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RED HERRING PROSPECTUS

100% Book Built Offer

Dated: September 17, 2025

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



SYSTEMATIC

SYSTEMATIC INDUSTRIES LIMITED  
CIN: U27320MH2000PLC125313

REGISTERED OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
418, 4th Floor, Nirmal Corporate Center, L.B.S. Marg, Mulund (West), Mumbai - 400080, Maharashtra, India.	Dimple Lalwani Company Secretary & Compliance Officer	E-mail: <a href="mailto:cs@systematicindustries.com">cs@systematicindustries.com</a> Tel No: +91 - 22 - 41383900	<a href="https://systematicindustries.com/">https://systematicindustries.com/</a>



PROMOTERS OF THE COMPANY	SIDDHARTH RAJENDRA AGARWAL & SATYA RAJENDRA AGRAWAL
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DETAILS OF THE OFFER				
TYPE	FRESH ISSUE SIZE	OFS SIZE (BY NO. OF SHARES OR BY AMOUNT IN ₹)	TOTAL OFFER SIZE	ELIGIBILITY
Fresh Offer & Offer for Sale	Up to 55,28,000 Equity Shares of face value of ₹10/- each aggregating to ₹[●] lakhs	Up to 4,00,000 Equity Shares of face value of ₹10/- each aggregating to ₹[●] lakhs	Up to 59,28,000 Equity Shares of face value of ₹10/- each aggregating to ₹[●] lakhs	The Offer is being made in Terms of Regulation 229(2) of the SEBI ICDR Regulations read with SEBI ICDR (Amendment) Regulations, 2025. For details in relation to share reservation among QIBs, Non-Institutional Bidders and Individual Bidder, see <b>“Offer Structure”</b> beginning on page 327 of this Red Herring Prospectus.

DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDER AND THEIR AVERAGE COST OF ACQUISITION- For further details see <b>“Other Regulatory and Statutory Disclosures”</b> on page 300 of this Red Herring Prospectus.			
NAME OF SELLING SHAREHOLDER	CATEGORY OF SHAREHOLDER	NO. OF EQUITY SHARES OFFERED/ AMOUNT (IN ₹ LAKHS)	WEIGHTED AVERAGE COST OF ACQUISITION (IN ₹ PER EQUITY SHARE)*
Siddhant Ispat Private Limited	Selling Shareholder	Up to 4,00,000 Equity Shares of face value of ₹10/- each aggregating to ₹[●] lakhs	37.06

\* As certified by M/s. K A R M A & Co. LLP, Chartered Accountants, Peer Review Auditor by way of their certificate dated May 05, 2025.

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. The face value of Equity Shares is ₹10/- each. The Floor Price, Cap Price and Offer Price (determined by our Company and the selling shareholders in consultation with the Book Running Lead Manager, in accordance with the SEBI ICDR Regulations), and on the basis of the assessment of market demand for the Equity Shares by way of Book Building Process as stated in <b>“Basis for Offer Price”</b> beginning on page 109 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 and/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 bidders should not invest any funds in the offer unless they can afford to take the risk of losing their investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the offer. For taking an investment decision, Bidders must rely on their own examination of our company and the offer, including the risks involved. The equity shares 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 contents of this Red Herring Prospectus. Specific attention of the investors is invited to the section <b>“Risk Factors”</b> beginning on page 36 of this Red Herring Prospectus.
ISSUER & SELLING SHAREHOLDER ABSOLUTE RESPONSIBILITY
The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to the Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, each of the Selling Shareholder, severally and not jointly, accepts responsibility for only such statements specifically confirmed or specifically undertaken by such Selling Shareholder in this Red Herring Prospectus to the extent such statements specifically pertain to itself and/or its Offered Shares and confirms that such statements are true and correct in all material respects and are not misleading in any material respect. However, none of the Selling Shareholder assume any responsibility for any other statements, disclosures or undertakings, including without limitation, any and all of the statements, disclosures or undertakings made by or in relation to our Company, its business, or any other Selling Shareholder, in this Red Herring Prospectus.
LISTING
The equity shares offered through the Red Herring Prospectus are proposed to be listed on SME Platform of BSE Limited ( <b>“BSE SME”</b> ). Our company has received “In-Principle” approval from the BSE SME for using its name in the offer document for the listing of the Equity Shares, pursuant to letter dated September 02, 2025. For the purpose of the offer, the designated stock exchange shall be BSE Limited.

BOOK RUNNING LEAD MANAGER TO THE OFFER			
NAME AND LOGO		CONTACT PERSON	EMAIL & TELEPHONE
 <b>Hem Securities</b>	HEM SECURITIES LIMITED	Ajay Jain	Email: <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> Tel. No.: +91- 22- 49060000
REGISTRAR TO THE OFFER			
NAME AND LOGO		CONTACT PERSON	EMAIL & TELEPHONE
 <b>CAMEO</b>	CAMEO CORPORATE SERVICES LIMITED	Ms. K Sreepriya	Email: <a href="mailto:ipo@cameoindia.com">ipo@cameoindia.com</a> Tel No: +91-44-40020700/28460390
BID/OFFER PERIOD			
ANCHOR PORTION OFFER OPENS/ CLOSES ON*: TUESDAY, SEPTEMBER 23, 2025		BID/ OFFER OPENS ON: WEDNESDAY, SEPTEMBER 24, 2025	BID/ OFFER CLOSES ON**: FRIDAY, SEPTEMBER 26, 2025 ^

\*Our Company and the Selling Shareholder may, in consultation with the BRLM, may consider participation by Anchor Investors, in accordance with the SEBI (ICDR) Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.

\*\*Our Company and the Selling Shareholder may, in consultation with the BRLM, may decide to close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI (ICDR) Regulations.

^The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Day.

Our Company was incorporated on March 24, 2000 as “Systematic Intel Industries Limited” a Public Limited Company under the provisions of the Companies Act, 1956 pursuant to a Certificate of Incorporation issued by the Registrar of Companies, Mumbai bearing registration number 11-125313. We commenced commercial operations pursuant to a Certificate for Commencement of Business dated November 14, 2002 issued by the Registrar of Companies, Mumbai. Thereafter, our Company was converted into a private limited company, pursuant to a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on May 20, 2003 and consequently, the name of our Company was changed from “Systematic Intel Industries Limited” to “Systematic Intel Industries Private Limited” vide a fresh Certificate of Incorporation consequent upon Change of Name was issued by the Registrar of Companies, Mumbai dated August 01, 2003. Further, a fresh Certificate of Registration of the Special Resolution consequent upon Alteration of Object Clause(s) dated September 10, 2003 issued by Registrar of Companies, Mumbai. Thereafter, pursuant to a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on April 09, 2012, the name of our Company was changed from “Systematic Intel Industries Private Limited” to “Systematic Industries Private Limited” vide a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Mumbai vide certificate on April 26, 2012 bearing U25200MH2000PTC125313. Subsequently, our Company was converted into a public limited company, pursuant to a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on November 12, 2024 and consequently, the name of our Company was changed from “Systematic Industries Private Limited” to “Systematic Industries Limited” vide a fresh Certificate of Incorporation consequent upon Conversion to public company dated December 06, 2024, issued to our Company by the Registrar of Companies, Central Processing Centre, Manesar bearing U25200MH2000PLC125313. Further, a fresh Certificate of Registration of the Special Resolution consequent upon Alteration of Object Clause(s) dated March 27, 2025 issued by the Registrar of Companies, Central Processing Centre, Manesar, bearing CIN: U27320MH2000PLC125313. For details of change in Registered office of our Company, please refer to chapter titled **“History and Corporate Structure”** beginning on page 182 of this Red Herring Prospectus.

Registered Office: 418, 4th Floor, Nirmal Corporate Center, L.B.S. Marg, Mulund (West), Mumbai - 400080, Maharashtra, India.  
Tel No: +91 -22 - 41383900; E-mail: [cs@systematicindustries.com](mailto:cs@systematicindustries.com) ;Website: <https://systematicindustries.com/>  
Contact Person: Dimple Lalwani, Company Secretary & Compliance Officer  
Promoters of our Company: Siddharth Rajendra Agarwal & Satya Rajendra Agrawal

DETAILS OF THE OFFER
INITIAL PUBLIC OFFER OF UPTO 59,28,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH (THE “EQUITY SHARES”) OF SYSTEMATIC INDUSTRIES LIMITED (“OUR COMPANY” OR “THE ISSUER”) AT AN OFFER PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) FOR CASH, AGGREGATING UP TO ₹[●] LAKHS COMPRISING OF A FRESH ISSUE OF UPTO 55,28,000 EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING TO ₹[●] LAKHS (THE “FRESH ISSUE”) AND AN OFFER FOR SALE OF UPTO 4,00,000 EQUITY SHARES OF FACE VALUE OF ₹10 EACH BY THE SIDDHANT ISPAT PRIVATE LIMITED (THE “SELLING SHAREHOLDER”) AGGREGATING TO ₹[●] LAKHS (“OFFER FOR SALE”) (“PUBLIC OFFER”); THE OFFER INCLUDES A RESERVATION OF UP TO 3,00,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH, AT AN OFFER PRICE OF ₹[●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹[●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE OFFER (THE “MARKET MAKER RESERVATION PORTION”). THE PUBLIC OFFER LESS MARKET MAKER RESERVATION PORTION I.E. NET OFFER OF UP TO 56,28,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH, AT AN OFFER PRICE OF ₹[●] PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹[●] LAKHS IS HEREIN AFTER REFERRED TO AS THE “NET OFFER”. THE PUBLIC OFFER AND NET OFFER WILL CONSTITUTE 26.55 % AND 25.20 % RESPECTIVELY OF THE POST- OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF EQUITY SHARES IS ₹10/- EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDER MAY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND WILL BE ADVERTISED IN ALL EDITIONS OF <b>BUSINESS STANDARD</b> (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF <b>BUSINESS STANDARD</b> (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER AND MARATHI EDITION OF <b>PRATAHKAL</b> REGIONAL DAILY NEWSPAPER (MARATHI BEING THE REGIONAL LANGUAGE OF MUMBAI (WHERE OUR REGISTERED OFFICE IS LOCATED) EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO SME PLATFORM OF BSE LIMITED (“BSE SME”), FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITE IN ACCORDANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE “SEBI ICDR REGULATIONS”).

In case of any revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional working days after such revision of the Price Band, subject to the total Bid/Offer Period not exceeding 10 working Days. In cases of force majeure, banking strike or similar circumstances, our Company and the Selling Shareholders in consultation with the Book Running Lead Manager for reasons to be recorded in writing extend the Bid/Offer Period for a minimum of one working Day, subject to the Bid/Offer Period not exceeding 10 working Days. Any revision in the Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchange by issuing a press release and also by indicating the change on the website of the Book Running Lead Manager and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks (“SCSBs”), other Designated Intermediaries and the Sponsor Banks, as applicable.

This offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253(1) and 253(2) of the SEBI ICDR Regulations read with SEBI ICDR (Amendment) Regulations, 2025, wherein not more than 50.00% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (“QIBs”) (the “QIB Portion”), provided that our Company and the selling shareholders in consultation with the BRLMs may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis (“Anchor Investor Portion”). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of undersubscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) (“Net QIB Portion”). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, the SEBI ICDR Regulations read with SEBI ICDR (Amendment) Regulations, 2025, states that not less than 35% of the Net Offer shall be available for allocation to Individual Investors who applies for minimum application size. Not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than two lots and up to such lots as equivalent to not more than ₹10.00 Lakhs and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹10.00 Lakhs and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Subject to the availability of shares in non-institutional investors’ category, the allotment to each Non-Institutional Investors shall not be less than the minimum application size in Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI (ICDR) (Amendment) Regulations, 2025. All Potential Bidders, other than Anchor Investors, are required to participate in the Offer by mandatorily utilising the Application Supported by Blocked Amount (“ASBA”) process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self-Certified Syndicate Banks (“SCSBs”) or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, please refer to the chapter titled **“Offer Procedure”** on page 332 of this Red Herring Prospectus.



ELIGIBLE INVESTORS
For details in relation to Eligible Investors, please refer to section titled <b>“Offer Procedure”</b> beginning on page 332 of this Red Herring Prospectus.

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. The face value of the Equity Shares is ₹10/- each. The Floor Price, Cap Price and Offer Price (determined by our Company and the selling shareholders in consultation with the Book Running Lead Manager, in accordance with the SEBI ICDR Regulations), and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process as stated in <b>“Basis for Offer Price”</b> beginning on page 109 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 and/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 Bidders should not invest any funds in the offer unless they can afford to take the risk of losing their investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the offer, including the risks involved. The equity shares 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 contents of this Red Herring Prospectus. Specific attention of the investors is invited to <b>“Risk Factors”</b> on page 36 of this Red Herring Prospectus.

ISSUER & SELLING SHAREHOLDER ABSOLUTE RESPONSIBILITY
The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to the Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, each of the Selling Shareholder, severally and not jointly, accepts responsibility for only such statements specifically confirmed or specifically undertaken by such Selling Shareholder in this Red Herring Prospectus to the extent such statements specifically pertain to itself and/or its Offered Shares and confirms that such statements are true and correct in all material respects and are not misleading in any material respect. However, none of the Selling Shareholder assume any responsibility for any other statements, disclosures or undertakings, including without limitation, any and all of the statements, disclosures or undertakings made by or in relation to our Company, its business, or any other Selling Shareholder, in this Red Herring Prospectus.

LISTING
The equity shares offered through the Red Herring Prospectus are proposed to be listed on SME Platform of BSE Limited (“BSE SME”). Our company has received “In-Principle” approval from the DBSE SME for using its name in the offer document for the listing of the Equity Shares, pursuant to letter dated September 02, 2025. For the purpose of the offer, the designated stock exchange shall be BSE Limited.

BOOK RUNNING LEAD MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 <b>Hem Securities</b>	 <b>CAMEO</b>
<b>HEM SECURITIES LIMITED</b> <b>Address:</b> 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, Maharashtra, India. <b>Tel. No.:</b> +91- 22- 4906 0000 <b>Email:</b> <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> <b>Investor Grievance Email:</b> <a href="mailto:redressal@hemsecurities.com">redressal@hemsecurities.com</a> <b>Website:</b> <a href="http://www.hemsecurities.com">www.hemsecurities.com</a> <b>Contact Person:</b> Ajay Jain <b>SEBI Registration Number:</b> INM000010981 <b>CIN:</b> U67120RJ1995PLC010390	<b>CAMEO CORPORATE SERVICES LIMITED</b> <b>Address:</b> “Subramanian Building”, No.1, Club House Road, Chennai-600002, Tamil Nadu, India. <b>Tel No.:</b> +91-44-40020700/28460390 <b>Email:</b> <a href="mailto:ipo@cameoindia.com">ipo@cameoindia.com</a> <b>Website:</b> <a href="http://www.cameoindia.com">www.cameoindia.com</a> <b>Investor Grievance Email:</b> <a href="mailto:investor@cameoindia.com">investor@cameoindia.com</a> <b>Contact Person:</b> Ms. K Sreepriya <b>Designation:</b> Vice President & Company Secretary <b>SEBI Registration Number:</b> INR000003753 <b>CIN:</b> U67120TN1998PLC041613

BID/OFFER PERIOD		
<b>ANCHOR PORTION OFFER OPENS/CLOSES ON*:</b> <b>TUESDAY, SEPTEMBER 23, 2025</b>	<b>BID/OFFER OPENS ON:</b> <b>WEDNESDAY, SEPTEMBER 24, 2025</b>	<b>BID/OFFER CLOSES ON**:</b> <b>FRIDAY, SEPTEMBER 26, 2025 ^</b>

\*Our Company and the Selling Shareholder may, in consultation with the BRLM, may consider participation by Anchor Investors, in accordance with the SEBI (ICDR) Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.  
\*\*Our Company and the Selling Shareholder may, in consultation with the BRLM, may decide to close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI (ICDR) Regulations.  
^The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Day.

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## **SECTION I – GENERAL**

### **DEFINITIONS AND ABBREVIATIONS**

*This Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines, policies, circulars, notifications, directions or clarifications shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification, direction or clarification as amended, updated, supplemented, re-enacted or modified, from time to time, and any reference to a statutory provision shall include any subordinate legislation made, from time to time, under such provision.*

*The words and expressions used in this Red Herring Prospectus but not defined herein shall have, to the extent applicable, the same meaning ascribed to such terms in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act and the rules and regulations made thereunder, as amended. Further, the Offer related terms used but not defined in this Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.*

*Notwithstanding the foregoing, the terms used in “Industry Overview”, “Key Industry Regulations and Policies”, “Statement of Special Tax Benefits”, “Financial Information”, “Basis of Offer Price”, “Outstanding Litigation and Material Developments”, “Offer Procedure” and “Main Provisions of the Articles of Association” on page 118, 167, 115, 211, 109, 275, 332 and 368 respectively, shall have the meaning ascribed to such terms in the relevant Sections/Chapters.*

*In this Red Herring Prospectus, unless the context otherwise requires, the terms and abbreviations stated hereunder shall have the meanings as assigned therewith.*

#### **General Terms**

<b>Terms</b>	<b>Description</b>
Our Company/ the Company/ Issuer/ Issuer Company /SIL/ Systematic Industries Limited	Systematic Industries Limited, a Company incorporated in India under the Companies Act, 1956 and having its Registered office at 418, 4th Floor, Nirmal Corporate Center, L.B.S. Marg, Mulund (West), Mumbai - 400080, Maharashtra, India.
“we”, “us” and “our”	Unless the context otherwise indicates or implies refers to our Company.
“you”, “your” or “yours”	Prospective investors in this Offer.

#### **Company related and Conventional terms**

<b>Term</b>	<b>Description</b>
AOA/ Articles/ Articles of Association	Articles of Association of our Company, as amended from time to time.
Audit Committee	The Audit Committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations and as described in the chapter titled “ <b>Our Management</b> ” beginning on page 188 of this Red Herring Prospectus.
Auditor/ Statutory Auditor	The Statutory Auditor of our Company, currently being M/s. Hardik Vora & Associates, Chartered Accountants, Mumbai (FRN:122756W) holding a valid Peer Review Certificate bearing no. 018799 as mentioned in the Chapter titled “ <b>General Information</b> ” on page 69 of this Red Herring Prospectus.
Advisor to the Offer	The Advisor to the Offer of our Company, JJ IPO Advisors Private Limited
Bankers to our Company	HDFC Bank Limited & Axis Bank Limited
Board of Directors/ the Board/ our Board	Unless otherwise specified, the Board of Directors of the Systematic Industries Limited, as duly constituted from time to time, including any constituted Committees thereof. For further details of our Directors, please refer to section titled “ <b>Our Management</b> ” beginning on page 188 of this Red Herring Prospectus.

