is linked to his/her UPI ID;
- Retail Individual Investors making Application using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;
- Retail Individual Investors making Application using the UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. Retail Individual Investors shall ensure that the name of the app and the UPI handle which is used for making the application appears on the list displayed on the SEBI website. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;
- Applicants, other than Retail Individual Investors using the UPI Mechanism, shall ensure that they have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the Application Form to the relevant Designated Intermediaries;
- Ensure that the depository account is active, the correct DP ID, Client ID and the PAN are mentioned in their Application Form and that the name of the Applicant, the DP ID, Client ID and the PAN entered

- into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID and PAN available in the Depository database;
- In case of ASBA Applicants (other than Retail Individual Investors using UPI Mechanism), ensure that while making Application through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Application Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>);
  - Once the Sponsor Bank Offer the UPI Mandate Request, the Retail Individual Investors would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request;
  - Ensure that you have correctly signed the authorisation/undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
  - Retail Individual Investors who wish to revise their applications using the UPI Mechanism, should submit the revised Application with the Designated Intermediaries, pursuant to which Retail Individual Investors should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Application Amount in the Retail Individual Investors ASBA Account.
  - Retail Individual Investors using the UPI Mechanism shall ensure that details of the Application are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a Retail Individual Investor shall be deemed to have verified the attachment containing the application details of the Retail Individual Investor in the UPI Mandate Request and have agreed to block the entire Application Amount and authorized the Sponsor Bank to block the Application Amount specified in the Application Form;
  - Retail Individual Investors applied using the UPI Mechanism should mention valid UPI ID of only the applicant (in case of single account) and of the first applicant (in case of joint account) in the Application Form;
  - Retail Individual Investors using the UPI Mechanism who have revised their applications subsequent to making the initial Application should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Application Amount and subsequent debit of funds in case of Allotment in a timely manner;
  - 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 receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form;
  - Retail Individual Investors shall ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Offer Closing Date.
  - Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press release dated June 25, 2021.

**Don'ts:**

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price different from the Price mentioned herein or in the Application Form;
- Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest or any mode other than blocked amounts in the bank account maintained with SCSB;
- Do not apply by another Application Form after submission of Application to the Designated Intermediary.
- Do not submit the Application Forms with the Banker(s) to the Offer (assuming that such bank is not a SCSB), our Company, the LM or the Registrar to the Offer (assuming that the Registrar to the Offer is not one of the RTAs) or any non-SCSB bank;
- Do not apply on an Application Form that does not have the stamp of the Designated Intermediary;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not apply on a physical Application Form that does not have the stamp of the relevant Designated Intermediary;

- Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
- If you are a Retail Individual Investor and are using UPI Mechanism, do not submit more than one Application Form for each UPI ID;
- Do not submit the Application Forms to any Designated Intermediary that is not authorised to collect the relevant Application Forms or to our Company;
- If you are a Retail Individual Applicant, do not apply for an exceeding ₹ 200,000;
- 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 the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Prospectus;
- Do not submit the General Index Register number instead of the PAN;
- As an ASBA Applicant, do not submit the Application without ensuring that funds equivalent to the entire Application Amount are available to be blocked in the relevant ASBA Account and as in the case of Retail Individual Investors using the UPI Mechanism shall ensure that funds equivalent to the entire application amount are available in the UPI linked bank account where funds for making the Applications are available.
- Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
- If you are a Retail Individual Investor and are using UPI Mechanism, do not make the ASBA application using third party bank account or using third party linked bank account UPI ID;
- Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;
- If you are a QIB, do not submit your application after 3.00 pm on the Offer Closing Date for QIBs;
- If you are a Non-Institutional Applicant or Retail Individual Applicant, do not submit your application after 3.00 pm on the Offer Closing Date;
- Do not submit an application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
- Do not submit an application if you are not competent to contract under the Indian Contract Act, 1872, (other than minors having valid depository accounts as per Demographic Details provided by the Depositories);
- Do not withdraw your application or lower the size of your application (in terms of quantity of the Equity Shares or the Application Amount) at any stage, if you are a QIB or a Non-Institutional Investor. Retail Individual Investors can revise their applications during the Offer Period and withdraw their Applicants on or before the Offer Closing Date;
- Do not apply for shares more than specified by respective Stock Exchange for each category;
- Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Applications submitted by Retail Individual Investor using the UPI mechanism;
- If you are a QIB or a Non-Institutional Applicant, do not withdraw your application or lower the size of your application (in terms of quantity of the Equity Shares or the Application Amount) at any stage;
- Do not apply if you are an OCB.
- Do not submit incorrect UPI ID details, if you are a Retail Individual Investors applying through UPI Mechanism;
- Do not submit ASBA Forms at a location other than the Specified Locations or to the brokers other than the Registered Brokers at a location other than the Broker Centres; and
- Do not submit ASBA Forms to a Designated Intermediary at a Collection Centre unless the SCSB where the ASBA Account is maintained, as specified in the ASBA Form, has named at least one (1) branch in the relevant Collection Centre, for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>). The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.
- Do not submit an Application Form with third party UPI ID or using a third-party bank account (in case of Applications submitted by Retail Individual Investors using the UPI Mechanism)

**The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.  
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. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall 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 Stock Exchange.