Term	Description
Chief Financial Officer/ CFO	The Chief financial officer of our Company, namely, Dwarika Prasad Agrawal.
CIN	Corporate Identification Number being U27320MH2000PLC125313.
Companies Act/ Act	The Companies Act, 2013 and/or the Companies Act, 1956, as applicable and the rules, regulations, modifications and clarifications made thereunder.
Committee(s)	Duly constituted and re-constituted committee(s) of our Board of Directors, as described in <b>“Our Management – Committees of the Board”</b> on page 195 of this Red Herring Prospectus.
Company Secretary and Compliance Officer	The Company Secretary & Compliance Officer of our Company, namely, Dimple Lalwani (M. No.: A67815).
CSR Committee/ Corporate Social Responsibility Committee	The corporate social responsibility committee of our Board, constituted in accordance with the Section 135 of the Companies Act and as described in the chapter titled <b>“Our Management”</b> beginning on page 188 of this Red Herring Prospectus
Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Director(s) / our Directors	The Director(s) of our Company, unless otherwise specified. For details of our directors, see <b>“Our Management”</b> on page 188 of this Red Herring Prospectus.
DP/ Depository Participant	A depository participant as defined under the Depositories Act, 1996.
Equity Shareholders/ Shareholders	Persons/ Entities holding Equity Shares of our Company.
Equity Shares	Equity Shares of the Company of face value of ₹10/- each unless otherwise specified in the context thereof.
Executive Director(s)	Executive Directors shall include Managing Director and Whole-time Directors on our Board, as described in the chapter titled <b>“Our Management”</b> beginning on page 188 of this Red Herring Prospectus.
Fugitive Economic Offender	Shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)
Factory - I	Survey No. 269, Village Sayli, Silvassa, Dadra & Nagar Haveli – 396230, UT of Dadra & Nagar Haveli and Daman & Diu, India.
Factory - II	Survey No. 172/P, Near Kanadi Phatak, Village Naroli, Silvassa, Dadra & Nagar Haveli – 396235, UT of Dadra & Nagar Haveli and Daman & Diu, India.
Factory - III	174/1/2, Village Umerqui, Silvassa, Dadra & Nagar Haveli – 396230, UT of Dadra & Nagar Haveli and Daman & Diu, India.
Factory - IV	Plot No. 1717 to 1734, G.I.D.C., Village Sarigam, Tal. Umbergaon, Valsad – 396155, Gujarat, India.
Group Companies/ Group Company	Such Companies / Entities as covered under the applicable accounting standards and such other Companies as considered material by the Board, in accordance with the Materiality Policy adopted by the Board of Directors. For details, please refer chapter titled <b>“Our Group Companies”</b> on page 296 of this Red Herring Prospectus.
Independent Director(s)	An Independent Director as defined under Section 2(47) of the Companies Act, 2013 and as defined under the SEBI (LODR) Regulations. For details of our Independent Directors, see <b>“Our Management”</b> on page 188 of this Red Herring Prospectus.
ISIN	International Securities Identification Number. In this case being INE1KLZ01011.
JV/ Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
Key Management Personnel/ KMP's	Key Management Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI (ICDR) Regulations, Section 2(51) of the Companies Act, 2013. For details, see section titled <b>“Our Management”</b> on page 188 of this Red Herring Prospectus.
MOA/ Memorandum/ Memorandum of Association	Memorandum of Association of our Company as amended from time to time.

Term	Description
Managing Director/ CMD or Chairman	The Chairman & Managing Director of our Company, Siddharth Rajendra Agarwal.
Materiality Policy	The policy adopted by the Board in its meeting dated January 22, 2025 and subsequently amended on April 15, 2025 and Further, amended on September 10, 2025 for identification of (a) material outstanding litigation proceedings involving our Company, Directors and Subsidiaries; (b) Group Companies; and (c) outstanding dues to material creditors by our Company, in accordance with the disclosure requirements under the SEBI (ICDR) Regulations, 2018 read with SEBI ICDR (Amendment) Regulation, 2025 as amended from time to time.
Nomination and Remuneration Committee	The committee of the Board of Directors constituted as the Company's Nomination and Remuneration Committee in accordance with Regulation 19 of the SEBI (LODR) Regulations and Section 178 of the Companies Act, 2013 as described in the chapter titled <b>"Our Management"</b> beginning on page 188 of this Red Herring Prospectus.
Non-Executive Director	A Director not being an Executive Director or an Independent Director. For details of our Non-Executive Directors, see <b>"Our Management"</b> on page 188 of this Red Herring Prospectus
NRIs / Non-Resident Indians	A person resident outside India, as defined under Foreign Exchange Management Act, 1999 and an individual resident outside India who is a citizen of India under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended from time to time or is an 'Overseas Citizen of India' cardholder within the meaning of Section 7A of the Citizenship Act, 1955.
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.
Peer Review Auditor	The Peer Review Auditor of our Company, being M/s. K A R M A & Co. LLP, Chartered Accountants, Delhi (FRN: 127544W/W100376) holding a valid Peer Review Certificate No. 017384 issued by Peer Review Board of the Institute of Chartered Accountants of India, New Delhi as mentioned in the Chapter titled <b>"General Information"</b> on page 69 of this Red Herring Prospectus.
Promoter(s)	The Promoters of our Company, being Siddharth Rajendra Agarwal and Satya Rajendra Agrawal. For further details, please refer to section titled <b>"Our Promoters &amp; Promoter Group"</b> beginning on page 205 of this Red Herring Prospectus.
Promoter Group	Such individuals and entities which constituting the promoter group of our Company, pursuant to Regulation 2(1) (pp) of the SEBI ICDR Regulations and as enlisted in the section <b>"Our Promoters &amp; Promoter Group"</b> beginning on page 205 of this Red Herring Prospectus.
Registered Office	The Registered Office of our Company situated at 418, 4th Floor, Nirmal Corporate Center, L.B.S. Marg, Mulund (West), Mumbai - 400080, Maharashtra, India.
Restated Financial Statements/ Restated Financial Information	The Restated Financial statements of our Company, which comprising the Restated Statement of Assets and Liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023 and the Restated Statements of Profit and Loss and Cash Flows Statements for the financial year ended March 31, 2025, March 31, 2024 and March 31, 2023 of our Company prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto. For details, please refer section titled <b>"Financial Information of the Company"</b> on page 211 of this Red Herring Prospectus.
RoC/ Registrar of Companies	Registrar of Companies, Mumbai situated at 100, Everest, Marine Drive, Mumbai - 400002, Maharashtra, India.
Stakeholders' Relationship Committee	The Stakeholders' relationship committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and regulation 20 of SEBI (Listing obligations and disclosure requirements) regulations 2015 as described in the chapter titled <b>"Our Management"</b> beginning on page 188 of this Red Herring Prospectus.

Term	Description
Senior Management/ Senior Management Personnel/ SMP's	Senior Management Personnel of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations, as described in <b><i>“Our Management – Senior Management Personnel of our Company”</i></b> on page 201 of this Red Herring Prospectus.
Selling shareholder(s)	The Selling Shareholder participating in the Offer being, Siddhant Ispat Private Limited. For further details, please refer to section titled <b><i>“Capital Structure”</i></b> beginning on page 82 of this Red Herring Prospectus.
Shareholders	Equity shareholder(s) of our Company from time to time
Stock Exchange	Unless the context requires otherwise, refers to, BSE Limited (“BSE”).
Sub- Account	Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Subscriber to MOA / Initial Promoters	Initial Subscribers to MOA & AOA being Rajendra Jaganprasad Agrawal, Subhash Rameshchand Mittal, Siddharth Rajendra Agarwal, Rashmi Mittal, Udit Subhash Mittal, Satya Rajendra Agrawal and Shruti Agrwal.

### **Offer Related Terms**

Terms	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 to be issued under Regulation 255 of SEBI (ICDR) Regulations and appended to the Application Form.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form.
Allotment/ Allot/ Allotted	Unless the context otherwise requires, allotment of Equity Shares pursuant to the Fresh Issue to the successful Bidders, including transfer of the Offered Shares by the Selling Shareholder pursuant to the Offer for Sale to the successful Bidders.
Allotment Advice	A note or advice or intimation of Allotment sent to all the Bidders who have bid in the Offer after approval of the Basis of Allotment by the Designated Stock Exchange.
Allottee (s)	A successful bidders to whom the Equity Shares are allotted.
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI (ICDR) Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹200 lakhs.
Anchor Escrow Account /Escrow Account(s)	Account opened with Anchor Escrow Bank for the Offer and in whose favour the Anchor Investors will transfer money through direct credit or NEFT or RTGS in respect of the Bid Amount when submitting a Bid.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors during the Anchor Investor Bid/Offer Period in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company and Selling Shareholder in consultation with the BRLM.
Anchor Investor Application Form	The application form used by an Anchor Investor to Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus.
Anchor Investor Bidding Date/ Anchor Investor Bid/Offer Period	The day, being one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to Anchor Investors shall be completed.
Anchor Investor Offer Price	The price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price.  The Anchor Investor Offer Price will be decided by our Company and Promoter Selling Shareholder in consultation with the BRLM.
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company and Selling Shareholder in consultation with the BRLM to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, out of which one-third shall be reserved for

Terms	Description
	domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations.
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/Offer Closing Date.
Application Supported by Block Amount (ASBA)	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorize an SCSB to block the Bid Amount in the relevant ASBA Account and will include applications made by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by UPI Bidders.
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder.
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Ahmedabad.
ASBA Bid	A Bid made by an ASBA Bidder.
ASBA Bidder	All Bidders except Anchor Investors
ASBA Form/ Bid cum Application	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Public Offer Bank/ Sponsor Bank	Banks which are clearing members and registered with SEBI as Bankers to an Offer and with whom the Public Offer Account will be opened, in this case being HDFC Bank Limited.
Bankers to the Offer/ Banker to the Offer and Sponsor Bank Agreement / Escrow Agreement	The Banker to the Offer Agreement dated August 28, 2025 entered amongst our Company, the Selling Shareholder(s), the Registrar to the Offer, the Escrow Collection Bank(s), Public Offer Bank, Sponsor Bank, Refund Bank, the BRLM and the Syndicate Members for the collection of payment amounts, if any, in respect of the Anchor Investors on the terms and conditions thereof.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful bidders under the Offer and which is described in the chapter titled “ <b>Offer Procedure</b> ” beginning on page 332 of this Red Herring Prospectus.
Bid(s)	An indication to make an offer during the Bid/ Offer Period by a Bidder (other than an Anchor Investor) pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Offer Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bidder	Any investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form, and unless otherwise stated or implied, includes an Anchor Investor
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Offer.
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] equity shares of face value of ₹10/ each and in multiples of [●] equity shares of face value of ₹10/ each thereafter.
Bid/ Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Syndicate, the Designated Branches and the Registered Brokers shall not accept the Bids, which shall be notified in in all editions of the English national newspaper Business Standard, all editions of Hindi national newspaper Business Standard and Marathi editions of the regional daily newspaper Pratahkal, where the registered office of the company is situated each with wide circulation.

Terms	Description
	In case of any revisions, the revised Bid/ Offer Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the Book Running Lead Manager and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s). Our Company and Selling Shareholder, in consultation with the Book Running Lead Manager, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations
Bid/ Offer Opening Date	<p>Except in relation to any Bids received from the Anchor Investors, the date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in in all editions of the English national newspaper Business Standard, all editions of Hindi national newspaper Business Standard and Marathi editions of the regional daily newspaper Pratahkal, where the registered office of the company is situated each with wide circulation.</p> <p>In case of any revision, the revised Bid/ Offer Opening Date will also be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the Book Running Lead Manager and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s)</p>
Bid/ Offer Period	<p>Except in relation to any Bids received from the Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which prospective Bidders (excluding Anchor Investors) can submit their Bids, including any revisions thereof, in accordance with the SEBI (ICDR) Regulations, provided that such period be kept open for a minimum of three working days for all categories of Bidders.</p> <p>Our Company and the Selling Shareholder(s), in consultation with the Book Running Lead Manager, may consider closing Bid/ Offer Period for the QIB Category, one working day prior to the Bid/ Offer Closing Date, which shall also be notified in an advertisement in same newspaper(s) in which the Offer Opening date was published in accordance with the SEBI (ICDR) Regulations. The Bid/ Offer Period will comprise Working Days only.</p>
Bidding	The process of making a Bid.
Bidding/ Collection Centers	Centers at which the Designated intermediaries shall accept the ASBA Forms, i.e. Designated SCSB Branches for SCSBs, specified locations for syndicates, broker centers for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
Book Building Process/ Book Building Method	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Offer in this case being Hem Securities Limited, SEBI Registered Category-I Merchant Banker.
Broker Centers	Broker centers notified by the Stock Exchanges where ASBA Bidders can submit the ASBA 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 respective website of the Stock Exchanges <a href="http://www.bseindia.com">www.bseindia.com</a> , as updated from time to time.
Business Day	Monday to Friday (except public holidays).
BSE	BSE Limited
BSE SME	SME Platform of BSE Limited as per the Rules and Regulations laid down by SEBI for listing of equity shares
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Bidder indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Offer Price and Anchor Investor Offer Price will not be finalised+ and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price

Terms	Description
Cash Escrow and Sponsor Bank Agreement	Agreement to be entered into and amongst our Company, the Selling Shareholder, the Registrar to the Offer, the Book Running Lead Manager, the Syndicate Members, the Escrow Collection Bank(s), Public Offer Bank(s), Sponsor Bank and Refund Bank(s) in accordance with UPI Circulars, for inter alia, the appointment of the Sponsor Bank in accordance, for the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account(s) and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof
Client Id	Client identification number maintained with one of the Depositories in relation to the Bidder's beneficiary account.
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the UPI Circulars issued by SEBI, as per the list available on the websites of the Stock Exchanges, i.e. <a href="http://www.bseindia.com">www.bseindia.com</a> , as updated from time to time.
Collecting Registrar and Share Transfer Agent	Registrar to an Offer and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Offer and the Stock Exchange.
Demographic Details	The demographic details of the Bidders including the Bidders' address, PAN, name of the Bidders' father/ husband, investor status, occupation, bank account details and UPI ID, wherever applicable.
Depositor/ Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Designated CDP Locations	Such locations of the CDPs where Bidders (other than Anchor Investors) can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges i.e. <a href="http://www.bseindia.com">www.bseindia.com</a> , as updated from time to time.
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account(s) to the Public Offer Account(s) or the Refund Account(s), as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account(s) or the Refund Account(s), as the case may be, in terms of the Red Herring Prospectus and the 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 Intermediaries/ Collecting Agent	Collectively, the members of the Syndicate, sub-syndicate Members/ Agents, SCSBs (other than in relation to Individual Bidders using the UPI Mechanism), Registered Brokers, CDPs and CRTAs, who are authorised to collect Bid cum Application Forms from the Bidders (Other than Anchor Investors), in relation to the Offer.  In relation to ASBA Forms submitted by Individual Bidders Bidding in the Individual Investors Portion by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidder using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/ agents, Registered Brokers, CDPs, SCSBs and RTAs.

Terms	Description
	In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs.
Designated Market Maker	Member Brokers of BSE who are specifically registered as Market Makers with the SME Platform of BSE. In our case, Hem Finlease Private Limited is the sole Market Marker.
Designated RTA Locations	Such locations of the CRTAs where Bidders (other than Anchor Investors) can submit the ASBA Forms to CRTAs.  The details of such Designated CRTA Locations, along with names and contact details of the CRTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges ( <a href="http://www.bseindia.com">www.bseindia.com</a> ), as updated from time to time.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the Applicant and a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	BSE Limited (SME Exchange) (“BSE SME”)
Draft Red Herring Prospectus	The Draft Red Herring Prospectus dated May 09, 2025 in relation to the Offer, issued in accordance with the SEBI (ICDR) Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addendum or corrigendum thereto.
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible NRI	NRI(s) eligible to invest under Schedule III and Schedule IV of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 and resident in jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an Offer or invitation under the Offer and in relation to whom the Prospectus constitutes an invitation to purchase the Equity shares issued thereby and who have opened Demat accounts with SEBI registered qualified depository participants.
Eligible FPI(s)	FPIs that are eligible to participate in the Offer in terms of applicable law and from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares offered hereby.
Escrow Collection Bank	A bank which is a clearing member and registered with SEBI as a banker to an Offer, and with whom the Escrow Account(s) will be opened, in this case being HDFC Bank Limited.
Escrow Account(s)	The account(s) to be opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through NACH/direct credit/ NEFT/ RTGS in respect of the Bid Amount when submitting a Bid.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FII/ Foreign Institutional Investors	Foreign Institutional Investor as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First Bidder/ Applicant/Bidders	Bidder(s) whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision thereto, not being less than the face value of the Equity Shares at or above which the Offer Price and the Anchor Investor Offer Price will be finalized and below which no Bids will be accepted.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.

Terms	Description
Fraudulent Borrower	A company or person, as the case may be, categorised as a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on fraudulent borrowers issued by the RBI.
Fresh Issue	Fresh Issue of up to 55,28,000 Equity Shares of face value of ₹10 each aggregating up to ₹[●] Lakhs by our Company.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any 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 (GID)	The General Information Document for investing in public offers, prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI suitably modified and updated pursuant to, among others, the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 and the circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 notified by SEBI and UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the Book Running Lead Manager.
Gross Proceeds	Gross proceeds of the Offer that will be available to our Company.
Individual Bidder(s) or Individual Investor(s) or II(s) or IB(s)	Individual Bidders, submitting Bids, who applies for minimum application size for two lots. Provided that the minimum application size shall be above ₹2,00,000/- (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Individual Investor Portion	The portion of the Issue being not less than 35% of the Net Issue, consisting of 19,70,400 Equity Shares of face value of ₹10/ each, available for allocation to Individual Bidders.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the Stock Exchange.
Lot Size	[●]
Mandate Request	Mandate Request means a request initiated on the Individual Investor 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 Hem Finlease 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 Maker Reservation Portion	The Reserved Portion of up to 3,00,000 Equity Shares of Face Value of ₹10/- each fully paid for cash at an Offer Price of ₹[●]/- per Equity Share aggregating ₹[●]/- Lakhs for the Market Maker in this Offer of our Company.
Market Making Agreement	The Market Making Agreement dated August 19, 2025 between our Company, Book Running Lead Manager and Market Maker Hem Finlease Private Limited.
Mutual Fund Portion	5% of the Net QIB Portion, or [●] Equity Shares, which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
Minimum Promoters Contribution	Aggregate of 20% of the fully diluted post-Offer equity share capital of our Company that is eligible to form part of the minimum promoters' contribution, as required under the provisions of the SEBI ICDR Regulations, held by our Promoter that shall be locked-in for a period of three years from the date of Allotment.
Monitoring Agency	Brickwork Ratings India Private Limited, being a credit rating agency registered with SEBI.

Terms	Description
Monitoring Agency Agreement	The Agreement dated August 20, 2025 to be entered into between the Company and Monitoring Agency, pursuant to the requirements of the SEBI ICDR Regulations.
Mobile App(s)	The mobile applications listed on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a> or such other website as may be updated from time to time, which may be used by Bidders to submit Bids using the UPI Mechanism.
Net Offer	The Offer (excluding the Market Maker Reservation Portion) of 56,28,000 equity Shares of ₹10/- each at a price of ₹[●] per Equity Share (the “Offer Price”), including a share premium of ₹[●] per equity share aggregating to ₹[●] Lakhs.
Net Proceeds	The Offer Proceeds received from the fresh issue excluding Offer related expenses. For further information on the use of Offer Proceeds and Offer expenses, please refer to the section titled “Objects of the Offer” beginning on page 100 of this Red Herring Prospectus.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors
NBFC-SI	A Systemically Important Non-Banking Financial Company as defined under Regulation 2(1)(iii) of the SEBI (ICDR) Regulations.
Non- Resident or NR	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs registered with SEBI and FVCIs registered with SEBI.
Non-Institutional Bidders/NIB	All Bidders, including FPIs other than individuals, corporate bodies and family offices, registered with SEBI that are not QIBs (including Anchor Investors), or Individual Investors who have Bid for Equity Shares for an amount of more than ₹2,00,000/- (but not including NRIs other than Eligible NRIs, QFI other than Eligible QFIs and Market Maker).
Non-Institutional Portion/ Non-Institutional Category	The portion of the Issue being not less than 15% of the Issue, consisting of 8,44,200 Equity Shares of face value of ₹10/ each of which (a) 1/3 <sup>rd</sup> of the portion available to NIBs shall be reserved for applicants with an application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs and (b) 2/3 <sup>rd</sup> of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹10,00,000/- subject to valid Bids being received at or above the Issue Price.
Offer Agreement	The Offer Agreement dated May 02, 2025 and addendum to the Offer Agreement dated August 28, 2025 entered amongst our Company, the Selling Shareholder(s) and the Book Running Lead Manager, pursuant to which certain arrangements are agreed upon in relation to the Offer.
Offer Price	₹[●] per Equity Share, the final price (within the Price Band) at which Equity Shares will be Allotted to ASBA Bidders in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus.  The Offer Price will be decided by our Company and the Selling Shareholder, in consultation with the BRLM on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus.
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale which shall be available to the Selling Shareholder. For further information about use of the Offer Proceeds, for further details please refer chapter titled “Objects of the Offer” beginning on page 100 of this Red Herring Prospectus
Offer/ Public Offer/ Offer size/ Initial Public Offer/ Initial Public Issue/ IPO/	The Initial Public Offer of upto 59,28,000 Equity Shares of face value of ₹10/- each for cash at a price of ₹[●] per Equity shares (including premium of ₹[●] per Equity Share) aggregating to ₹[●] Lakhs
Offer for Sale	The Offer for Sale of upto 4,00,000 Equity Shares of face value of ₹10/- each by the Selling Shareholder at the Offer Price aggregating up to ₹[●] lakhs
Other Investor	Investors other than Individual Investors. These include individual Bidders other than Individual Investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body/ OCB	A company, partnership firm, society and other corporate body owned directly or indirectly to the extent of at least 60% by NRIs and includes overseas trust in which not less than 60%

Terms	Description
	beneficial interest is held by NRIs directly or indirectly irrevocably as defined in Clause(xi) of Regulation 2 of the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time and which was in existence on the date of commencement of Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003 (“the Regulations”) and immediately prior to such commencement was eligible to undertake transactions pursuant to general permission granted under the Regulations. OCBs are not allowed to invest in this Offer.
Offer Document	The Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus together with the Bid cum Application Form including the Abridged Prospectus and any Addendum or corrigendum to such offering documents;
Pay-in-Period	The period commencing on the Bid/Offer Opening date and extended till the closure of the Anchor Investor Pay-in-Date.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/ or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	<p>The price band of a minimum price of ₹[●] per Equity Share (Floor Price) and the maximum price of ₹[●] per Equity Share (Cap Price) including revisions thereof.</p> <p>The Price Band and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the Book Running Lead Manager and the Selling Shareholder will be advertised in all editions of English national daily newspaper Business Standard, all editions of Hindi national daily newspaper Business Standard and Marathi editions of the regional daily newspaper Pratahkal, where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid / Offer Opening Date and shall be available to the Stock Exchange for the purpose of uploading on the website.</p>
Pricing Date	The date on which our Company and the Selling Shareholder, in consultation with the BRLM, will finalise the Offer Price.
Prospectus	The Prospectus to be filed with the Registrar of Companies in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account(s)	The ‘no-lien’ and ‘non-interest bearing’ account to be opened in accordance with Section 40(3) of the Companies Act, 2013, with the Public Offer Account Bank(s) to receive money from the Escrow Account(s) and from the ASBA Accounts on the Designated Date
Public Offer Account Bank(s)	The banks which are a clearing member and registered with SEBI as a banker to an offer, and with whom the Public Offer Account for collection of Bid Amounts from Escrow Accounts and ASBA Accounts will be opened, in this case being HDFC Bank Limited.
Qualified Foreign Investors / QFIs	Non-resident investors other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs who meet ‘know your client’ requirements prescribed by SEBI
QIB Category/ QIB Portion	The portion of the Net Offer (including the Anchor Investor Portion) being not more than 50% of the Net Offer, consisting of upto 28,13,400 Equity Shares aggregating to ₹[●] lakhs which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLMs), subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price (for Anchor Investors).
Qualified Institutional Buyers/ QIBs/ QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI (ICDR) Regulations.
Red Herring Prospectus/ RHP	This Red Herring Prospectus dated September 17, 2025 issued by our Company in accordance with Section 32 of the Companies Act, and the provisions of the SEBI (ICDR) Regulations, which does not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer.

Terms	Description
	The Bid/Offer Opening Date shall be at least three Working Days after the registration of Red Herring Prospectus with the RoC. The Red Herring Prospectus will become the Prospectus upon filing with the RoC after the Pricing Date.
Refund Account	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made.
Refund Bank/ Refund Banker	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Offer at which the Refund Account will be opened, in this case being HDFC Bank Limited.
Refund through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable.
Registered Broker	Individuals or companies registered with SEBI as "Trading Members" (except Syndicate/Sub-Syndicate Members) who hold valid membership either BSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on the website of the Stock Exchange.
Registrar Agreement	The Registrar Agreement dated April 28, 2025 entered into between our Company, the Selling Shareholder(s) and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.
Registrar and Share Transfer Agents or RTAs	The registrar and share transfer agents registered with SEBI and eligible to procure Bids from relevant Bidders at the Designated RTA Locations in terms of SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI and available on the websites of the Stock Exchange at <a href="http://www.bseindia.com">www.bseindia.com</a> .
Registrar/ Registrar to the Offer/ RTA/ RTI	Registrar to the Offer, in this case being Cameo Corporate Services Limited.
Resident Indian	A person resident in India, as defined under FEMA
Regulation S	Regulation S under the U.S. Securities Act of 1933, as amended from time to time.
Regulations	SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018 as amended from time to time.
Reservation Portion	The portion of the Offer reserved for category of eligible Bidders as provided under the SEBI (ICDR) Regulations, 2018.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in any of their Bid Cum Application Forms or any previous Revision Form(s), as applicable. Any of the Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage.
Securities laws	Means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
Self-Certified Syndicate Bank(s) / SCSB(s)	The banks registered with SEBI, offering services: (a) in relation to ASBA (other than using the UPI Mechanism), a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> and <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> , as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> , or such other website as may be prescribed by SEBI from time to time. In relation to Bids (other than Bids by Anchor Investor) 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 Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at

Terms	Description
	<a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> as updated from time to time. In accordance with SEBI RTA Master Circular, UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> and <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a> respectively, as updated from time to time.
Selling Shareholder	Shall mean Selling Shareholder of our Company i.e. Siddhant Ispat Private Limited. For further details, please refer to section titled “ <i>Capital Structure</i> ” beginning on page 82 of this Red Herring Prospectus
Share Escrow Agent	Escrow Agent to be appointed pursuant to the Share Escrow Agreement, namely Cameo Corporate Services Limited.
Share Escrow Agreement	The agreement dated August 29, 2025, entered into between our Company, the Selling Shareholder and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees in accordance with the Basis of Allotment.
SME Exchange	“SME Exchange” means a trading platform of a recognized stock exchange having nationwide trading terminals permitted by the SEBI to list the specified securities issued in accordance with Chapter IX of the SEBI ICDR Regulations and includes a stock exchange granted recognition for this purpose but does not include the Main Board.
Specified Locations	The Bidding centres where the Syndicate shall accept Bid cum Application Forms from relevant Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in), and updated from time to time
Specified Securities	Equity shares offered through this Red Herring Prospectus.
Sponsor Bank	Banker to the Offer which is registered with SEBI and is eligible to act as Sponsor Bank in a public offer in terms of the applicable SEBI requirements and has been appointed by the Company and the Selling Shareholder in consultation with Book Running Lead Manager to act as a conduit between the Stock Exchange and the National Payments Corporation of India in order to push the UPI Mandate Requests and / or payment instructions of the UPI Bidders using the UPI Mechanism and carry out other responsibilities, in terms of UPI Circulars issued by SEBI, in this case being HDFC Bank Limited.
Sub Syndicate Member	A SEBI Registered member of BSE appointed by the BRLM and/ or syndicate member to act as a Sub Syndicate Member in the Offer.
Syndicate	Includes the BRLM, Syndicate Members and Sub Syndicate Members.
Syndicate Agreement	The agreement dated August 19, 2025 entered into amongst our Company, the Selling Shareholder, the BRLM and the Syndicate Members, in relation to the collection of Bids in this Offer.
Syndicate ASBA Bidding Locations	Bidding Centers where an ASBA Bidder can submit their Bid in terms of SEBI Circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011, namely Mumbai, Chennai, Kolkata, Delhi
Syndicate Members/ Members of the Syndicate	Intermediaries registered with SEBI eligible to act as a syndicate member and who is permitted to carry on the activity as an underwriter, in this case being Hem Finlease Private Limited.
Systemically Important Non- Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
SCORES	Securities and Exchange Board of India Complaints Redress System
Transaction Registration Slip/ TRS	The slip or document issued by the member of the Syndicate or SCSB (only on demand) as the case may be, to the Bidder as proof of registration of the Application.
U.S. Securities Act	U.S. Securities Act of 1933, as amended

Terms	Description
Underwriter	The BRLM who has underwritten this Offer pursuant to the provisions of the SEBI (ICDR) Regulations, 2018 and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The agreement dated August 19, 2025 to be entered into between the Company, Selling Shareholder and Underwriter, on or after the Pricing Date but prior to filing of the Red Herring Prospectus/ Prospectus with the Registrar of Companies.
UPI	UPI is an instant payment system developed by the NCPI, it enables merging several banking features, seamless fund routing & merchant payment into one hood. UPI allow instant transfer of money between any two bank accounts using a payment address which uniquely identifies a person's bank account
UPI Bidders	Collectively, Individual Investors applying as (i) Individual Bidders in the Individual Investors Portion, and (ii) Non- Institutional Bidders with a Bid Amount of up to ₹5,00,000/- in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with the Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents.  Pursuant to SEBI 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 ₹5,00,000/- 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 (and 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 number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI 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 no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, along with the circular issued by the NSE having reference no. 23/2022 dated July 22, 2022 and reference no. 25/2022 dated August 3, 2022 and the notice issued by BSE having reference no. 20220722-30 dated July 22, 2022 and reference no. 20220803-40 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 (to the extent any of these circulars are not rescinded by the SEBI RTA Master Circular 2024) and any subsequent circulars or notifications issued by SEBI in this regard
UPI ID	ID created on Unified Payment Interface (UPI) for single window mobile payment system developed by the National Payment Corporation of India (NPCI)
UPI ID Linked Bank Account	Account of the Individual Investor, applying in the Offer using the UPI mechanism, which will be blocked upon accepting the UPI mandate to the extent of the appropriate application amount and subsequent debit of funds in the case of allotment.
UPI Mandate Request/ Mandate Request	A request (intimating the Individual Investor by way of notification on the UPI application and by way of a SMS directing the Individual Investor to such UPI application) to the Individual Investor by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
UPI Mechanism	The mechanism that was used by an Individual Bidders to make a Bid in the Offer in accordance with the UPI Circulars on Streamlining of Public Issues

Terms	Description
UPI PIN	Password to authenticate UPI transaction
Venture Capital Fund/VCF	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
WACA	Weighted average cost of acquisition.
US Securities Act	U.S. Securities Act of 1933, as amended.
Wilful Defaulter(s) or a fraudulent borrower	Means a person or an issuer who or which is categorized as a wilful defaulter or a fraudulent borrower by any bank or financial institution as defined under the Companies Act, 2013 or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the Reserve Bank of India.
Working Day	In accordance with Regulation 2(1) (mmm) of SEBI (ICDR) Regulations, 2018, working days' means, all days on which commercial banks in Mumbai are open for business. However, in respect of— (a) announcement of Price Band; and (b) Offer period, working days shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (c) the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchange, working day shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI, including the UPI Circulars.

#### **Technical and Industry Related Terms**

Term	Description
AI	Artificial Intelligence
ACSR	Aluminium conductor steel-reinforced cable
ATMPs	Assembly, Testing, Marking & Packaging
ACS	Aluminium Clad Steel
AW	Alloy Wire
BoM	Bill of Materials
B2B	Business to Business
B2C	Business to Consumer
BOM	Bills of Material
Bright Wire	Bright wires are cold drawn wires made from unalloyed low carbon steel. They are known for varied industrial usage because of their ductility and softness.
CA wire	Cable Armour Wire
CAGR	Compound Annual Growth Rate
Capex	Capital Expenditure
Cable Armoring Wires and Strips	A cable armoring wires is a metal cover usually applied in form of wire or formed wire, intended to protect the cable from mechanical damage.
Coil weight	This is the weight of each roll of wire.
CY	Calendar Year
EBITDA	EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses – Other Income
EBITDA Margin	EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations
EEPC	Engineering Exports Promotion Council
ERP	Enterprise Resource Planner
ETP	Effluent Treatment Plants
FY	Financial Year
GDP	Gross Domestic Product
GI Wire	Galvanized wire
HB Wire	Hard bright wire
HC Wire	High carbon wire

Term	Description
Heat resisting wires	These wires are used in manufacturing of conveyor belts, which are exposed to high temperatures and oxidation, under severe conditions
High carbon wires	High carbon wires refer to wires made from high carbon steel with 0.30% to 1.00% carbon and are known for their exceptional strength, hardness, and durability.
Hose Wire	These are brass coated wires used to reinforce hoses.
HDPE	High Density Poly Ethylene
HR	Hot rolled
IC	Integrated Circuit
IMF	International Monetary Fund
ISO	International Organization for Standardisation
IT	Information Technology
ITeS	Information technology-enabled services
IPDS	Integrated power development scheme
Km	Kilometres
LC	Letter of credit
LED	Light-emitting diode
LoI	Letter of Intent
LC Wire or MS Wire	Low carbon wire or mild steel wire
MoU	Memorandum of Understanding
MRP	Maximum Retail Price
mSD	Moisture sensitive devices
MTPA	Metric tonne per annum
MT	Metres
MHCV	Medium and heavy commercial vehicles
MSME	Micro, Small, and Medium Enterprises
MTPA	Metric Ton Per Annum
NABL	National Accreditation Board for Testing and Calibration Laboratories
NSP	National steel policy
NPV	Net present value
OHSAS	Occupational Health and Safety Assessment Series
OFC	Optical Fibre Cable
OPGW	Optical Ground Wires
OFS	Offer for Sale
PVC	Polyvinyl chloride
P & M	Plant and Machinery
PAT	PAT is calculated as Profit before tax – Tax Expenses
PAT Margin	PAT Margin is calculated as PAT for the period/year divided by Revenue from Operations
PBT or PP	Polybutylene Terephthalate and Polypropylene.
PMP	Phased Manufacturing Policy
PWB	Printed Wiring Boards
QMS	Quality Management System
QC	Quality Control
Rope Wires	Rope wires have smooth surface, high corrosion resistant, high fatigue strength, excellent heat resistance and are free from lateral / longitudinal cracks, pits and marks etc. The high tensile Strength of the rope wires make them suitable for critical industrial applications.
Round wire	These are wires with the round cross section.
Scrubber Wires	Stainless steel wires for scrubbing applications have a very bright smooth finish and the extra softness enables further cold working by the customer.
R&D	Research & Development
Return on Capital Employed	Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings {current & non-current}
Return on Equity	Return on Equity is ratio of Profit after Tax and Average Shareholder Equity

Term	Description
Revenue from operations	Revenue from operations is the total revenue generated by our Company from the sale of Products
Shaped wire	These are the wires made in a non-usual shape for a specific use. Shaped wires can bend into complicated shapes as needed in various kitchen equipment & utensils.
Size tolerance	A size tolerance states how far individual features may vary from the desired size.
Specialty wires	These are the highly technical wire products
Spring Wires	Spring wires are high tensile strength wires for precisions springs, compression springs, tension springs, wire form, pins and wire ropes.
SS Wire	Stainless steel wire
Stainless steel wires	Stainless steel wire is made from a corrosion-resistant alloy which is a combination of iron, chromium, nickel, and other elements.
Straight Line Machines	These are the machined with an advanced technology used for wire drawing process.
SEZ	Special Economic Zone
Sq. Ft.	Square Feet
SPCB	State Pollution Control Board
SWMAI	Steel Wire Manufacturers Association of India
SPV	Special Purpose Vehicle
UV	Ultra-violet
WHO	World Health Organization
WR coil	Wire Rod coil
Welding Wires	Welding wires are suitable for stainless steel welding and cryogenic applications. Welding wires have excellent flux adhesion and corrosion resistance.
Wire Drawing	It is a process used to reduce the cross-section of a wire by pulling the wire through a single, or series of drawing die/s.