#### **Applicant's Depository Account and Bank Details**

**Please note that, providing bank account details 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, the Registrar to the Offer will obtain from the Depository the demographic details including address, Applicant's bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants' sole risk and neither the Lead Manager nor the Registrar to the Offer or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Offer. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

#### **Payment by Stock Invest**

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003 04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Offer.

#### **OTHER INSTRUCTIONS**

##### **JOINT APPLICATIONS IN THE CASE OF INDIVIDUALS**

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

##### **MULTIPLE APPLICATIONS**

An Applicant should submit only one Application (and not more than one). Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same. In this regard, the procedures which would be followed by the Registrar to the Offer to detect multiple applications are given below:

- 1. All applications are electronically strung on first name, address (1<sup>st</sup> line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications.**

2. **Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.**
3. **Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.**

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. In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of know your client norms by the depositories. The Company reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple Applications and are liable to be rejected. The Company, in consultation with the Lead Manager reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Offer to detect multiple Applications is given below:

1. **All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII subaccounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.**
2. **For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.**

#### **PERMANENT ACCOUNT NUMBER ("PAN")**

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (PAN) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

**Our Company/ Registrar to the Offer, Lead Manager can, however, accept the Application(s) which PAN is wrongly entered into by ASBA SCSB's in the ASBA system, without any fault on the part of Applicant.**

#### **RIGHT TO REJECT APPLICATIONS**

In case of QIB Applicants, the Company in consultation with the Lead Manager 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. It should be noted that RIIs using third party bank account for the payment in the public issue using UPI facility or using third party UPI ID linked bank account are liable to be rejected.

#### **GROUND FOR TECHNICAL REJECTIONS**



Applicants are requested to note that Application may be rejected on the following additional technical grounds.

- i) Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- ii) In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- iii) Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- iv) PAN not mentioned in the Application Form;
- v) GIR number furnished instead of PAN;
- vi) Applications for lower number of Equity Shares than specified for that category of investors;
- vii) Applications at a price other than the Fixed Price of the Issue;
- viii) Applications for number of Equity Shares which are not in multiples as stated in the chapter titled “Offer Structure”;
- ix) Category not ticked;
- x) Multiple Applications as defined in the Prospectus;
- xi) In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- xii) Applications accompanied by Stock invest/ money order/ postal order/ cash;
- xiii) Signature of the First Applicant or sole Applicant is missing;
- xiv) Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Offer Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- xv) In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant’s identity (DP ID) and the beneficiary’s account number;
- xvi) Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- xvii) Applications by OCBs;
- xviii) Applications by US persons other than in reliance on Regulations;
- xix) Applications not duly signed;
- xx) Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- xxi) Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- xxii) Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- xxiii) Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- xxiv) Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of ₹ 2 lakhs received after 3.00 pm on the Offer Closing Date;
- xxv) Applications not containing the details of Bank Account and/or Depositories Account.
- xxvi) Applications under the UPI Mechanism submitted by Retail Individual Investors using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
- xxvii) Application submitted by Retail Individual Investors using the UPI Mechanism through an SCSB and/or using a Mobile App or UPI handle, not listed on the website of SEBI;
- xxviii) Applications submitted on a plain paper.
- xxix) Applications by person for whom PAN details have not been verified and whose beneficiary accounts are ‘suspended for credit’ in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated July 29, 2010;

#### **EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL AND CDSL**

To enable all shareholders of the 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.

- 1. A tripartite agreement dated April 9, 2024 with NSDL, our Company and Registrar to the Issue;**
- 2. A tripartite agreement dated April 2, 2024 with CDSL, our Company and Registrar to the Offer;**

The Company’s shares bear an ISIN No: INE0UYG01015

- i) An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
- ii) The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Application Form or Revision Form.
- iii) Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
- iv) Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- v) If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- vi) The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis-à-vis those with their Depository Participant.
- vii) It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- viii) The trading of the Equity Shares of our Company would be only in dematerialized form.

## COMMUNICATIONS

All future communications in connection with Applications made in this Offer should be addressed to the Registrar to the Offer 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 Banker to the Offer where the Application was submitted and a copy of the acknowledgement slip.

**Investors can contact the Company Secretary and 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.**

<b>ABHA POWER AND STEEL LIMITED.</b> Silpahri Industrial State, Bilaspur, Chattisgarh, India, 495001. <b>Tel No:</b> 93022 21587 <b>Email:</b> cs@ abhacast.com <b>Website:</b> www.abhacast.com	<b>SKYLINE FINANCIAL SERVICES PRIVATE LIMITED</b> <b>Address:</b> D-153/ A, First Floor, Okhla Industrial Area, Phase - I, New Delhi – 110020 <b>Tel:</b> +91-11-40450193-197 <b>E-mail:</b> ipo@skylinerta.com <b>Investor Grievance Email ID:</b> grievances@skylinerta.com <b>Website:</b> www.skylinerta.com
--	---

## Disposal of Applications

With respect to Investors, our Company shall ensure dispatch of Allotment Advice, refund orders (except for applicants who receive refunds through electronic transfer of funds) and give benefit to the beneficiary account of Depository Participants of the Applicants and submit the documents pertaining to the Allocation to the Stock Exchange(s) on the Investor Application Date. In case of Applicants who receive refunds through NECS, NEFT, direct credit or RTGS, the refund instructions will be given to the clearing system within 6 Working Days from the Application/ Offer Closing Date.

## IMPERSONATION

Attention of the Applicant is specifically drawn to the provisions of Sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

“Any person who:

- i) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

- ii) **makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or shall be liable for action under Section 447”.**

Section 447 of Companies Act, 2013 deals with ‘Fraud’ and prescribed a punishment of “imprisonment for a term which shall not be less than 6 (six) months but which may extend to 10 (ten) years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to 3 (three) times the amount involved in the fraud”.

### **NAMES OF ENTITIES RESPONSIBLE FOR FINALISING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER**

The authorised employees of the Stock Exchange, along with the Lead Manager and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

### **BASIS OF ALLOTMENT**

Allotment will be made in consultation with the Stock Exchange. In the event of over subscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

- i) 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).
- ii) 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).
- iii) For applications where the proportionate allotment works out to less than 1600 Equity Shares the allotment will be made as follows:
- iv) Each successful applicant shall be allotted 1600 Equity Shares; and
- v) The successful applicants out of the total applicants for that category shall be determined by the draw of lots in such a manner that the total number of Equity Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
- vi) If the proportionate allotment to an applicant works out to a number that is not a multiple of 1600 Equity Shares, the applicant would be allotted Equity Shares by rounding off to the lower nearest multiple of 1600 Equity Shares subject to a minimum allotment of 1600 Equity Shares.
- vii) If the Shares allocated 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 1600 Equity Shares, results in the actual allotment being higher than the shares issued, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this Prospectus.
- viii) Since present Offer is a fixed price issue, the allocation in the net Issue to the public category in terms of Regulation 253 of the SEBI (ICDR) Regulations, 2018 shall be made as follows:
- ix) A minimum of 50% of the net Issue of shares to the Public shall initially be made available for allotment to retail individual investors as the case may be.
- x) The balance net Issue of shares to the public shall be made available for allotment to a) individual applicants other than retails individual investors and b) other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
- xi) The unsubscribed portion of the net to any one of the categories specified in (a) or (b) shall/may be made available for allocation to applicants in the other category, if so required.

If the retail individual investor is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.

Please note that the Allotment to each Retail Individual Investor shall not be less than the minimum application lot, subject to availability of Equity Shares in the Retail portion. The remaining available Equity Shares, if any in Retail portion shall be allotted on a proportionate basis to Retail individual Investor in the manner in this para titled “*Basis of Allotment*” of this Prospectus.

'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 Stock Exchange.

#### **BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION**

In the event of under subscription in the Offer, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size as specified shall be achieved before our company proceeds to get the basis of allotment approved by the Stock Exchange.

The Executive Director/Managing Director of the 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.

**As per the RBI regulations, OCBs are not permitted to participate in the Offer.**

**There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.**

#### **AT PAR FACILITY**

Letters of Allotment or refund orders or instructions to Self-Certified Syndicate Banks in Application Supported by Blocked Amount process. The issuer shall ensure that “at par” facility is provided for encashment of refund orders for applications other than Application Supported by Blocked Amount process.

#### **GROUND FOR REFUND**

##### ***Non-Receipt of Listing Permission***

An Issuer makes an Application to the Stock Exchange for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchange from where such permission is sought are disclosed in this Prospectus. The designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.

If the permission to deal in and official quotation of the Equity Shares are not granted by Stock Exchange, the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of this Prospectus.