#### **Conventional terms and Abbreviations**

Abbreviation	Full Form
Rs. / Rupees/ INR / ₹	Indian Rupees, the legal currency of the Republic of India
AS / Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
AMT	Amount
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year
AOA	Articles of Association
Approx	Approximately
B. A	Bachelor of Arts
B. Com	Bachelor of Commerce
B. E	Bachelor of Engineering
B. Sc	Bachelor of Science
B. Tech	Bachelor of Technology
Bn	Billion
BG/LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
BSE	BSE Limited
CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate

Abbreviation	Full Form
CAN	Confirmation of Allocation Note
Companies Act, 2013	Companies Act, 2013 to the extent in force pursuant to the notification of sections of the Companies Act, 2013 along with the relevant rules made thereunder as amended.
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions that have ceased upon notification of the Companies Act, 2013) along with the relevant rules made thereunder
CA	Chartered Accountant
CAIIB	Certified Associate of Indian Institute of Bankers
CB	Controlling Branch
CC	Cash Credit
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CS	Company Secretary
CS & CO	Company Secretary & Compliance Officer
CFO	Chief Financial Officer
CSR	Corporate Social Responsibility
C.P.C.	Code of Civil Procedure, 1908
CrPC	Code of Criminal Procedure, 1973
CENVAT	Central Value Added Tax
CST	Central Sales Tax
CWA/ICWA	Cost and Works Accountant
CMD	Chairman and Managing Director
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP	Depository Participant
DP ID	Depository Participant's Identity Number
DP/ Depository Participant	A depository participant as defined under the Depositories Act, 1996
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortization
ECS	Electronic Clearing System
ESIC	Employee's State Insurance Corporation
EPFA	Employee's Provident Funds and Miscellaneous Provisions Act, 1952
EMI	Equated Monthly Installment
EPS	Earnings Per Share
EGM /EOGM	Extraordinary General Meeting
ESOP	Employee Stock Option Plan
EXIM/ EXIM Policy	Export – Import Policy
FCNR Account	Foreign Currency Non-Resident Account
FIPB	Foreign Investment Promotion Board
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.
FCNR Account	Foreign Currency Non-Resident Account
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
FIs	Financial Institutions
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Offer of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FPIs	“Foreign Portfolio Investor” means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992

Abbreviation	Full Form
FTA	Foreign Trade Agreement
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Finance Act	Finance Act, 1994
Fraudulent Borrower	A fraudulent borrower as defined in Regulation 2(1)(III) of the SEBI ICDR Regulations.
FV	Face Value
GIR Number	General Index Registry Number.
GoI/Government	Government of India
GBP / £	British pound sterling, the official currency of the United Kingdom and its territories.
GDP	Gross Domestic Product
GST	Goods and Services Tax
GVA	Gross Value Added
HUF	Hindu Undivided Family
HNI	High Net Worth Individual
HSL	Hem Securities Limited
IBC	The Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
ISIN	International Securities Identification Number
IST	Indian Standard Time
ICWAI	The Institute of Cost Accountants of India
IMF	International Monetary Fund
IIP	Index of Industrial Production
IPO	Initial Public Offer
ICSI	The Institute of Company Secretaries of India
IT	Information Technology
IT Act	Information Technology Act, 2000
IFRS	International Financial Reporting Standards
I.T. Act	Income Tax Act, 1961, as amended from time to time
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
Indian GAAP	Generally Accepted Accounting Principles in India
Ind AS	Indian Accounting Standards as referred to in and notified by the Ind AS Rules
Ind AS Rules	The Companies (Indian Accounting Standard) Rules, 2015
IRDA	Insurance Regulatory and Development Authority
KMP	Key Managerial Personnel
BRLM	Book Running Lead Manager
LLB	Bachelor of Law
Ltd.	Limited
LLP	Limited Liability Partnership
MAT	Minimum Alternate Tax
MoF	Ministry of Finance, Government of India
MoU	Memorandum of Understanding
M. A	Master of Arts
MCA	Ministry of Corporate Affairs, Government of India
M. B. A	Master of Business Administration
MAT	Minimum Alternate Tax
M. Com	Master of Commerce
Mn	Million
M. E	Master of Engineering

Abbreviation	Full Form
M. Tech	Masters of Technology
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MSME	Micro, Small and Medium Enterprises
MAPIN	Market Participants and Investors Database
NA	Not Applicable
NCLT	National Company Law Tribunal
NSE	National Stock Exchange of India Limited
Net worth	The aggregate of paid up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account
NACH	National Automated Clearing House
NEFT	National Electronic Funds Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value
NCT	National Capital Territory
NPV	Net Present Value
NRIs	Non-Resident Indians
NRE Account	Non-Resident External Account
NRO Account	Non-Resident Ordinary Account
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Offer.
P.A.	Per Annum
PF	Provident Fund
PG	Post Graduate
PGDBA	Post Graduate Diploma in Business Administration
PLR	Prime Lending Rate
PAC	Persons Acting in Concert
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
P.O.	Purchase Order
PBT	Profit Before Tax
PLI	Postal Life Insurance
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
Q.C.	Quality Control
RoC	Registrar of Companies
RBI	The Reserve Bank of India
Registration Act	Registration Act, 1908
ROE	Return on Equity
R&D	Research & Development
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time

Abbreviation	Full Form
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SME	Small and Medium Enterprises
SCSB	Self-Certified syndicate Banks
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternate Investments Funds) Regulations, 2012, as amended.
SEBI BTI Regulations	The Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI Depositories Regulations	The Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI Merchant Bankers Regulations	The Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI Mutual Fund Regulations	The Securities and Exchange Board of India (Mutual Fund) Regulations, 1996
SEBI RTA Master Circular	The SEBI master circular bearing reference no. SEBI/HO/MIRSD/POD- 1/P/CIR/2023/70 dated May 17, 2023
SEBI Stock Broker Regulations	The Securities and Exchange Board of India (Stock Brokers and Sub-brokers) Regulations, 1992
SEBI (PFUTP) Regulations / PFUTP Regulations	Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
SEBI Regulations/ SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI Amendment	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2025
SEBI Listing Regulations, 2015/ SEBI (LODR) Regulations	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI ICDR Master Circular	SEBI master circular for Issue of Capital and Disclosure Requirements bearing reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023
SEBI SBEB SE Regulations	The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Takeover Regulations / Takeover Regulations / Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended from time to time.
SHWW Act	The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
SEBI	Securities and Exchange Board of India
STT	Securities Transaction Tax
Sub-Account	Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Specific Relief Act	The Specific Relief Act, 1963

Abbreviation	Full Form
Stamp Act	The Indian Stamp Act, 1899
SWOT	Strengths, Weakness, Opportunities, Threats
SCRA	Securities Contract (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
Sec.	Section
SENSEX	Bombay Stock Exchange Sensitive Index
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
SSI	Small Scale Industry
STT	Securities Transaction Tax
SPV	Special Purpose Vehicle
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
Trade Marks Act	Trade Marks Act, 1999
TP Act	Transfer of Property Act, 1882
Trademarks Act	The Trade Marks Act, 1999
TIN	Taxpayers Identification Number
TDS	Tax deducted at source
UIN	Unique identification number
UK	United Kingdom
UT	Union Territory
U.N.	United Nations
US/United States	United States of America
UAPA	Unlawful Activities (Prevention) Act, 1967
U.S. Securities Act	The United States Securities Act, 1933
USD/ US\$/ \$/ US Dollar	United States Dollar, the official currency of the United States of America
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
VAT	Value Added Tax
VCF	Venture Capital Funds
VCFs	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may Be.
WDV	Written Down Value
WOS	Wholly-owned Subsidiary
Wilful Defaulter	Wilful Defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
WTD	Whole Time Director
w.e.f.	With effect from
-, (₹)	Represent Outflow

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

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

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

### **Certain Conventions**

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

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

### **Use of Financial Data**

Unless stated otherwise, throughout this Red Herring Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in the Red Herring Prospectus is derived from our Restated Financial Statements of our Company as at and for the financial year ended 31st March 2025, 31<sup>st</sup> March, 2024 and 31<sup>st</sup> March, 2023 in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled ***“Financial Information of the Company”*** beginning on page 211 of this Red Herring 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 and the Guidance Note on “Reports in Company Prospectus (Revised 2019)” issued by ICAI. Our company's fiscal year commences on April 01 of each year and ends on March 31 of the following year, so all references to a particular fiscal year are to the twelve (12) months period commencing on April 01 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

There are significant differences between Indian GAAP, the International Financial Reporting Standards (“IFRS”) and the Generally Accepted Accounting Principles in the United States of America (“U.S. GAAP”). Accordingly, the degree to which the Indian GAAP financial statements included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data. For further details in connection with risks involving differences between Indian GAAP and other accounting principles, see ***“Risk Factors - Significant differences exist between Indian GAAP and other accounting principles, such as Ind AS, IFRS and U.S. GAAP, which may be material to investors’ assessments of our financial condition, result of operations and cash flows.”*** on page 57 of this Red Herring Prospectus.

Any percentage amounts, as set forth in ***“Risk Factors”, “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”*** and elsewhere in the Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, 2018, as stated in the report of our Peer Review Auditor, set out in section titled ***“Financial Information of the Company”*** beginning on page 211 of this Red Herring Prospectus. The company does not have any subsidiary as on date of the Red Herring Prospectus.

For additional definitions used in this Red Herring Prospectus, see the section ***“Definitions and Abbreviations”*** on page 1 of this Red Herring Prospectus. In the section titled ***“Main Provisions of the Articles of Association of our Company”***, on page 368 of the Red Herring Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

Certain Non-GAAP Measures and certain other statistical information relating to our operations and financial performance like EBITDA, EBITDA Margin, PAT Margin, and others, have been included in this Red Herring Prospectus. We compute and disclose such Non-GAAP measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These Non- GAAP measures

and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by the accounting standards and may not be comparable to similarly titled measures presented by other companies.

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

Unless stated otherwise, industry and market data used in this Red Herring Prospectus, including in **‘Industry Overview’** and **‘Our Business’** on page 118 and page 139, respectively, has been obtained or derived from publicly available information as well as a report titled **“Industry Research Report on Steel Wire”** dated May 08, 2025 prepared and issued by CARE and publicly available information as well as other industry publications and sources, appointed by us pursuant to an engagement letter dated January 10, 2025 and exclusively commissioned and paid for by us in connection with the Offer. A copy of the CareEdge Report is available on the website of our Company at <https://systematicindustries.com/>. Further, CARE through their letter dated May 09, 2025 has accorded their no objection and consent to us the CARE Report, in full or in part, in relation to the Offer. Further CARE through their letter has confirmed that they are independent agency and was appointed by our Company and is not connected to our Company, our Directors, our Promoters, our Key Managerial Personnel and Senior Management or BRLMs. For risks in relation to commissioned reports, see **“Risk Factors - We have relied on a third party industry report which has been used for industry related data in this Red Herring Prospectus and such data have not been independently verified by us.”** on page 36 of this Red Herring Prospectus.

Except for the CareEdge Report we have not commissioned any report for purposes of this Red Herring Prospectus and any market and industry related data, other than that extracted or obtained from the CARE Report, used in this Red Herring Prospectus has been obtained or derived from publicly available documents and other industry sources.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but accuracy, completeness and underlying assumptions of such third-party sources are not guaranteed. The data used in industry sources and publications may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable. The data used in the industry sources and publication involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the **‘Risk Factors’** on page 36 of this Red Herring Prospectus. Accordingly, investors should not place undue reliance on, or base their investment decision on this information.

Although we believe that the industry and market data used in this Red Herring Prospectus is reliable, industry sources and publications may base their information on estimates and assumptions that may prove to be incorrect. The extent to which the market and industry data used in this Red Herring 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. In addition, certain data in relation to our Company used in this Red Herring Prospectus has been obtained or derived from the CareEdge Report which may differ in certain respects from our Restated Financial Information as a result of, inter alia, the methodologies used in compiling such data. Accordingly, investment decision should not be made based on such information.

In accordance with the SEBI ICDR Regulations, the section **‘Basis for Offer Price’** on page 109, includes information relating to our peer companies and industry averages. Such information has been derived from publicly available sources. Such industry sources and publications are also prepared based on information as at specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base this information on estimates and assumptions that may prove to be incorrect. Accordingly, investment decision should not be made solely based on such information.

### ***The CareEdge Report is subject to the following disclaimer:***

This Red Herring Prospectus contains certain data and statistics from the CARE Report, which is subject to the following disclaimer:

This report is prepared by CARE Analytics and Advisory Private Limited (CareEdge Research). CareEdge Research has taken utmost care to ensure accuracy and objectivity while developing this report based on information available in CareEdge

Research's proprietary database, and other sources considered by CareEdge Research as accurate and reliable including the information in public domain. The views and opinions expressed herein do not constitute the opinion of CareEdge Research to buy or invest in this industry, sector or companies operating in this sector or industry and is also not a recommendation to enter into any transaction in this industry or sector in any manner whatsoever.

This report has to be seen in its entirety; the selective review of portions of the report may lead to inaccurate assessments. All forecasts in this report are based on assumptions considered to be reasonable by CareEdge Research; however, the actual outcome may be materially affected by changes in the industry and economic circumstances, which could be different from the projections.

Nothing contained in this report is capable or intended to create any legally binding obligations on the sender or CareEdge Research which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. CareEdge Research is also not responsible for any errors in transmission and specifically states that it, or its Directors, employees, parent company – CARE Ratings Ltd., or its Directors, employees do not have any financial liabilities whatsoever to the subscribers/users of this report. The subscriber/user assumes the entire risk of any use made of this report or data herein. This report is for the information of the authorized recipient in India only and any reproduction of the report or part of it would require explicit written prior approval of CareEdge Research.

CareEdge Research shall reveal the report to the extent necessary and called for by appropriate regulatory agencies, viz., SEBI, RBI, Government authorities, etc., if it is required to do so. By accepting a copy of this Report, the recipient accepts the terms of this Disclaimer, which forms an integral part of this Report.

#### **Currency of Financial Presentation**

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

Any percentage amounts, as set forth in "**Risk Factors**", "**Our Business**", "**Management's Discussion and Analysis of Financial Conditions and Results of Operations**" on page 36, 139 and 265 respectively of this Red Herring Prospectus, unless otherwise indicated, have been calculated based on our restated financial statements prepared in accordance with Indian GAAP.

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

## **FORWARD LOOKING STATEMENTS**

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

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

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

For further discussion of factors that could cause our actual results to differ, see the Section titled **“Risk Factors”, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations”** beginning on page 36, 139 and 265 respectively of the Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

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

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

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

*The following is a general summary of certain disclosures and terms of the Offer included in this Red Herring Prospectus and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Red Herring Prospectus or the Red Herring Prospectus when filed, 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 Red Herring Prospectus, including the sections “Risk Factors”, “The Offer”, “Capital Structure”, “Objects of the Offer”, “Industry Overview”, “Our Business”, “Our Promoter and Promoter Group”, “Financial Information”, “Management’s Discussions and Analysis of Financial Position and Results of Operations”, “Outstanding Litigation and Material Developments”, “Offer Structure”, “Offer Procedure” and “Description of Equity Shares and Terms of the Articles of Association” on pages 36, 62, 82, 100, 118, 139, 205, 211, 265, 275, 327, 332 and 368, respectively.*

### **Summary of Primary Business of our Company:**

Incorporated in year 2000, we are an ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018 certified company operating in the steel wire industry and engaged in the business of manufacturing and supplying of various steel wires and cables, catering to the needs of power transmission, infrastructure, telecommunications, agro-based and allied industries. Our product portfolio includes Steel wires such as Carbon steel wire (MS Wire), High carbon wire (HC Wire), Mild Steel (MS) Wire, Galvanized Iron (GI) Wire, Cable Armour Wire, Aluminium conductor steel-reinforced cable (ACSR Core wire), Aluminium Clad Steel (ACS) Wire etc. along with Optical Ground Wires (OPGW) and Optical Fibre Cable (OFC), which has electrical and mechanical properties that are suitable for applications in power generation, data transmission and distribution, thus, ensuring efficiency and reliability across various aforementioned industries.

*For further details, please refer to the chapter titled “Our Business” beginning on page 139 of this Red Herring Prospectus.*

### **Summary of the Industry in which our Company operates:**

The market size of Steel Wire Industry grew at a CAGR of 7.6% from CY19 to CY24 reaching an estimated market size of USD 113.4 billion by CY24. It is further projected to grow at a CAGR of 6% from CY24 to CY30 reaching market size of USD 161.2 billion by CY30. Steel wires are indispensable across a wide range of industries due to their remarkable strength, durability, and versatility. As of CY24 Automotive, Construction, and Telecommunication Industry hold the top three positions by market share for steel wire usage in end user industry, each accounting share of 21.1%, 16.1%, and 16%, respectively. They are also projected to hold the top three positions by CY30 with market shares of 22.1%, 16.1%, and 15.7% respectively. The top players in the industry include Tata Wires, Bansal Group, Systematic Group, and others, amongst which, Systematic Group holds the 3rd position in terms of installed capacity. (Source: CareEdge Report)

*For further details, please refer to the chapter titled “Industry Overview” beginning on page 118 of this Red Herring Prospectus.*

### **Our Promoters**

As on date of this Red Herring Prospectus, Siddharth Rajendra Agarwal and Satya Rajendra Agrawal are the Promoters of the Company.

*For further details, please refer to the chapter titled “Our Promoters & Promoter Group” beginning on page 205 of this Red Herring Prospectus.*

### **The Offer:**

The following table summarizes the details of the Offer. For further details, see “The Offer” and “Offer Structure” beginning on pages 62 and 327, respectively.