In the event that the listing of the Equity Shares does not occur in the manner described in this Prospectus, the Lead Manager and Registrar to the Offer shall intimate Public Issue bank / Bankers to the Offer and Public Issue Bank/Bankers to the Offer shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary Applicants.

If such money is not repaid within Four days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, and as disclosed in this Prospectus.

##### ***Minimum Subscription***

This Offer is not restricted to any minimum subscription level. This Offer is 100% underwritten. As per section 39 of the Companies Act, 2013, if the "Stated Minimum Amount" has not been subscribed and the sum payable on application money has to be returned within such period of 30 days from the date of the Prospectus, the

application money has to be returned within such period as may be prescribed. If the Issuer does not receive the subscription of 100% of the Offer through this Offer document including devolvement of underwriters within Sixty Days from the date of closure of the Offer, the Issuer shall Forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer become liable to pay the amount, the Issuer shall pay interest prescribed as per the provisions of the Companies Act, 1956 (or the Company shall follow any other substitutional or additional provisions as has been or may be notified under the Companies Act, 2013).

#### ***Minimum Number of Allottees***

The Issuer may ensure that the number of Allottees to whom Equity Shares may be allotted may not be less than fifty (50), failing which the entire application monies may be refunded forthwith.

#### **MODE OF REFUNDS**

- i) In case of ASBA Application: Within Four (4) Working Days of the Application / Offer Closing Date, the Registrar to the Offer may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Applications, for any excess amount blocked on Application, for any ASBA Applications withdrawn, rejected or unsuccessful or in the event of withdrawal or failure of the Offer.
- ii) In the case of Applicant from Eligible NRIs and FPIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/ or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Company may not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.
- iii) In case of Investors: Within Four (4) Working Days of the Application/ Offer Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Investors. In case of Investors, the Registrar to the Offer may obtain from the depositories, the Applicant s' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Investors in their Investor Application Forms for refunds. Accordingly, Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Investors' sole risk and neither the Issuer, the Registrar to the Offer, the Escrow Collection Banks, may be liable to compensate the Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

#### **MODE OF MAKING REFUNDS FOR APPLICANTS OTHER THAN ASBA APPLICANTS**

The payment of refund, if any, may be done through various modes as mentioned below:

- i) NECS - Payment of refund may be done through NECS for Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the Applicant as obtained from the Depository;
- ii) NEFT - Payment of refund may be undertaken through NEFT wherever the branch of the Applicants' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Applicants through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;
- iii) Direct Credit - Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;
- iv) RTGS - Applicants having a bank account at any of the centres notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS. The IFSC code shall be obtained from the demographic details. Investors should note that on the basis of PAN of the applicant, DP ID and beneficiary account number provided by them in the Bid cum Application Form,

the Registrar to the Offer will obtain from the Depository the demographic details including address, Applicant's account details, IFSC code, MICR code and occupation (hereinafter referred to as "Demographic Details"). The bank account details for would be used giving refunds. Hence, Applicants are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at their sole risk and neither the LM or the Registrar to the Offer or the Escrow Collection Banks nor the Company shall have any responsibility and undertake any liability for the same; and

- v) Please note that refunds, on account of our Company not receiving the minimum subscription of 100% of the Offer, shall be credited only to the bank account from which the Applicant Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc. Applicants may refer to this Prospectus.

### **INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND**

The issuer shall allot securities issued to the public shall be made within the period prescribed by the Board. The issuer shall also pay interest at the rate of fifteen percent per annum (15% p.a.) if the allotment letters or refund orders have not been despatched to the applicants or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner within eight days from the date of the closure of the Offer. However, applications received after the closure of Offer in fulfilment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.

### **COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING**

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchange are taken within 4 Working Days of the Offer Closing Date. The Registrar to the Offer may give instruction for credit of Equity Shares to the beneficiary account with DPs, and dispatch the allotment Advise within 4 Working Days of the Offer Closing Date.

### **UNDERTAKING BY OUR COMPANY**

Our Company undertakes the following:

- i) That the complaints received in respect of this Offer shall be attended to by our Company expeditiously and satisfactorily;
- ii) 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 closure of the Offer;
- iii) That funds required for making refunds / unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by us;
- iv) 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 Offer giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- v) That no further issue of Equity Shares shall be made till the Equity Shares issued through this Prospectus are listed or until the Application monies are refunded on account of non-listing, under subscription etc.
- vi) 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; and
- vii) That if our Company does not proceed with the Offer after the Offer Closing Date, the reason thereof shall be given as a public notice which will be issued by our Company within two (2) days of the Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. Stock Exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- viii) That if our Company withdraws the Offer after the Offer Closing Date, our Company shall be required to file a fresh Draft Prospectus with Stock Exchange/ RoC / SEBI, in the event our Company subsequently decides to proceed with the Offer;