<b>Offer Equity Shares <sup>(1)</sup></b>	Offer of upto 59,28,000* Equity Shares of face value of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs.
<b>Consisting of:</b>	

Fresh Issue <sup>(2)</sup>	Upto 55,28,000 Equity Shares of face value of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs.
Offer for Sale <sup>(3)</sup>	Upto 4,00,000 Equity Shares of face value of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs by existing shareholder.
<b>Out of which:</b>	
<b>Market Maker Reservation Portion</b>	Upto 3,00,000 Equity Shares of face value of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs.
<b>Net Offer to the Public</b>	Upto 56,28,000 Equity Shares of face value of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs.

- 1) The Offer is being made in terms of Chapter IX of the SEBI ICDR Regulations, as amended from time to time. This Offer is being made by our company in terms of Regulation of 229 (2) of SEBI ICDR Regulations and amendments thereto 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.
- 2) The Offer has been authorized by the Board of Directors vide a resolution passed at its meeting held on April 15, 2025 and by the shareholder of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on April 18, 2025. Further, our Board has taken on record the consents of the Selling Shareholder by a resolution of our Board dated April 15, 2025.
- 3) Selling Shareholder have confirmed that the Offered Shares have been held by such Selling Shareholder for a period of at least one year immediately preceding the date of this Red Herring Prospectus and are accordingly eligible for being offered for sale in the Offer in compliance with the SEBI ICDR Regulations and amendments thereto. Further, Selling Shareholder have confirmed that their respective Offered Shares are compliant with the SEBI ICDR Regulation, 2018 read along with SEBI ICDR Regulation (Amendment) Regulations, 2025. For details on the Consent of the selling shareholder in relation to the offered shares, see “The Offer” and “Other Regulatory and Statutory Disclosures” on pages 62 and 300, respectively.

The Offer and Net Offer shall constitute 26.55 % and 25.20 % of the post-offer paid-up Equity Share capital of our Company.

### **Objects of the Offer**

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

		(Rs. in lakhs)
Sr. No	Particulars	Amount
1.	Repayment and/or pre-payment, in part or full, of certain borrowings availed by our Company	9,500.00
2.	General Corporate Purpose	[●]
	<b>Total*</b>	[●]

\*To be determined upon finalisation of the Offer Price and updated in the Prospectus prior to filing with the RoC.

For further details, please refer to the chapter titled “Object to the Offer” beginning on page 100 of this Red Herring Prospectus.

### **Aggregate pre-Offer and post-Offer shareholding of Promoters, members of our Promoter Group and Selling Shareholder as a percentage of our paid-up Equity Share capital:**

Our Promoters and Promoter Group collectively holds 1,67,94,442 Equity shares of our Company aggregating to 99.95% of the pre-Offer paid up Share Capital of our Company. Following are the details of the shareholding of the Promoters and Promoter Group, Selling Shareholder, as on date of this Red Herring Prospectus: -

Sr. No	Category of Shareholders	Pre-Offer		Post-Offer	
		No. of Shares	% of pre-offer Capital	No. of Shares	% of post-offer Capital

	Promoters				
1.	Siddharth Rajendra Agarwal	1,51,21,217	89.99	1,51,21,217	67.71
2.	Satya Rajendra Agrawal	1,52,150	0.91	1,52,150	0.68
	<b>Sub Total (A)</b>	<b>1,52,73,367</b>	<b>90.90</b>	<b>1,51,21,217</b>	<b>68.39</b>
	Promoter Group				
3.	Siddhant Ispat Private Limited^	15,19,375	9.04	11,19,375	5.01
4.	Shruti Agrwal	1,700	0.01	1,700	0.01
	<b>Sub Total (B)</b>	<b>15,21,075</b>	<b>9.05</b>	<b>11,21,075</b>	<b>5.02</b>
	<b>Grand Total (A+B)</b>	<b>1,67,94,442</b>	<b>99.95</b>	<b>1,63,94,442</b>	<b>73.41</b>

^As mentioned above, Siddhant Ispat Private Limited (“Selling Shareholder”) is offering 4,00,000 equity shares to public in this Offer and post offer the holding of Siddhant Ispat Private Limited has been reduce to 11,19,375 equity shares.

For further details, please refer to the chapter titled “*Capital Structure*” beginning on page 82 of this Red Herring Prospectus.

#### Aggregate pre-Offer shareholding of our Promoters, our Promoter Group and the additional Top 10 Shareholders:

The aggregate pre-Offer shareholding of our Promoters, our Promoter Group and the additional top 10 Shareholders as a percentage of the pre-Offer Paid-up Equity Share capital of our Company is set out below:

Sr. No.	Pre-Offer shareholding as at the date of Advertisement			Post-Offer shareholding as at Allotment <sup>(3)</sup>			
	Shareholders	Number of Equity Shares <sup>(2)</sup>	Share Holding (in%) <sup>(2)</sup>	At the lower end of the price band (₹[●])		At the upper end of the price band (₹[●])	
				Number of Equity Shares <sup>(2)</sup>	Share holding (in%) <sup>(2)</sup>	Number of Equity Shares <sup>(2)</sup>	Share holding (in%) <sup>(2)</sup>
Promoters							
1.	Siddharth Rajendra Agarwal	1,51,21,217	89.99	[●]	[●]%	[●]	[●]%
2.	Satya Rajendra Agrawal	1,52,150	0.91	[●]	[●]%	[●]	[●]%
	Sub Total (A)	1,52,73,367	90.90	[●]	[●]%	[●]	[●]%
Promoter Group							
3.	Siddhant Ispat Private Limited	15,19,375	9.04	[●]	[●]%	[●]	[●]%
4.	Shruti Agrwal	1,700	0.01	[●]	[●]%	[●]	[●]%
	Sub Total (B)	15,21,075	9.05	[●]	[●]%	[●]	[●]%
Top 10 Shareholders							
5.	Dwarika Prasad Agrawal	1,700	0.01	[●]	[●]%	[●]	[●]%
6.	Vikas Navin Hegde	1,700	0.01	[●]	[●]%	[●]	[●]%
7.	Alpa Jyoten Kamdar	1,700	0.01	[●]	[●]%	[●]	[●]%
8.	Madhuri Abhijeet Baloji	1,000	0.01	[●]	[●]%	[●]	[●]%
9.	Prasant Prasad Nair	1,000	0.01	[●]	[●]%	[●]	[●]%
10.	Gunjan Mahesh Saboo	1,700	0.01	[●]	[●]%	[●]	[●]%
	Sub Total (C)	8,800	0.05	[●]	[●]%	[●]	[●]%
	Total (A+B+C)	1,68,03,242	100.00	[●]	[●]%	[●]	[●]%

#### Notes:

- 1) The Promoter Group shareholders are Siddhant Ispat Private Limited and Shruti Agrwal.
- 2) Includes all options that have been exercised until date of prospectus and any transfers of equity shares by existing shareholders after the date of the pre-issue and price band advertisement until date of prospectus.
- 3) Based on the Issue price of ₹[●] and subject to finalization of the basis of allotment.
- 4) As on the date of this Red Herring Prospectus, we have total 10 (Ten) shareholders, out of which only 6 (Six) are Public Shareholders.

**Summary of Restated Financial Information:**

Following are the details as per the restated financial statements as at and for the financial year ended March 31, 2025, March 31, 2024, March 31, 2023: -

(₹ in Lakhs, except per share data)

Sr. No	Particulars	For the year ended on		
		31-Mar-25	31-Mar-24	31-Mar-23
1.	Equity Share Capital	1,680.32	98.84	65.90
2.	Net Worth	8,083.07	6,236.92	4,963.46
3.	Total Income	44,920.61	37,260.38	32,190.05
4.	Profit / (Loss) after tax	1,846.15	1,240.51	631.20
5.	Earnings per Share (based on Weighted Average Number of Shares)	10.99	10.18	5.18
6.	Net Asset Value per equity Share (based on Weighted Average Number of Shares)	48.10	51.17	40.74
7.	Total Borrowings (including current maturities of long term borrowings)	9,912.47	7,900.19	6,226.41

For further details, please refer to the section titled ***“Financial Information of the Company”*** beginning on page 211 of this Red Herring Prospectus.

**Auditor qualifications which have not been given effect to in the Restated Financial Information:**

There are no qualifications included by the Statutory Auditors in their audit report and hence no effect is required to be given in the Restated Financial Statement.

**Summary table of Outstanding Litigation:**

A summary of outstanding litigations proceedings involving our Company, Promoters, Directors and Group Companies as on the date of this Red Herring Prospectus are as below: -

(Rs. in lakhs)

Sr. No.	Particulars	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceeding	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Other Material Civil Proceedings*	Aggregate Amount Involved**
<b>1.</b>	<b>Company</b>						
	By the Company	88.95	-	-	-	50.26	139.21
	Against the Company	-	8.27	-	-	6.37	14.64
<b>2.</b>	<b>Promoters &amp; Directors</b>						
	By the Promoter & Directors	-	-	-	-	-	-
	Against the Promoter & Directors	-	21.28	-	-	-	21.28
<b>3.</b>	<b>Group Companies (Material to our Company)</b>						
	By the Group Companies	-	-	-	-	-	-
	Against the Group Companies	-	-	-	-	-	-

\* In accordance with the Materiality Policy.

\*\* To the extent quantifiable.

For further details, please refer to the chapter titled ***“Outstanding Litigations and Material Developments”*** on page 275 of this Red Herring Prospectus.

**Risk Factors:**

An investment in the Equity Shares involves a high degree of risk. Potential Investors should carefully consider all the information in this Red Herring Prospectus and are advised to read the section titled **“Risk Factors”** beginning on page 36 of this Red Herring Prospectus, including the risks and uncertainties, before making/ taking an investment decision in our Equity Shares.

**Summary of Contingent Liabilities:**

Except as mentioned below, there are no other Contingent Liabilities of the Company for the financial year ended on March 31, 2025, 2024 and 2023.

(Rs. in lakhs)

Particulars	As at		
	31/03/2025	31/03/2024	31/03/2023
<b>Contingent liabilities in respect of:</b>			
Claims against the company not acknowledged as debts {Outstanding Income Tax Demand}* & {TDS Default}**	2.16	1.24	0.71
Guarantees given on Behalf of the Company	423.02	315.26	291.26
<b>Total</b>	<b>425.19</b>	<b>316.51</b>	<b>291.97</b>

\* As of March 31, 2025, the total balance of claims against the company not acknowledged as debts, pertaining to Outstanding Income Tax Demand, amounts to Rs. 1.68 lakhs. This includes Outstanding Income Tax demand relating to periods prior to the financial year 2022-23 totalling Rs. 1.21 Lakhs and interest amount of Rs. 0.09 lakhs

\*\* As of March 31, 2025, the total balance of claims against the company not acknowledged as debts, pertaining to TDS defaults, amounts to Rs. 6.59 lakhs. This includes TDS defaults relating to periods prior to the financial year 2022-23, totalling Rs. 2.87 Lakhs.

For further details, please refer to **Note-X - Contingent Liabilities** of the chapter titled **“Financial Information of the Company”** on page 250 of this Red Herring Prospectus.

**Summary of Related Party Transactions:**

As per the Restated Financial Information as at and for the financial year ended March 31, 2025, March 31, 2024 and March 31, 2023, following are the details of the related party transactions of our Company:

**(a) List of Related Parties**

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

Sr. No.	Name of the Person / Entity	Relation
1.	Siddharth Rajendra Agrawal	Chairman & Managing Director
2.	Satya Rajendra Agrawal	Non-Executive Director
3.	Vikas Navin Hegde	Whole Time Director (w.e.f January 30, 2025)
4.	Bhagwan Das	Independent Director (w.e.f January 15, 2025)
5.	Archana Surendra Yadav	Independent Director (w.e.f January 15, 2025)
6.	Dimple Lalwani	Company Secretary and Compliance Officer (w.e.f January 01, 2025)
7.	Dwarika Prasad Agrawal	Chief Financial Officer (w.e.f December 19, 2024)
8.	Shweta Siddharth Agarwal	Relative of Director
9.	Shruti Agrwal	Relative of Director
10.	S R Agarwal HUF	HUF of Director
11.	Rajendra Jaganprasad Agrawal	Relative of Director
12.	Ashwani Agrawal	General Manager

13.	Siddhant Ispat Pvt Ltd	Company in which Directors are interested
14.	Systematic Steel Industries Pvt Ltd	Company in which Relative of Directors are interested
15.	Veritas Industries Pvt. Ltd.	Company in which Directors are interested
16.	Wire Brigade Industries Pvt. Ltd.	Company in which Directors are interested
17.	M/s Redragaa [Partnership Firm]	Firm in which Directors & Relative of Directors are interested

**(b) Transaction with related Parties: -***(Rs. in Lakhs)*

Sr. No.	Particulars	For the financial year ended		
		31.03.2025	31.03.2024	31.03.2023
<b>1</b>	<b>Remuneration Paid to Directors/Non-Executive Director</b>			
i)	Siddharth Rajendra Agrawal	32.00	32.00	32.00
ii)	Vikas Navin Hegde*	8.35	-	-
iii)	Bhagwan Das	0.25	-	-
iv)	Archana Surendra Yadav	0.25	-	-
V)	Dimple Lalwani	0.75	-	-
Vi)	Ashwani Agrawal	9.90	11.77	12.42
Vii)	Dwarika Prasad Agrawal**	6.65	-	-
<b>2</b>	<b>Salary</b>			
i)	Shweta Siddharth Agarwal	20.00	20.00	20.00
<b>3</b>	<b>Rent Expenses</b>			
i)	Shweta Siddharth Agarwal	60.50	55.84	47.52
ii)	Siddhant Ispat Pvt Ltd.	60.00	48.00	24.00
<b>4</b>	<b>Rent Income</b>			
i)	Veritas Industries Pvt Ltd.	11.00	10.00	-
<b>5</b>	<b>Professional Expense</b>			
i)	M/s Redragaa [Partnership Firm]	1.42	3.43	1.83
<b>6</b>	<b>Job Work Expenses</b>			
i)	Veritas Industries Pvt. Ltd.	796.22	597.43	539.21
<b>7</b>	<b>Manpower supply</b>			
i)	Siddhant Ispat Pvt Ltd	313.32	251.76	33.11
ii)	Systematic Steel Industries Private Limited	88.72	121.43	89.25
<b>8</b>	<b>Sales of Goods</b>			
i)	Veritas Industries Pvt. Ltd.	600.88	357.65	587.37
ii)	Wire Brigade Industries Pvt. Ltd.	732.46	138.90	5.00
<b>9</b>	<b>Purchase of Goods</b>			
i)	Veritas Industries Pvt. Ltd.	585.11	1,497.51	791.45
ii)	Wire Brigade Industries Pvt Ltd	2,107.08	1,700.12	782.64
iii)	Siddhant Ispat Pvt Ltd	-	69.02	-
iv)	Systematic Steel Industries Private Limited	78.29	218.46	-
<b>10</b>	<b>Commission Income</b>			
i)	Wire Brigade Industries Pvt Ltd	33.31	-	-
<b>11</b>	<b>Interest Income on ICD</b>			
i)	Siddhant Ispat Pvt Ltd	7.77		

ii)	Systematic Steel Industries Private Limited	4.44		
<b>12</b>	<b>Loan Paid back by the Company</b>			
i)	Siddharth Rajendra Agrawal	-	-	70.00
<b>13</b>	<b>Inter-corporate Deposit</b>			
i)	Siddhant Ispat Pvt Ltd	350.00	-	-
ii)	Systematic Steel Industries Private Limited	200.00	-	-
<b>14</b>	<b>Balance Outstanding( Debtors &amp; Creditors)</b>			
i)	Wire Brigade Industries Pvt Ltd	0.53 Cr.	41.47 Cr.	24.71 Cr.
ii)	Veritas Industries Pvt Ltd	-	5.76 Dr.	27.74 Cr.
iii)	Siddhant Ispat Pvt Ltd	3.38 Dr.	335.97 Dr.	361.99Dr.
iv)	M/s Redragaa [Partnership Firm]	3.08 Dr	3.34 Cr.	0.24 Cr.
v)	Systematic Steel Industries Private Limited	84.08 Cr	689.15 Dr.	899.83 Dr.

\*Vikas Hegde' salary includes five months' salary as he was appointed as director w.e.f. 06.11.2024 & re-designated as WTD w.e.f. 30.01.2025

\*\*Dwarika Prasad Agrawal' salary includes four-month salary as he was appointed as CFO w.e.f. 19.12.2024

**Note:**

1. List of Related parties has been identified by the management and relied upon by the Auditor.
2. In case there is no transaction with any of the above related parties, only name of such related parties has been disclosed as required by AS- 18.
3. The remuneration to Key Managerial Personnel (KMP), Director and other related employees excludes the provisions made for gratuity as these are determined on an actuarial basis for the Company as a whole.

For further details, please refer to the “**Note -Y – Related Party Disclosures**” of chapter titled “**Financial Information of the Company**” on page 251 of this Red Herring Prospectus.

**Details of all financing arrangements whereby Directors and their relatives have financed the purchase by any other person of securities of the Company (other than in the normal course of the business of the financing entity) during the period of six months immediately preceding the date of this Red Herring Prospectus:**

There are no financing arrangements whereby the Promoters, members of the Promoter Group, the Directors of our Company and their relatives (as defined in Companies Act, 2013), have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Red Herring Prospectus.

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

The weighted average price at which specified securities were acquired by our Promoters and the Selling Shareholder in the last one year preceding the date of this Red Herring Prospectus is set forth below:

Sr. No.	Name of the Promoters and Selling Shareholder	No. of Shares acquired in last one year*	Weighted average price (in ₹)#
1.	Siddharth Rajendra Agarwal	1,42,35,216	Nil
2.	Satya Rajendra Agrawal	1,43,200	Nil
3.	Siddhant Ispat Private Limited^	14,30,000	Nil

^ Selling Shareholder.

\*Pursuant to allotment of Bonus Issue in the ratio of 16:1 vide Board Resolution dated September 28, 2024.

#As Certified by the Peer Review Auditor M/s. K A R M A & Co. LLP, Chartered Accountants vide their certificate dated May 05, 2025.

The weighted average cost of acquisition of Equity Shares by our Promoters/ selling shareholder have been calculated by taking into account the amount paid by them to acquire and Shares allotted to them divided by number of shares acquired in last one (1) year.