## UNDERTAKINGS BY SELLING SHAREHOLDER

Only statements and undertakings which are specifically “confirmed” or “undertaken” by the Selling Shareholder in this Prospectus shall be deemed to be “statements and undertakings made by the Selling Shareholder”. All other statements and/ or undertakings in this Prospectus shall be statements and undertakings made by our Company even if the same relates to the Selling Shareholder. The Selling Shareholder severally and not jointly, specifically confirms and undertakes the following in respect of himself and the Equity Shares being offered by it pursuant to the Offer for Sale:

1. that the Offered Shares are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or encumbrances and are eligible to be a part of the Offer for Sale, in accordance with Regulation 8 of the SEBI ICDR Regulations and shall continue to be in dematerialised form at the time of transfer.
2. that the portion of the offered Shares have been held by such Selling Shareholder for a minimum period of one year prior to the date of filing this Prospectus, such period determined in accordance with Regulation 26 (6) of the SEBI ICDR Regulations
3. that they are the legal and beneficial owner of and have full title to the Offered Shares
4. that they shall provide all support and cooperation as may be reasonably requested by our Company and the LM to the extent such support and cooperation is in relation to its Offered Shares and in relation to necessary formalities for listing and commencement of trading at the Stock Exchanges, the completion of the Allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders (as applicable) to the requisite extent of the Offered Shares
5. that the Selling Shareholder specifically confirms that they shall not have any recourse to the proceeds of the Issue, until final listing and trading approvals have been received from the Stock Exchange
6. that they shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Applicants for making a Applications in the Offer, and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Applications in the Offer, except as permitted under applicable law
7. that they shall not offer, lend, pledge, create lien, charge, encumber, sell, contract to sell or otherwise transfer or dispose of, directly or indirectly, any of the Equity Shares offered in the Offer
8. that they will provide such assistance as may be required by our Company and LM acting reasonably, in redressal of such investor grievances that pertain to the Equity Shares being offered pursuant to the Offer and statements specifically made or confirmed by it in relation to itself as a Selling Shareholder;
9. that they shall transfer the Offered Shares to an escrow demat account in accordance with the share escrow agreement to be executed between the parties to such share escrow agreement; and
10. The Selling Shareholder has authorised the Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Applicants in respect of their Offered Shares

## Utilization of Net Proceeds

Our Board certifies that:

- Our Company and the Selling Shareholder, severally and not jointly, specifically confirm that all monies received out of the Offer 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.
- details of all monies utilised out of the Fresh Offer shall be disclosed, and continue to be disclosed till the time any part of the Fresh Offer proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;
- details of all unutilised monies out of the Fresh Offer, if any, shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested.
- the utilisation of monies received under the Promoters’ contribution shall be disclosed, and continue to be disclosed till the time any part of the Offer Proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;
- 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

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA.

While the Industrial Policy, 1991 has prescribed the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of 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. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government of India has from time to time made policy pronouncements on foreign direct investment ("**FDI**") through press notes and press releases.

The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, GoI, earlier known as Department of Industrial Policy and Promotion ("**DPIIT**") has 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, with effect from October 15, 2020, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by DPIIT that were in force and effect as on October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. Foreign investment of upto 100% is currently permitted under the automatic route for our Company.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route as per the FDI Policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits provided under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("**Restricted Investors**"), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future FDI in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India, has also made a similar amendment to the FEMA Rules. Each Applicant should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Applicant shall intimate our Company and the Registrar to the Issue in writing about such approval along with a copy thereof within the Issue Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

**The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered 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, such Equity Shares are being offered and sold (i) outside of 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 above information is given for the benefit of the Applicants. Our Company, the Selling Shareholder and the LM 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 ensure that the number of Equity Shares Apply for the Issue do not exceed the applicable limits under applicable laws or regulations.**



For further details, see "*Offer Procedure*" beginning on page 250.

## **SECTION VIII – DESCRIPTION OF EQUITY SHARES AND MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION**

*Pursuant to the Companies Act and the SEBI ICDR Regulations, the Description of Equity Shares and Terms of the Articles of Association are detailed below. Capitalized terms used in this section have the meaning given to them in the Articles of Association. Each provision below is numbered as per the corresponding article number in the Articles of Association and defined terms herein have the meaning given to them in the Articles of Association.*

*The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at the Extraordinary General Meeting held on, March 30, 2024 in substitution for and to the entire exclusion of, the regulations contained in the existing Articles of Association of the Company.*

### **MAIN ARTICLES OF ARTICLES OF ASSOCIATION**

#### **SHARE CAPITAL AND VARIATION RIGHTS**

Article 1 states that Subject to the provisions of the Act and these Articles the shares in the capital of the company shall be under the control of the Directors who may issue allot or otherwise dispose of the same or any of them to such persons in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

2 states that Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided one certificate for all his shares without payment of any charges or several certificates each for one or more of his shares upon payment of twenty rupees for each certificate after the first. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid - up thereon. In respect of any share or shares held jointly by several persons the company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders

Article 3 states If any share certificate be worn out defaced mutilated or torn or if there be no further space on the back for endorsement of transfer then upon production and surrender thereof to the company a new certificate may be issued in lieu thereof and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.