**Average cost of acquisition of Equity Shares for the Promoters and the Selling Shareholder:**

The average cost of acquisition per Equity Share held by our Promoters and Selling Shareholder as on the date of this Red Herring Prospectus is as follows:

Sr. No.	Name of Promoters and Selling Shareholder	No. of Shares held	Average Cost of Acquisition (in ₹)*
1.	Siddharth Rajendra Agarwal	1,51,21,217	4.42
2.	Satya Rajendra Agrawal	1,52,150	16.97
3.	Siddhant Ispat Private Limited^	15,19,375	37.06

^ Selling Shareholder.

\*As Certified by the Peer Review Auditor M/s. K A R M A & Co. LLP, Chartered Accountants vide their certificate dated May 05, 2025.

The average cost of acquisition of Equity Shares by our Promoters/ selling shareholder have been calculated by taking into account the amount paid by them to acquire the Equity Shares, by way of fresh issuance or transfer or bonus issue, etc. less amount received by them on sale of Equity Shares and the net cost of acquisition is divided by total number of shares held as on the date of the Red Herring Prospectus.

For further details of the average cost of acquisition of our Promoters, see chapter titled “**Capital Structure – Build-up of the shareholding of our Promoters in our Company since incorporation**” on page 89 of this Red Herring Prospectus.

**Pre-IPO placement:**

Our Company is not considering any pre-IPO placement of equity shares of the Company.

**Issuance of Equity Shares in the last one year for consideration other than cash in the last one year:**

Except as set out below, our Company has not issued any Equity Shares for consideration other than cash in the one (1) year preceding the date of this Red Herring Prospectus.

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons for Allotment	Benefits Accrued to our Company	Name of Allottee	No. of Shares Allotted
September 28, 2024	1,58,14,816	10	Nil	Bonus Issue in the ratio of (16:1)	Capitalization of Reserves & Surplus*	Siddharth Rajendra Agarwal	1,42,35,216
						Satya Rajendra Agrawal	1,43,200
						Siddhant Ispat Private Limited	14,30,000
						Shruti Agrwal	1,600
						Dwarika Prasad Agrawal	1,600
						Vikas Navin Hegde	1,600
						Alpa Jyoten Kamdar	1,600
						Total	1,58,14,816

\*Above allotment of shares has been made out of Reserve & Surplus available for distribution to shareholders and no part of revaluation reserve has been utilized for the purpose.

**Split / consolidation of Equity Shares in the last one year:**

Our company has not undertaken split or consolidation of its equity shares in the one year preceding the date of this Red Herring prospectus

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

Our Company has not applied or received any exemptions from SEBI from complying with any provisions of securities laws, as on the date of this Red Herring Prospectus.

### **SECTION III: RISK FACTORS**

An investment in our Equity Shares involves a high degree of financial risk. Prospective investors should carefully consider all the information in the Red Herring Prospectus, particularly the **“Financial Information of the Company”** and the related notes, **“Our Business”** and **“Management’s Discussion and Analysis of Financial Condition and Results of Operations”** on page 211, 139 and 265 respectively of this Red Herring Prospectus and the risks and uncertainties described below, before making a decision to invest in our Equity Shares.

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

This Red Herring Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Red Herring Prospectus. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Offer, including the merits and the risks involved. You should not invest in this Offer unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.

#### **Materiality**

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

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

#### **Note:**

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

In this Red Herring Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in **“Risk Factors”** on page 36 and **“Management Discussion and Analysis of Financial Condition and Results of Operations”** on page 265 of this Red Herring Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the **“Restated Financial Statements”**.

Unless otherwise indicated, industry and market data used in this section has been derived from the report titled **“Industry Research Report on Steel Wire”** dated May 08, 2025 (the **“CareEdge Report”**), which was prepared by CARE Analytics and Advisory Private Limited (**“CARE”**). We commissioned CARE to prepare the CareEdge Report specifically for the purpose of the Offer for an agreed fee pursuant to the engagement letter dated January 10, 2025. For more details on the CareEdge Report, see **“Certain Conventions, Presentation of Financial Information, Industry and Market Data – Industry and Market Data”** beginning on page 23 of this Red Herring Prospectus. The CareEdge Report forms part of the material contracts for inspection and will be accessible on our Company’s website at <https://systematicindustries.com/>.

### **INTERNAL RISK FACTORS**

- 1. Our business is capital intensive in nature for which we need to raise additional funds whenever required. Such excessive dependency on debt funds for capital expansion may result into increase in finance cost to the company and impact the profitability of the company, which could materially and adversely affect our business, financial position and results of operations.***

We require significant amount of capital for purchasing the various Steel wires, Optical Ground Wires (OPGW) and Optical Fibre Cable (OFC) manufacturing machines and equipments such as Wire Drawing Machine, ACS Rewinding Machine, Lath Machine, Drilling Machine, High carbon machine, Torsion machine, Sheathing Line etc. along with various quality testing equipments such as Horizontal Tensile Testing machine, Cable Bend Testing Machine, Sheave testing Machine, Torsion Testing Machine, Crush Testing Machine, Abrasion Testing Machine, Impact Testing Machine, galloping testing machine, Aeolian Vibration Testing Machine, Creep Testing Machine, Humidity Test Chamber etc. Failure to obtain additional financing on terms commercially acceptable to us may adversely affect our ability to grow our business and increase/maintain our future profitability. As of March 31, 2025, March 31, 2024 and March 31, 2023 our net fixed assets towards plant and machinery were Rs. 3,914.57 lakhs, Rs. 1,577.44 lakhs and Rs. 1,686.17 lakhs, respectively which accounts for 64.63%, 61.13% and 63.15% of the total net block for the respective period. As a result, we may need to incur additional indebtedness in the future to meet the requirement of our capital expenditure. If such additional indebtedness increases more than our operating income, we may not be able to serve our debts and interest cost on time which may affect our business, financial position and results of operations.

Further, our ability to obtain such financing on acceptable terms is dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, levels of our existing indebtedness, future financial condition, results of operations and cash flows and other factors beyond our control. There can be no assurance that we will be able to raise additional financing on favorable terms in a timely manner or at all. If we are unable to raise additional funds whenever required, or on terms favorable/acceptable to us, we may be required to scale down or abandon our expansion & growth plans and/or reduce capital expenditures and the size of our operations, any of which could materially and adversely affect our business, financial position and results of operations.

Our capital expenditure requirements and growth strategy require continued access to significant amounts of capital on acceptable terms, as our continuous cash flows are the source for purchase of new equipment, which is directly responsible for our business growth. We cannot assure you that market conditions and other factors will permit financing through debt or equity, on terms acceptable to us or at all. We strive to maintain strong relationships with banks to increase our financing flexibility. However, we cannot assure you that our relationships with lenders will not change or that lenders will continue lending practices we are familiar with.

Our lenders may implement new credit policies, adopt new pre - qualification criteria or procedures, raise interest rates or add restrictive covenants in loan agreements, some or all of which may significantly increase our financing costs, or prevent us from obtaining financings totally. As a result, our revenue growth may reduce, and our business, financial condition and results of operations may be affected. All of these factors may result in an increase in the amount of our borrowings and the continued increase in capital requirements may have an adverse effect on our financial condition and results of operations. For further details, kindly refer section titled ***“Financial Information of the Company”*** beginning on Page 211 of this Red Herring Prospectus.

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

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

Additionally, our company has made following applications which are pending for approval:

1. applied for Consolidated Consent and authorization under Air Act, 1981 through application no. 2063672 on January 31, 2025 for factory unit situated at Survey No. 172/P, Near Kanadi Phatak, Village Naroli, Silvassa, Dadra & Nagar Haveli – 396235, UT of Dadra & Nagar Haveli and Daman & Diu, India.
2. applied for Consent to Establish for installation of D.G. Set 325 KVA under Air Act, 1981 having application no. 2063826 on January 31, 2025 for factory unit situated at 174/1/2, Village Umerqui, Silvassa, Dadra & Nagar Haveli – 396230, UT of Dadra & Nagar Haveli and Daman & Diu, India.
3. applied for Consent to operate and consent to establish for factory unit situated at 174/1/2, Village Umerqui, Silvassa, Dadra & Nagar Haveli – 396230, UT of Dadra & Nagar Haveli and Daman & Diu, India vide application no. 1498027 dated June 13, 2023 and application no. 3311 dated December 28, 2013, respectively.
4. applied for Fire NoC for the factory situated at Plot No. 1717 to 1734, G.I.D.C., Village Sarigam, Tal. Umbergaon, Valsad – 396155, Gujarat, India, vide application no. 2025/00112633 dated March 10, 2025.

Also, our company is in the process of making application for change in its name in some of the required Government approvals, which are not in its name as on the date of this Red Herring Prospectus. For details regarding government and other approvals, please refer to section titled **“Government and Other Approvals”** beginning on page 285 of the Red Herring Prospectus. There can be no assurance that the relevant authorities will issue or renew these approvals or licenses in a timely manner, or at all. In the event of any unanticipated delay in receipt of such approvals, the proposed capacity expansion plan may extend and any such delay could have an adverse impact on our growth, prospects, cash flows and financial condition.

The approvals required by our Company are subject to certain conditions and there can be no assurance that these would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business.

**3. *Our company has not complied with certain statutory provisions of the Companies Act, 2013. Such non-compliance may attract penalties against our Company which could impact the financial position of us to that extent.***

Our Company has not complied with certain statutory provisions under the Companies Act 2013 which inter-alia includes non-filing of form CHG-1 for creation of charge on certain vehicle loans taken in the past, which is non-compliance of section 77 of the Companies Act, 2013 read with rules made thereunder and attracts penalty under section 86 and/or other relevant provision(s) of Companies Act, 2013, as may be applicable. However, no such loans are outstanding as on date of this Red Herring Prospectus.

In the past, there have been certain instances of delays in filing statutory forms, which were subsequently regularized by payment of the additional fee as prescribed by the Registrar of Companies. The Board has taken note of these delays, which were primarily on account of operational issues such as pre-occupation of accounting staff, technical glitches on the MCA portal, and public/local holidays. In view of the above, the Board has authorized and appointed the Company Secretary & Compliance Officer of the Company to ensure that all requisite statutory returns are filed within the due dates prescribed by the respective statutory authorities. While no legal proceedings or regulatory action has been initiated against our Company in relation to such non-compliance or instances of non-filings or incorrect filings or delays in filing statutory forms with the RoC as of the date of this Red Herring Prospectus, we cannot assure you that such legal proceedings or regulatory actions will not be initiated against our Company in future and we cannot assure you that we will not be subject to penalties imposed by concerned regulatory authorities in this respect. Therefore, if the authorities impose monetary penalties on us or take certain punitive actions against our Company in relation to the same, our business, financial condition and results of operations could be adversely affected.

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

We are primarily engaged in the business of manufacturing and supplying of various steel wires which has electrical and mechanical properties that are suitable for application in various industries like: (a) Power and Transmission (b) Infrastructure (c) Agriculture (d) and others. Consequently, our revenues are dependent on the end user industries that use our products as an

input. The table set forth below provides industry segment split of our revenue from operations for the Fiscal 2025, Fiscal 2024 and Fiscal 2023.

*Amount in Rs. lakhs*

Industries Served	FY 2024-25	% to Total Sales	FY 2023-24	% to Total Sales	FY 2022-23	% to Total Sales
Power And Transmission	30,551.14	68.47	21,397.51	57.84	15,674.47	48.98
Infrastructures	10,862.07	24.34	12,517.07	33.83	13,172.79	41.16
Agriculture	2,680.32	6.01	2,726.65	7.37	2,075.28	6.48
Others	322.47	0.72	354.85	0.96	1,082.46	3.38
Telecommunication	205.71	0.46	-	-	-	-
<b>Total</b>	<b>44621.72</b>	<b>100.00</b>	<b>36996.08</b>	<b>100.00</b>	<b>32005.01</b>	<b>100.00</b>

Factors affecting any of these industries in general, or any of our customers in particular, could have a cascading adverse effect on our business, financial condition and results of operations. Such factors include, but are not limited to, the following:

- our customers' failure to successfully market their products or to compete effectively;
- change in any registration requirements or non-renewal of registrations or imposition of a regulatory ban, or trade sanctions imposed across the country or globally
- any such restrictions on the customer's business or final product;
- economic conditions of the markets in which our customers operate;
- regulatory issues faced by these industries in India and internationally;
- downturns or industry cycles that impact demand; and
- changes in technology or consumer requirements that alter demands for our products.

Further, in the fiscal 2024-25, we have also started manufacturing and supplying of Optical Ground Wires (OPGW) and Optical Fibre Cable (OFC), catering to the requirements of telecommunication industry, which we have not served earlier. While entering into a new industry can offer exciting opportunities, it also comes with its fair share of risks including but not limited to lack of industry knowledge, regulatory and compliance issues, Competitive pressure, market uncertainties, technology or infrastructure changes etc., any or all of which could affect our business, financial condition and results of operations.

In areas with less dense power line infrastructure or where transmission lines are difficult to access, these alternatives may be seen as more cost-effective options. This competition can limit the adoption of OPGW, particularly in regions where the infrastructure for traditional fibre optics or wireless systems is already well-established, which could affect our business, financial condition and results of operations.

**5. Our Company is dependent on limited number of suppliers, within limited geographical locations for procurement of raw materials. Any delay, interruption or reduction in the supply of raw materials required for our products may adversely affect our business, results of operations, cash flows and financial condition.**

We are dependent on third party suppliers for certain primary raw materials such as Mild Steel wire rod, Natural Fibre, colouring ink, Aluminium rod, zinc ingots, WR coil etc. We source raw materials majorly from various domestic suppliers. For the Fiscal 2025, Fiscal 2024 and Fiscal 2023, purchases from our Top 1, Top 3, Top 5 and Top 10 suppliers is mentioned below:

*Amount in Rs. Lakhs*

Particular	For the year ending					
	March 31, 2025	% to total Purchase	March 31, 2024	% to total Purchase	March 31, 2023	% to total Purchase
Top-1 Supplier	9,779.99	27.80	4,576.60	15.43	4,225.76	15.78
Top-3 Suppliers	17,503.42	49.76	12,423.36	41.89	11,519.77	43.02
Top-5 Suppliers	21,432.29	60.93	18,147.25	61.18	16,713.38	62.41
Top-10 Suppliers	26,909.78	76.50	24,714.73	83.32	21,916.14	81.85

We do not have any long-term supply contracts with these suppliers and therefore, we cannot assure that we shall always have a steady supply of raw material at prices favourable to us.

Any disruption of supply of raw materials from such suppliers could adversely impact our operations and business if we are unable to replace such suppliers in a timely manner. We cannot assure you that we will be able to enter into new arrangements with suppliers on terms acceptable to us, which could have an adverse effect on our ability to source raw materials in a commercially viable and timely manner, if at all, which may impact our business and profitability.

Additionally, we source our major raw materials requirement indigenously. Major portion of our purchases of raw materials for the financial year ended March 31, 2025, 2024 and 2023 is from the state of Maharashtra which is 45.47%, 41.41% and 30.81% of the total purchases of raw material, respectively, for the said period. Our cost of goods sold constituted a significant component of our expenditure and in Fiscal year ending 2025, 2024 and 2023 the same were Rs. 34,673.45 Lakhs, Rs. 28,805.84 lakhs and Rs. 25,768.51 lakhs respectively, which constituted, 81.70%, 80.92% and 82.21%, respectively, of our total expenses. For details related to purchases of raw materials, kindly refer section titled “**Financial Information of the Company**” beginning on Page 211 of this Red Herring Prospectus.

Inadequate supply of raw material caused either by a sudden change in the prices or imposition of any new taxes or loss of any of our existing major vendors for any reason or any adverse change in the policies of Central/State Government may affect the availability of such raw material which could have a material adverse effect on our business operations and profitability. Further, any materially adverse social, political or economic development, civil disruptions or changes in the policies of the state government or local governments may affect continuing operations at our factories and result in significant loss due to an inability to meet production schedules, which could materially affect our business reputation within the industry. If we cannot fully offset increases in the cost of raw materials, through increases in the prices for our products, we would experience lower margins and profitability, which would have a material adverse effect on our financial condition and results of operations. 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. Further, discontinuation of such supply or a failure of these suppliers to adhere to the delivery schedule or the required quality could hamper our production schedule and therefore affect our business and results of operations.

Though, we have not faced any such instance in past, there can be no assurance that demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages or delays in their supply of raw materials. If we were to experience a significant or prolonged shortage of raw materials from any of our suppliers and we cannot procure the raw materials from other sources, we would be unable to meet our production schedules for our key products and to deliver such products to our customers in a timely manner, which would adversely affect our sales, margins and customer relations.

Further, our Company has outstanding dues of trade payables for fiscal years ending March 2025, 2024 and 2023 of Rs. 1,375.27 Lakhs, Rs. 1,310.96 lakhs and Rs. 1,268.15 Lakhs respectively out of which outstanding due to Micro and Small Enterprises amounted to Rs. 96.57 lakhs, Rs. 104.27 lakhs and Rs. 4.72 lakhs respectively for the said period. In the past, we have delayed payments of Micro and Small Enterprises and any such delay in payment to our MSME creditors in future may result into demand for interest or penalty raised by the concerned authority.

For details related to outstanding trade payables, kindly refer section titled “**Financial Information of the Company**” beginning on Page 211 of this Red Herring Prospectus.

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

All our products and manufacturing processes are subject to stringent quality standards and specifications as specified by our customers. Given the nature of our products and the sector in which we operate, we believe that our customers have high standards for product quality and delivery schedules. Adherence to quality standards is a critical factor as a defect in products manufactured by our Company or failure to comply with the specifications of our customers may, in turn, lead to the manufacture of faulty end-products. This may lead to cancellation of supply orders by our customers. As a result, any failure on our part to maintain applicable standards and manufacture products according to prescribed quality specifications, may lead to loss of reputation of our Company, cancellation of the order, loss of customers, rejection of the product, which will require us to incur additional cost to replace the rejected product, all or any of which could have adverse effect on our business and financial condition.

For further details, please refer to the section titled “**Our Business**” beginning on page 139 of this Red Herring Prospectus.