Article 4 states 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.

Article 5 states that the company may exercise the powers of paying commissions conferred by sub-section (6) of section 40 provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub- section (6) of section 40. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

Article 6 states that If at any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of section 48 and whether or not the company is being wound up be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. To every such separate meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply but so that the necessary quorum shall be at

least two persons holding at least one-third of the issued shares of the class in question.

Article 7 states that 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.

Article 8 states that Subject to the provisions of section 55 any preference shares may with the sanction of an ordinary resolution be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.

### **LIEN**

Article 9 states that the company shall have a first and paramount lien on every share (not being a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and on all shares (not being fully paid shares) standing registered in the name of a single person for all monies presently payable by him or his estate to the company. Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. The company's lien if any on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

Article 10 states that the company may sell in such manner as the Board thinks fit any shares on which the company has a lien Provided that no sale shall be made unless a sum in respect of which the lien exists is presently payable or 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.

Article 11 states that to give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof the purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Article 12 states that the proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue if any shall subject to a like lien for sums not presently payable as existed upon the shares before the sale be paid to the person entitled to the shares at the date of the sale.

### **CALL ON SHARES**

Article 13 states that the Board may from time to time make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times. Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. Each member shall subject to receiving at least fourteen days' notice specifying the time or times and place of payment pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed at the discretion of the Board.

Article 14 states that the call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.

Article 15 states that the joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

Article 16 states that if a sum called in respect of a share is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate if any as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.

Article 17 Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date whether on account of the nominal value of the share or by way of premium shall for the purposes of these

regulations be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. In case of non-payment of such sum all the relevant provisions of these regulations as to payment of interest and expenses forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

Article 18 states that 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**

Article 19 states that the instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

Article 20 states that the Board may subject to the right of appeal conferred by section 58 decline to register the transfer of a share not being a fully paid share to a person of whom they do not approve or any transfer of shares on which the company has a lien.

Article 21 states that 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.

Article 22 states that 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. 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**

Article 23 states the following -

- 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.

Article 24 states that any person becoming entitled to a share in consequence of the death or insolvency of a member may upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided elect either to be registered himself as holder of the share or to make such transfer of the share as the deceased or insolvent member could have made. The Board shall in either case have the same right to decline or suspend registration as it would have had if the deceased or insolvent member had transferred the share before his death or insolvency.

Article 25 states that if the person so becoming entitled shall elect to be registered as holder of the share himself he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If the person aforesaid shall elect to transfer the share he shall testify his election by executing a transfer of the share. All the limitations restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

Article 26 states that 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.

Article 27 states that in a case of a One Person Company on the death of the sole member the person nominated by such member shall be the person recognised by the company as having title to all the shares of the member the nominee on becoming entitled to such shares in case of the member's death shall be informed of such event by the Board of the company such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable on becoming member such nominee shall nominate any other person with the prior written consent of such person who shall in the event of the death of the member become the member of the company.

### **FORFEITURE OF SHARES**

Article 28 states that if a member fails to pay any call or instalment 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 instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued.

Article 29 states that the notice aforesaid shall name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made and state that in the event of non-payment on or before the day so named the shares in respect of which the call was made shall be liable to be forfeited.

Article 30 states that 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.

Article 31 states that a forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. At any time before a sale or disposal as aforesaid the Board may cancel the forfeiture on such terms as it thinks fit.

Article 32 states that a person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall notwithstanding the forfeiture remain liable to pay to the company all monies which at the date of forfeiture were presently payable by him to the company in respect of the shares. The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

Article 33 states that a duly verified declaration in writing that the declarant is a director the manager or the secretary of the company and that a share in the company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The company may receive the consideration if any given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of. The transferee shall thereupon be registered as the holder of the share and the transferee shall not be bound to see to the application of the purchase money if any nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture sale or disposal of the share.

Article 34 states that 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**

Article 35 states that 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.

Article 36 states that subject to the provisions of section 61 the company may by ordinary resolution consolidate and divide all or any of its share capital into shares of larger amount than its existing shares convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination subdivide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum 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.