**7. *We do not own the registered office, office and one factory from which we carry out our business activities. In case of nonrenewal of rent agreements or dispute in relation to use of the said premise, our business and results of operations can be adversely affected.***

Our registered office situated at 418, 4<sup>th</sup> Floor, Nirmal Corporate Center, L.B.S. Marg, Mulund (West), Mumbai - 400080, Maharashtra, India, office situated at 419 & 420, 4<sup>th</sup> Floor, Nirmal Corporate Center, L.B.S. Marg, Mulund (West), Mumbai - 400080, Maharashtra, India and Factory situated at 174/1/2, Village Umerqui, Silvassa – 396230, UT of Dadra & Nagar Haveli and Daman & Diu, India, from which we carry out our business activities, are being taken by us on lease/rent. However, the said factory is owned by our group company i.e. Siddhant Ispat Private Limited. In the event of termination/non-renewal of said agreements, we may be required to vacate the said premises which may cause disruption in our inventory management, corporate affairs and business and impede our effective operations which could temporarily impact on our business operations until we get suitable alternative premises.

Furthermore, Revenue record for the factory situated at Survey No. 269, Village Sayli, Silvassa, Dadra & Nagar Haveli – 396230, UT of Dadra & Nagar Haveli and Daman & Diu, India, is still in the old name of the company i.e. Systematic Intel Industries Limited and current name is yet to be updated in the same. For details on the duration of existing rent/lease agreements for our premises, please refer to the section titled ***“Our Business”*** beginning on page 139 of this Red Herring Prospectus.

There can be no assurance that we will, in the future, be able to renew the agreements for the existing locations on same or similar terms, or will be able to find alternate locations for the offices on similar terms favourable to us, or at all. We may also fail to negotiate the renewal of our rent agreements for our premises, either on commercially acceptable terms or at all, which could result in increased rental rates for subsequent renewals or searching of new premises, affecting our financial condition and operations. In the event that the rent agreement is terminated or they are not renewed on commercially acceptable terms, we may suffer a disruption in our factory operations which could affect our business, financial condition and results of operations.

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

We conduct our operations through our multiple factories located in the state of Gujarat & Union Territory of Dadra & Nagar Haveli and Daman & Diu. Our largest factory which is located in Gujarat is spread across approximately 11,988 Sq. Mtrs. The core of our business relies on efficient management of the factories, however our operations face a spectrum of operational risks, some of which are beyond our control, such as the breakdown, failure of equipment or industrial accidents, severe weather conditions and natural disasters. Any significant malfunction or breakdown of our machinery, our equipment, our reactors, our process systems, our IT systems may entail significant repair and maintenance costs and cause delays in our operations. If we are unable to repair our assets and systems in a timely manner or at all, our operations may be impacted until we procure the appropriate assets to replace them. In addition, we may be required to carry out planned shutdowns of our factories for maintenance, testing or may shut down certain facilities for capacity expansion and equipment upgrades. Such events could disrupt our operations and may have a material adverse effect on our business, financial condition and results of operations. Further, we may be subject to manufacturing disruptions due to contraventions by us of any of the conditions of our regulatory approvals, which may require our factories to cease, or limit, production until the disputes concerning such approvals are resolved. While we have not encountered any significant disruptions at our factories in recent years, we cannot guarantee that future disruptions will not occur. Our inability to effectively respond to such events and rectify any disruption, in a timely manner and at an acceptable cost, could lead to the slowdown or shutdown of our operations or the under-utilization of our manufacturing capacities, which in turn may have an adverse effect on our business, financial condition and results of operations.

For details of our factories, please refer to the section titled ***“Our Business”*** beginning on page 139 of this Red Herring Prospectus.

**9. *We have experienced negative operating cash flows in the past. Any operating losses or negative cash flows in the future could adversely affect our results of operations and financial conditions.***

As per our Restated Financial Statements, our cash flows are as set out below: -

(Rs. in lakhs)

Particulars	For the year ended		
	31-Mar-25	31-Mar-24	31-Mar-23
Net cash from operating activities	761.58	1518.56	(675.05)
Net cash flow from investing activities	(1,998.70)	(2,445.98)	(1,496.78)
Net cash flow from financing activities	1,210.84	975.53	2,191.04

Cash flow of a company is a key indicator to show the extent of cash generated to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. Any operating losses or negative cash flows could adversely affect our results of operations and financial conditions. If we are not able to generate sufficient cash flows, it may adversely affect our business and financial operations.

**10. The restated financial statements have been provided by peer reviewed chartered accountants who is not statutory auditor of our Company.**

The restated financial statements of our Company for the financial years ended March 31 2025, 2024 and 2023 has been provided by a peer reviewed chartered accountant who is not the statutory auditor of our Company. However, our statutory auditor holds a valid peer reviewed certificate but due to his preoccupation the restated financial statements has been provided by the said peer reviewed chartered accountant.

**11. Our business operations are concentrated in certain geographical regions and we generate major portion of turnover from these regions or nearby regions only. Any adverse developments affecting our operations in these regions could have an adverse impact on our revenue and results of operations.**

We generate a notable portion of our turnover from the State of Gujarat. For the financial year ended March 31, 2025, March 31, 2024 & March 31, 2023, we derived notable portion of our revenue from the state of Gujarat i.e. 25.83%, 24.93% and 25.50% of total revenue from operations, respectively and we derived 77.85%, 75.72% and 81.34% of total revenue from operations from top-5 states in India, respectively, for financial year ended March 31, 2025, March 31, 2024 & March 31, 2023. For details related to total revenue from operations, kindly refer section titled “*Financial Information of the Company*” beginning on Page 211 of this Red Herring Prospectus.

We carry our entire operations from factories located in the state of Gujarat & Union Territory of Dadra & Nagar Haveli and Daman & Diu. Due to the geographical concentration of our factories in these locations, our operations are prone to local, regional and environmental factors. Any materially adverse social, political or economic development, civil disruptions, or changes in the policies of the state/central government or state or local governments, may require a modification of our business strategy, or require us to incur significant capital expenditure or suspend our operations. Any such adverse development affecting continuing operations at our factories could result in significant loss due to an inability to meet customer orders and production schedules, which could materially affect our business reputation within the industry. Though no such events occurred in past, the occurrence of or our inability to effectively respond to, any such events or effectively manage the competition in the region, could have an adverse effect on our business, results of operations, financial condition, cash flows and future business prospects. We also sale our products in the state of Maharashtra, Telangana, Karnataka, Rajasthan, Tamil-Nadu, Madhya-Pradesh etc. and also export thus we compete with new/existing players in said locations, who might have an established presence in the particular region, and are more familiar with the business practices and have stronger relationships with customers, relevant government authorities, suppliers or are in a stronger financial position than us, all of which may give them a competitive advantage over us. Our inability to expand into other areas may adversely affect our business prospects, financial conditions and results of operations.

**12. Any failure to adapt to industry trends, evolving automated technologies, precision working and quality management to meet our customers’ demands may materially and adversely affect our business and results of operations.**

Steel wire manufacturing, Galvanized wire, OPGW, Optic Fiber industry faces the challenge of keeping up with technological advancements and avoiding product obsolescence. Companies must innovate to meet the growing demand for more efficient and reliable solutions, failing which could harm competitiveness.

Further, changes in customers’ preferences, regulatory or industry requirements, or competitive technologies may render certain of our products obsolete or less attractive. Our ability to anticipate and successfully develop and introduce new or enhanced products on a timely basis may impact our revenue and results of operation. Our competition varies by customer requirements,

geographic areas and type of product. Our customers consider many factors when choosing suppliers, including product quality, technology, cost, delivery and service, as well as quality and depth of senior level relationships, and other business factors. There can be no assurance that we will be able to secure the necessary technological knowledge to enable us to develop our product portfolio as planned. Our failure to successfully adopt such technologies in a cost effective and a timely manner may increase our costs and lead to us being less competitive.

**13. Trade receivables and Inventories form a major part of our current assets. Failure to manage our inventory and trade receivables could have an adverse effect on our sales, profitability, cash flow and liquidity.**

Trade receivables and Inventories form a major part of our current assets. The results of operations of our business are dependent on our ability to effectively manage our trade receivables and inventory. To effectively manage our trade receivables, we must be able to accurately evaluate the credit worthiness of our customers and ensure that suitable terms and conditions are given to them in order to ensure our continued relationship with them. However, if we fail to accurately evaluate the credit worthiness of our customers, it may lead to bad debts, delays in recoveries and / or write-offs which could lead to a liquidity crunch, thereby adversely affecting our business and results of operations. During the Fiscals 2025, 2024 and 2023 our trade receivables were Rs. 7903.85 lakhs, Rs. 5206.48 lakhs and Rs. 5803.39 lakhs. We may be subject to working capital risks due to delays or defaults in payment by customers, which may restrict our ability to procure raw materials and make payments when due. In addition, any delay or failure on our part to supply the required quantity or quality of products, within the time stipulated by our agreements, to our customers may in turn cause delay in payment or refusal of payment by the customer. Such defaults/delays by our customers in meeting their payment obligations to us may have a material effect on our business, financial condition and results of operations. Such situation may require an additional and consequently, higher finance cost which will adversely impact our profitability.

Further, to effectively manage our inventory, we must be able to accurately estimate customer demand / potential orders and supply requirements and purchase new inventory accordingly. However, if we misjudge expected customer demand / potential orders, it could cause either a shortage of products or an accumulation of excess inventory. During the Fiscals 2025, 2024 and 2023 our inventories were Rs. 4019.59 lakhs, Rs. 3427.29 lakhs and Rs. 2569.35 lakhs.

Additionally, such working capital requirement in addition to the capital intensive nature of the business may lead to a disparity in short-term & long-term borrowings of the company, which may in turn affect the working capital cycle of the company having an impact on financial stability of the company. For details related to inventories and trade receivables and long-term & short-term borrowings, kindly refer section titled “**Financial Information of the Company**” beginning on Page 211 of this Red Herring Prospectus.

**14. Our Company, Promoters and Directors are party to certain legal proceedings and potential litigations. Any adverse decision in such proceedings may render us/ them liable to liabilities/ penalties/ prosecutions and may adversely affect our business and results of operations.**

Our Company, Promoters and Directors are party to certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts, tribunals and government departments. Mentioned below are the details of the proceedings involving our Company, Promoters & Directors as on the date of this Red Herring Prospectus along with the amount involved.

**Litigations against the Company, Promoters & Directors: -**

(Rs. in lakhs)

Sr. No.	Particulars	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceeding	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Other Material Civil Proceedings*	Aggregate Amount Involved**
<b>1.</b>	<b>Company</b>						
	By the Company	88.95	-	-	-	50.26	139.21
	Against the Company	-	8.27	-	-	6.37	14.64
<b>2.</b>	<b>Promoters &amp; Directors</b>						

	By the Promoter & Directors	-	-	-	-	-	-
	Against the Promoter & Directors	-	21.28	-	-	-	21.28
<b>3.</b>	<b>Group Companies (Material to our Company)</b>						
	By the Group Companies	-	-	-	-	-	-
	Against the Group Companies	-	-	-	-	-	-

\* In accordance with the Materiality Policy.

\*\*Amount mentioned to the extent quantifiable. The amount may be subject to additional interest/other charges being levied by the concerned authorities which are unascertainable as on date of this Red Herring Prospectus

For further details, please refer to the chapter titled “**Outstanding Litigations and Material Developments**” on page 275 of this Red Herring Prospectus. Any adverse outcome from adjudication of these pending litigations in the future may have an impact on the Company’s profitability, revenue, operations, etc. If the courts or tribunals rule against our Company or our Promoters and Directors, we may face monetary and/or reputational losses and may have to make provisions in our financial statements, which could increase our expenses and our liabilities.

**15. We are dependent on the performance of the steel wires market. Any adverse changes in the conditions affecting the steel wires market can adversely impact our business, financial condition, results of operations, cash flows and prospects.**

We derive most of our revenue from operations from the manufacture and supply of steel wires. Our revenue from operations from sale of steel wires for financial years ended March 31 2025, 2024 and 2023 accounted for 97.81%, 98.72% and 98.10% of total revenue from operations respectively.

As a result, our business and financial condition is heavily dependent on the performance of the steel wires market India and globally, and we are exposed to fluctuations in the performance of these markets. If demand for steel wires in India decreases in the future, our business, results of operations, financial condition, cash flows and prospects may be materially and adversely affected.

The steel wires market may be affected by, among others, changes in government policies, government initiatives, economic conditions, government and individual spending, availability of raw material and interest rates, which may negatively affect the demand for and the valuation of our products. These and other factors may negatively contribute to changes in the prices of and demand for our steel wires and may have a material adverse effect on our business, financial condition, results of operations and cash flows.

**16. We have significant power and fuel requirements and any disruption to power sources could increase our production costs and adversely affect our results of operations and cash flows.**

We have made necessary arrangements for regular uninterrupted power supply at our registered office and factories. The requirement of power like power for lighting at our registered office and operating the plant/machinery/equipment at our Factory-I is met through the state electricity board i.e. Maharashtra State Electricity Distribution Co. Ltd. & Dakshin Gujarat Vij Company Ltd. respectively and requirement of power for our operations in our other three factories is met through DNHDD Power Distribution Corporation Limited. If our electricity suppliers increase the price for electricity, our cost of production and profitability would be materially adversely affected.

Further, natural disasters or adverse conditions may occur in the geographical areas in which we operate including severe weather, tropical storms, floods, excessive rainfalls as well as other events beyond our control. If for any reason electricity is not available, we may need to shut down our plants until an adequate supply of electricity is restored. Interruptions of electricity supply can also result in production shutdowns, increased costs associated with restarting production and the loss of production in progress. Although we have not encountered any such material interruptions in the past, we cannot assure you that we will not experience such interruptions in the future.

If energy costs were to rise, or if electricity supplies or supply arrangements were disrupted, our profitability could decline. Energy prices can be affected by numerous factors beyond our control, including global and regional supply and demand, carbon taxes, inflation, political and economic conditions, and applicable regulatory regime. For the Fiscals 2023, 2024 and 2025 our total Power, fuel & water charges accounted to 3.59%, 3.14% & 2.99% of total expenses respectively.

Additionally, with growing emphasis on sustainability, companies must disclose their environmental and social risks. For OPGW, Optic Fiber, Galvanized wire and Steel wire manufacturers, this includes managing their environmental footprint, such as energy usage and waste disposal. Noncompliance with environmental regulations could result in legal repercussions.

***17. Unavailability or shortage of skilled labour or quality technicians may have an adverse impact on our business and results of operations.***

We are dependent on the availability or supply of skilled labourers at our factories. Our manufacturing activities are labour intensive, requiring our management to undertake significant labour interface and expose us to the risk of industrial action. Unavailability or shortage of such a pool of required skilled workmen may lead to decreased productivity, lower quality of products, increased error rates & rework cost, higher training costs etc., having an adverse impact on our cash flows and results of operations. Success of our operations depend on availability of labour and good relationships with our labour force.

Further, latest amendments in labour laws in India may be lead to increasing cost of compliance, wages, social security, Occupational Safety, Health and Working Conditions. We are subject to laws and regulations relating to employee welfare and benefits such as minimum wage, working conditions, employee insurance, and other such employee benefits and any changes in the existing labour legislations, including upward revision of wages required by such state governments to be paid to such labourers, limitations on the number of hours of work or provision of improved facilities, such as food or safety equipment, may adversely affect our business and results of our operations. We cannot assure you that we will continue to comply with all these labour related laws and that as we continue to grow our business in the future, our labour and employee costs coupled with operating compliances and expenses will not significantly increase.

***18. We are exposed to foreign currency fluctuation risks, in relation to export of products and import of material, which may affect our results of operations, financial condition and cash flows.***

We present our financial statements in Indian Rupees. We export our products to Sri Lanka, Japan, Bhutan, Canada, Brazil etc. and for the FY ending March 31, 2025, March 31, 2024 and March 31, 2023 we derived revenue from export of 7.15%, 9.46% and 7.81% of our total revenue from operations for respective periods. Also we import raw material, Capital assets and have made exhibition expenses in countries outside India. Although we generally seek to pass exchange rate fluctuations to our customers through increases in our prices, there can be no assurance that we will be able to do so immediately or fully, which could affect our business, financial condition, results of operations and cash flows.

Thus, our global operations expose us to foreign exchange rate risks, arising from our receivables and payables. There can be no guarantee that such fluctuations will not affect our financial performance in the future as we continue to expand our operations globally. For details related to transactions in foreign currency, kindly refer section titled “***Financial Information of the Company***” beginning on Page 211 of this Red Herring Prospectus.

***19. Two of our group companies are into similar line of business which can affect our company because of the Potential Conflict of Interest***

As of the date of this Red Herring Prospectus, our group companies Veritas Industries Private Limited and Wire Brigade Industries Private Limited are engaged in businesses similar as ours. Both the companies are engaged in the business of Manufacturing of Steel wire, MS wire, Annealed wire etc. which also forms part of our product portfolio. We have entered into related party transaction with both the companies in the past. Though there is a non-compete agreement dated May 09, 2025, among these entities for preventing these companies from competing directly or indirectly with us in our market segments., but potential conflicts of interest when availing business opportunities may arise. This situation could become particularly problematic if and when our interests collides. For details, see chapter heading “***Our Group Companies***” beginning on page 296 of this Red Herring Prospectus.

***20. An inability to effectively utilize our existing manufacturing capacities could have an adverse effect on our business, future prospects and future financial performance.***

Our capacity utilization levels are dependent on our ability to carry out uninterrupted operations at our factories as well as on the market demand of the products sold by us. Among others, the capacity utilization also depends upon the availability of raw materials, labour, industry/ market conditions and procurement practice followed by our customers. For the Fiscals 2025, 2024 and 2023, our overall capacity utilization is detailed below:

Particulars	For the year		
	Year 2022-23	Year 2023-24	Year 2024-25
<b>Steel Wire (In MT)</b>			
Installed Capacity	60,000	80,000	1,00,000
Actual Production	43,373	60,167	71,423
<b>Capacity Utilization (%)</b>	<b>72.29%</b>	<b>75.21%</b>	<b>71.42%</b>
<b>Optical Ground Wires (OPGW) (In KM)</b>			
Installed Capacity	NA	NA	6,000
Actual Production	NA	NA	152
<b>Capacity Utilization (%)</b>	<b>NA</b>	<b>NA</b>	<b>2.53%</b>
<b>Optical Fibre Cable (OFC) (In KM)</b>			
Installed Capacity	NA	NA	48,000
Actual Production	NA	NA	3,307
<b>Capacity Utilization (%)</b>	<b>NA</b>	<b>NA</b>	<b>6.89%</b>

Though company has recently added Optical Ground Wire & Optical Fibre Cable into its product portfolio and has also increased its installed capacity of Steel Wire, an inability to effectively utilize such increased manufacturing capabilities over extended periods in future could materially and adversely impact our business, growth prospects and future financial performance.