Article 37 states that where here shares are converted into stock the holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulations under which the shares from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit:

Provided that the Board may from time to time fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

The holders of stock shall according to the amount of stock held by them have the same rights privileges and advantages as regards dividends voting at meetings of the company and other matters as if they held the shares from which the stock arose but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not if existing in shares have conferred that privilege or advantage. such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words share and shareholder in those regulations shall include stock and stock-holder respectively.

Article 38 states that the company may by special resolution reduce in any manner and with and subject to any incident authorised and consent required by law its share capital any capital redemption reserve account or any share premium account.

## **CAPITALISATION OF PROFITS**

Article 39 states that the company in general meeting may upon the recommendation of the Board resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions. The sum aforesaid shall not be paid in cash but shall be applied subject to the provision contained in clause (iii) either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively paying up in full unissued shares of the company to be allotted and distributed credited as fully paid-up to and amongst such members in the proportions aforesaid partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B) A securities premium account and a capital redemption reserve account may for the purposes of this regulation be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

Article 40 states that whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares if any and generally do all acts and things required to give effect thereto. The Board shall have power to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares becoming distributable in fractions and to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation or as the case may require for the payment by the company on their behalf by the application thereto of their respective proportions of profits resolved to be capitalised of the amount or any part of the amounts remaining unpaid on their existing shares Any agreement made under such authority shall be effective and binding on such members.

## **BUY-BACK OF SHARES**

Article 41 states that 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**

Article 42 states that all general meetings other than annual general meeting shall be called extraordinary general meeting.

Article 43 states that the Board may whenever it thinks fit call an extraordinary general meeting. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India any director or any two members of the company may call an extraordinary general meeting in the same manner as nearly as possible as that in which such a meeting may be called by the Board.

## **PROCEEDINGS AT GENERAL MEETINGS**

Article 44 states that no business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided herein the quorum for the general meetings shall be as provided in section 103.

Article 45 states that the chairperson if any of the Board shall preside as Chairperson at every general meeting of the company.

Article 46 states that 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.

Article 47 states that 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.

Article 48 states that in case of a One Person Company the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118 such minutes book shall be signed and dated by the member the resolution shall become effective from the date of signing such minutes by the sole member.

## **ADJOURNMENT OF MEETING**

Article 49 states that the Chairperson may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid and as provided in section 103 of the Act it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **VOTING RIGHTS**

Article 50 states that subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person shall have one vote and on a poll the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

Article 51 states that a member member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

Article 52 states that in the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members.

Article 53 states that 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.

Article 54 states that any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

Article 55 states that 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.

Article 56 states that no objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.

### **PROXY**

Article 57 states that the instrument appointing a proxy and the power-of-attorney or other authority if any under which it is signed or a notarised copy of that power or authority shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

Article 58 states that an instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

Article 59 states that 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**

Article 60 states that the number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

Article 61 states that the remuneration of the directors shall in so far as it consists of a monthly payment be deemed to accrue from day-to-day. In addition to the remuneration payable to them in pursuance of the Act the directors may be paid all travelling hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company or in connection with the business of the company.

Article 62 states that the Board may pay all expenses incurred in getting up and registering the company.

Article 63 states that 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.

Article 64 states that 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



Article 65 states that 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.

Article 66 states that subject to the provisions of section 149 the Board shall have power at any time and from time to time to appoint a person as an additional director provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

### **PROCEEDINGS OF THE BOARD**

Article 67 states that the Board of Directors may meet for the conduct of business adjourn and otherwise regulate its meetings as it thinks fit. A director may and the manager or secretary on the requisition of a director shall at any time summon a meeting of the Board.

Article 68 states that save as otherwise expressly provided in the Act questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes the Chairperson of the Board if any shall have a second or casting vote.

Article 69 states that 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.

Article 70 states that the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the directors present may choose one of their number to be Chairperson of the meeting.

Article 71 states that the Board may subject to the provisions of the Act delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.

Article 72 states that a committee may elect a Chairperson of its meetings. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the members present may choose one of their members to be Chairperson of the meeting.

Article 73 states that a committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in case of an equality of votes the Chairperson shall have a second or casting vote.

Article 74 states that 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.

Article 75 states that 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.

Article 76 states that in case of a One Person Company where the company is having only one director all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118 such minutes book shall be signed and dated by the director the resolution shall become effective from the date of signing such minutes by the director.

## **CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER**

Article 77 states that subject to the provisions of the Act A chief executive officer manager company secretary or chief financial officer may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit and any chief executive officer manager company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board A director may be appointed as chief executive officer manager company secretary or chief financial officer

Article 78 states that 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**

Article 79 states that the Board shall provide for the safe custody of the seal. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

## **DIVIDENDS AND RESERVES**

Article 80 states that the company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.

Article 81 states that 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.

Article 82 states that the Board may before recommending any dividend set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall at the discretion of the Board be applicable for any purpose to which the profits of the company may be properly applied including provision for meeting contingencies or for equalizing dividends and pending such application may at the like discretion either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may from time to time thinks fit. The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve.

Article 83 states that subject to the rights of persons if any entitled to shares with special rights as to dividends all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid but if and so long as nothing is paid upon any of the shares in the company dividends may be declared and paid according to the amounts of the shares. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

Article 84 states that 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.

Article 85 states that any dividend interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or in the case of joint holders to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

Article 86 states that 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.

Article 87 states that 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.

Article 88 states that no dividend shall bear interest against the company.

### **ACCOUNTS**

Article 89 states that the Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being directors. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

### **WINDING UP**

Article 90 states that subject to the provisions of Chapter XX of the Act and rules made thereunder If the company shall be wound up the liquidator may with the sanction of a special resolution of the company and any other sanction required by the Act divide amongst the members in specie or kind the whole or any part of the assets of the company whether they shall consist of property of the same kind or not. For the purpose aforesaid the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may with the like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

### **INDEMNITY**

**Article 91 states that 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 IX – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Prospectus) which are or may be deemed material will be attached to the copy of the Prospectus which will be delivered to the RoC for registration. Copies of these contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of the Prospectus until the Issue Closing Date and have also been uploaded on the website of our Company at [www.abhacast.com](http://www.abhacast.com).

#### 1. Material Contracts for the Issue

- (i) Offer Agreement dated June 28, 2024 entered into between our Company, Selling Shareholder and the LM.
- (ii) Registrar Agreement dated June 28, 2024 entered into amongst our Company, Selling Shareholder and the Registrar to the Issue.
- (iii) Tripartite agreement dated April 9, 2024 between our Company, NSDL and the Registrar and Share Transfer Agent to the Issue.
- (iv) Tripartite agreement dated April 2, 2024 between our Company, CDSL and the Registrar and Share Transfer Agent to the Issue.
- (v) Banker to the Issue Agreement dated November 12, 2024 among our Company, Selling Shareholder, Lead Manager, Banker to the Issue and the Registrar to the Issue.
- (vi) Market Making Agreement dated November 12, 2024 between our Company, Lead Manager and Market Maker.
- (vii) Underwriting Agreement dated November 12, 2024 amongst our Company, Selling Shareholder and the Underwriter.

#### 2. Material Documents

- (i) Certificate of Incorporation dated May 27, 2004 under the Companies Act, 2013 issued by Deputy Registrar of Companies, Central Registration Centre.
- (ii) Resolution of the Board of Directors dated June 28, 2024 in relation to the Issue.
- (iii) Shareholders' resolution dated June 29, 2024 in relation to the Issue.
- (iv) The examination reports dated November 15, 2024 of the Statutory Auditor, on our Company's Restated Financial Statements, included in this Prospectus.
- (v) Copies of the annual reports of our Company for the Fiscals 2024, 2023 and 2022.
- (vi) Statement of Tax Benefits dated June 28, 2024 from the Statutory Auditor included in this Prospectus.
- (vii) Consent of the Promoter, Directors, the LM, Legal Counsel, Registrar to the Issue, Market Maker Bankers to our Company, Company Secretary and Compliance Officer and Chief Financial Officer as referred to in their specific capacities.

- (viii) Consent letter dated June 28, 2024 of the Statutory Auditor to include their names as experts in relation to their report dated November 15, 2024 on the Restated Financial Information and the Statement of Tax Benefits dated June 28, 2024 included in this Prospectus.
- (ix) Resolution of the Board of Directors dated November 18, 2024 approving the Prospectus.
- (x) Due Diligence Certificate dated November 18, 2024 issued the LM.
- (xi) In principle listing approvals dated October 28, 2024 issued by NSE.

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 of the provisions contained in the Companies Act, 2013 and other relevant statutes.

## DECLARATION

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Prospectus are true and correct.

## SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/-

---

**Atish Agrawal**  
(Managing Director)

Sd/-

---

**Satish Kumar Shah**  
(Whole-time Director)

Sd/-

---

**Subhash Chand Agrawal**  
(Non-Executive Director)

Sd/-

---

**Harsh Singrodia**  
(Independent Director)

Sd/-

---

**Pankaj Jhavar**  
(Independent Director)

Sd/-

---

**Shristi Garg**  
(Independent Director)

## SIGNED BY THE CFO OF OUR COMPANY

Sd/-

---

**Naleen Shah**  
(CFO)

**Date:** November 18, 2024

**Place:** Bilaspur