Further, Information relating to our installed capacities and the historical capacity utilization of our factories included in this Red Herring Prospectus is based on various assumptions and estimates of our management, including proposed operations, assumptions relating to availability and quality of raw materials and assumptions relating to potential utilization levels and operational efficiencies. Though the details related to our installed capacities and actual utilization is certified by Anjaria Enviro Tech Private Limited Chartered Engineers, vide certificate dated September 10, 2025, the Actual utilization rates may differ significantly from the estimated installed capacities or historical estimated capacity utilization information of our facilities. Undue reliance should therefore not be placed on our installed capacity or historical estimated capacity utilization information for our existing facilities included in this Red Herring Prospectus.

**21. A notable portion of our revenue is from limited number of customers, the loss of such customers, the deterioration of their financial position or prospects, or a reduction in their demand for our products could affect our business, financial position and future prospects of our Company.**

Notable portion of our revenues has been dependent upon few customers. There is no guarantee that we will retain the business of our existing customers or maintain the current level of business with each of these customers. Set out in the table below is the share of the top 1, top 5 and top 10 customers in our revenue from operations for the Fiscals 2025, 2024 and 2023:

(Rs. in lakhs)

Particulars	For the year ending					
	FY 2025	% to total sales	FY 2024	% to total sales	FY 2023	% to total sales
Top 1 Customer	3721.05	8.34	2,243.87	6.07	1,939.39	6.06
Top 5 Customer	10133.05	22.71	9,299.01	25.14	8,813.78	27.54
Top 10 Customer	15344.26	34.39	14,618.13	39.51	13,908.83	43.46

Our reliance on a selected group of customers for our business exposes us to risks, that may include, but are not limited to, reductions, delays or cancellation of orders from our customers, failure to negotiate favourable terms or the loss of these customers, all of which could affect financial position and future prospects of our Company.

Additionally, as we do not bind a majority of our customers to any long-term agreements, our customers may terminate their relationship with us, with or without cause, with no advance notice and without compensation. Consequently, there is no commitment on the part of the customer to continue to place new purchase orders with us and as a result, our sales from period to period may fluctuate.

For details related to sale of our products, kindly refer section titled “**Financial Information of the Company**” beginning on Page 211 of this Red Herring Prospectus.

**22. *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.***

Our operations are subject to accidents which are inherent to any business such as risks of employee accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions including accidents that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environment. We have taken Bharat Laghu Udyam Suraksha Policy and Burglary & housebreaking insurance policy and fire and terrorism policy from Universal Sompo General Insurance Co. Ltd. and Future Generali India Insurance Company Limited for our registered office and various factories situated at Valsad in Gujarat, Village Sayali in Silvassa and Village Naroli in Silvassa in UT of Dadra & Nagar Haveli and Daman & Diu, which provide insurance to Building, Plant & machinery, stock & furniture, against loss from fire, terrorism, theft, Riots, strike & malicious damage. Additionally, we have also taken various vehicle insurance policies from Future Generali India Insurance Co. Ltd. & Bajaj Allianz General Insurance Company Ltd. For details of insurance policies, see “**Our Business**” on page 139 of this Red Herring Prospectus.

While we believe that we maintain insurance coverage in adequate amounts consistent with size of our business, our insurance policies do not cover all risks. We have not insured ourselves for Key managerial person insurance, employee compensation insurance, group personal accident, group medical insurance, product liability claims insurance and Cash in Transit insurance. Further, we have not taken fire insurance and burglary insurance policy for Property, furniture & Fixtures and Plant & Machinery in respect of our factory-III situated at Village Umerqui in Silvassa. Failure to effectively cover ourselves against the associated risks may potentially lead to material losses. There can be no assurance that our insurance policies will be adequate to cover the losses/ damages suffered or that such insurance coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. If we suffer a significant uninsured loss or if insurance claim in respect of the subject matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected.

**23. *We operate in competitive markets and may face competition from different players in the market which may have an adverse effect on our business, cash flows, financial condition and results of operations.***

Steel wire & cable manufacturing industry is highly fragmented as there is competition from various national and international players. These domestic players include both - organized and unorganized players. We face intense competition from other manufacturers that market products similar to ours. We compete in various aspects, including, value for money, user experience, breadth of product and service offerings, product functionality and quality, sales and distribution, supply chain management among others. Intensified competition may result in pricing pressures and reduced profitability and may impede our ability to achieve sustainable growth in our revenues or cause us to lose market share. Our competitors may also engage in aggressive and negative marketing or public relations strategies which may harm our reputation and increase our marketing expenses. Any of these events could substantially harm our results of operations.

Moreover, competitive pricing by our competitors may manifest in various forms, including, among others, through our competitors lowering their prices for similar products. This may lead to a decrease in our revenues and profits. Some of our existing and potential competitors enjoy substantial competitive advantages, including: longer operating history, the capability to leverage their sales efforts and marketing expenditures across a broader portfolio of products, more established relationships with a larger number of suppliers, contract manufacturers and channel partners, access to larger and broader user bases, greater brand recognition, greater financial, research and development, marketing, distribution and other resources, more resources to make investments and acquisitions, larger intellectual property portfolios and the ability to bundle competitive offerings with other products and services. We cannot assure you that we will compete with them successfully.

**24. One of our Promoter Group member i.e. Rajendra Jaganprasad Agrawal was director in the company “Asian Vegpro Industries Limited” (“AVIL”), which is delisted by the BSE Limited (BSE) & Calcutta Stock Exchange (CSE) in past for violation of provision of SEBI (LODR) Regulation, 2015.**

One of our Promoter Group members i.e. Rajendra Jaganprasad Agarwal was associated in the capacity of a Non-Executive Director with Asian Vegpro Industries Limited, which is delisted by the BSE Limited (BSE) & Calcutta Stock Exchange (CSE) in past for violation of provision of SEBI (LODR) Regulation, 2015. However, he was not associated with the company during its initial formation and during listing of the company. The said company has been delisted from BSE Limited (BSE) & Calcutta Stock Exchange (CSE) as per details mentioned below:

<b>Name of the delisted Company</b>	Asian Vegpro Industries Limited
<b>CIN</b>	L01404WB1994PLC061722
<b>Date of Incorporation</b>	3 <sup>rd</sup> February, 1994
<b>Listed on (Name of the Stock Exchange)</b>	<ul style="list-style-type: none"> <li>Calcutta Stock Exchange (CSE) (Scrip Code: 11061 &amp; 10011061)</li> <li>BSE Limited (BSE) (Scrip Code: 530413)</li> </ul>
<b>Date of Listing</b>	<ul style="list-style-type: none"> <li>Asian Vegpro Industries Limited was initially listed on the Calcutta Stock Exchange (CSE) on May 25, 1995.</li> <li>Further, Asian Vegpro Industries Limited was listed on the BSE on June 01, 1995.</li> </ul>
<b>Date of Delisting</b>	<ul style="list-style-type: none"> <li>Calcutta Stock Exchange (CSE)- w.e.f. January 31<sup>st</sup>, 2023</li> <li>BSE w.e.f. August 10<sup>th</sup>, 2023</li> </ul>
<b>Compulsory or Voluntary Delisting</b>	Compulsory Delisting
<b>Reasons for Delisting</b>	<p>The trading in the securities of the Company was suspended and the suspension was notified on the BSE’s website vide notice no. 1301/99 dated April 15<sup>th</sup>, 1999.</p> <p>The Calcutta Stock Exchange Ltd vide notice no. CSE/LD/15767/2023 dated January 30<sup>th</sup>, 2023, de-listed effective from January 31<sup>st</sup>, 2023 Asian Vegpro Industries Ltd. (Scrip Code: 11061 &amp; 10011061).</p> <p>The Company was delisted by Delisting Committee of BSE w.e.f. August 10<sup>th</sup>, 2023 due to non-compliance of Clause 16- Non Closure of register of members and transfer books of the erstwhile Listing Agreement [presently under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]</p>
<b>If relisted, date of relisting on the stock exchange(s)</b>	Not applicable
<b>Promoters of AVIL</b>	<ol style="list-style-type: none"> <li>1) M/s Henschel Export</li> <li>2) Sublime Softech Pvt. Ltd.<sup>1</sup></li> <li>3) Kalinda Business Limited (Formerly known as Agri-Business Industries Ltd.)<sup>2</sup></li> <li>4) Foresight Consultants &amp; Investors Pvt. Ltd.</li> <li>5) IMT Sales Agencies Pvt. Ltd.</li> <li>6) Shweta Trade Services Pvt. Ltd.<sup>3</sup></li> <li>7) Sublime Securities &amp; Industries Ltd. (Formerly known as Sublime Securities Ltd.)<sup>4</sup></li> </ol>

<sup>1)</sup> The Scheme of Amalgamation between (i) Sublime Softech Private Limited, (ii) Proline Sales & Viniyog Private Limited, and (iii) Panther Sales & Viniyog Private Limited (hereinafter collectively referred to as the ‘Transferor Companies’) and A. K. Mitra Constructions Private Limited (hereinafter referred to as the ‘Transferee Company’) was duly sanctioned by the Hon’ble High Court at Calcutta by its order dated March 31, 2005.

<sup>2)</sup> Kalinda Business Limited was originally incorporated as “Agri-Business Industries Limited” on January 20, 1995 as a public limited company under the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Registrar of Companies, West Bengal. Subsequently, the name of the Company was changed to “Kalinda Business Limited” and a fresh Certificate of Incorporation pursuant to change of name was issued by Registrar of Companies, West Bengal on July 03, 2013. Further, our Company was converted into a Limited Liability Partnership, Subsequently, the name of the Company was changed to “Kalinda Business LLP” and a fresh Certificate of Incorporation pursuant to change of name was issued by Registrar of Companies, West Bengal on December 26, 2024.

<sup>3)</sup> *The Scheme of Amalgamation between (i) Manbhawan Tieup Private Limited (ii) Sadhana Trade & Credit Private Limited (iii) Shweta Trade Services Private Limited (iv) Singhvahini Vincom Private Limited (v) Sital Nivas Construction Private Limited and (vi) Vital Fiscal Services Private Limited (hereinafter collectively referred to as the 'Transferor Companies') and Mortex Light India Private Limited (hereinafter referred to as the 'Transferee Company') was duly sanctioned by the Hon'ble High Court at Calcutta by its order dated April 07, 2015.*

<sup>4)</sup> *The Company has filed e-Form STK-2 for removal of its name from the Register of Companies pursuant to Section 248(2) of the Companies Act, 2013, based on the Board Resolution passed on February 24, 2021.*

Additionally, Rajendra Jaganprasad Agarwal, our promoter group member, has confirmed that neither he nor any of his immediate relatives has been associated, directly or indirectly, as a Director or Promoter in any of the aforesaid entities in any manner whatsoever.

**25. Company has faced multiple instances of changes in the statutory auditor of the company in past.**

In past, Company has faced multiple instances wherein it had to change its statutory auditors due to the preoccupation of the auditors in other audit engagements and assignments. However, w.e.f September 30, 2022, company is consistent with the same auditor i.e. M/s Hardik Vora & Associates, Chartered Accountants, which has been appointed for five years.

**26. We have incurred indebtedness which exposes us to various risks which may have an effect on our business and results of operations.**

Our ability to borrow and the terms of our borrowings will depend on our financial condition, the stability of our cash flows, general market conditions, economic and political conditions in the markets where we operate and our capacity to service debt. As on March 31, 2025, our total outstanding indebtedness was Rs. 9912.47 lakhs.

Our significant indebtedness in future may result in substantial amount of debt service obligations which could lead to:

1. increasing our vulnerability to general adverse economic, industry and competitive conditions;
2. limiting our flexibility in planning for, or reacting to, changes in our business and the industry;
3. affecting our credit rating;
4. limiting our ability to borrow more money both now and in the future; and
5. increasing our interest expenditure and adversely affecting our profitability.

If the loans are recalled on a shorter notice, we may be required to arrange for funds to fulfil the necessary requirements. The occurrence of these events may have an effect on our cash flow and financial conditions of the company. For further details regarding our indebtedness, see **"Statement of Financial Indebtedness"** on page 261 of this Red Herring Prospectus.


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

Adverse publicity regarding any of our products or similar products marketed or sold by others could negatively affect us. Even though no such instance is faced in past, if any studies raise or substantiate concerns regarding the efficacy or safety of our products or other concerns, our reputation could be harmed and demand for our products could diminish, which could have a material adverse effect on growth in new customers and sales of our product, leading to a decline in revenues, cash collections, and ultimately our ability to meet operating cash flow requirements.

**28. Our historical performance is not indicative of our future growth or financial results and we may not be able to sustain our historical growth rates.**

Our business has experienced significant growth in past. Our revenue from operations has increased from Rs. 32,005.01 lakhs in financial year 2022-23 to Rs. 36,996.09 Lakhs and Rs. 44621.72 Lakhs in Financial Years 2023-24 and 2024-25 respectively and our Profit after tax has increased from Rs. 631.20 lakhs in FY 2022-23 to Rs. 1,240.51 Lakhs and Rs. 1,846.15 lakhs in FY 2023-24 and 2024-25 respectively. We cannot assure you that we will be able to sustain the levels of revenue and profit growth that we have had in the past. Further, a number of our strategic initiatives are in initial stages. While we may experience initial success with such initiatives, there is no assurance that these will succeed in the long term.

**29. We may not be able to adequately protect or continue to use our intellectual property.**

We have registered our logo  SYSTEMATIC under class 6 & 37 of the Trademarks Act, 1999. For details of our intellectual property rights, see “**Government and Other Statutory Approvals**” on page 285 of this Red Herring Prospectus. In particular, the use of similar trade names by third parties may result in confusion among our customers, and we are exposed to the risk that entities in India and elsewhere could pass off their products as our products, which may adversely affect sale of our products, resulting in a damage to our reputation. In the event of such unauthorized use, we may be compelled to pursue legal action for the protection of our intellectual property, which may divert our attention and resources thereby affecting our business operations. Any litigation, whether or not it is resolved in our favour, could result in significant expense to us and divert the efforts of our technical and management personnel, which may adversely affect our business operations or financial results. For any of these reasons, despite our efforts, we may be unable to prevent third parties from infringing upon or misappropriating our intellectual property.

**30. If we are unable to manage our growth effectively and further expand into new markets our business, future financial performance and results of operations could be materially and adversely affected.**

The success of our business will depend on our ability to effectively implement our business and growth strategy. As part of our growth strategy, we aim to, among other things, continue to grow our businesses as and when opportunities exist including by continuing to strengthen our existing product portfolio with attractive growth and profitability prospects, to strive for cost efficiency, attracting and retaining talented employees and focusing on consistently meeting quality standards

As we continue to grow our business and expand into new markets, we may face several challenges, including as set forth below:

- a) acquiring new customers;
- b) identifying customer requirements and preferences in such markets;
- c) making accurate assessments of the resources we will require;
- d) preserving a uniform culture, values and work environment;
- e) developing and improving our internal administrative infrastructure, particularly our financial, operational, communications, internal control and other internal systems;
- f) recruiting, training and retaining sufficient skilled management, technical and marketing personnel;
- g) maintaining high levels of customer satisfaction; and
- h) adhering to expected performance and quality standards.

In pursuing our growth strategy, we will require additional working capital, which may have a material impact on our cash flows and results of operations. Our operating expenses and working capital requirements may increase significantly pursuant to our expansion plans. Our ability to manage our growth effectively requires us to forecast accurately our sales, growth and operational capacity and to expend funds to improve our operational, financial and management controls, reporting systems and procedures. An inability to implement our future business plan, manage our growth effectively, further expand into new markets or failure to secure the required funding on favourable terms or at all could have a material and adverse effect on our business, future financial performance and results of operations.

**31. Compliance with, and changes in, safety, health and environmental laws and labour regulations may adversely affect our business, prospects, financial condition and results of operations.**

Our operations are subject to central, state and local laws and regulations relating to the protection of the environment and occupational health and safety, including those governing the generation, handling, storage, use, management, transportation and disposal of, or exposure to, environmental pollutants or hazardous materials resulting from our business processes. Due to the nature of our business, along with extensive and increasingly stringent environmental, health and safety laws and regulations, various labour related laws and regulations are also applicable on us.

The scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted and hence the costs and time required to comply with these requirements could be significant. Amendments to such statutes may impose additional provisions to be followed by our Company and accordingly the Company needs to incur clean-up and remediation costs, as well as damages, payment of fines or other penalties, closure of production facilities for non-compliance, other liabilities and related litigation, could adversely affect our business, prospects, financial condition and results of operations.

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

We do not have an in-house transportation facility and we rely on third party transportation and other logistic facilities at every stage of our business activity including for procurement of products from our suppliers and for transportation of our finished products to our customers. For this purpose, we hire services of transportation companies. However, we have not entered into any definitive agreements with any third-party transport service providers and engage them on a need basis. Additionally, availability of transportation solutions in the markets we operate in is typically fragmented. The cost of our goods carried by such third-party transporters is typically much higher than the consideration paid for transportation, due to which it may be difficult for us to recover compensation for damaged, delayed or lost goods. The aggregate freight costs incurred during the Fiscals 2025, 2024 and 2023 was Rs. 1754.80 Lakhs, Rs. 1583.61 Lakhs and Rs. 1403.76 Lakhs aggregating 4.13%, 4.45 % and 4.48 % of our total expenses, respectively.

Our transportation costs may vary and are based on rates that are offered to us from time to time. Our business is also vulnerable to increased transportation costs or delivery delays due to various factors, including increase in fuel costs, freight rates, increase in port, road and toll taxes, shipping congestions, damage or losses of goods in transit, disruption of transportation services because of weather related problems, strikes, lock-outs, accidents, inadequacies in waterways and road infrastructure, currency fluctuations, changes in tariff or import policies, political uncertainty or other similar events.

We also face transportation risks including damage or losses of goods in transit, delay in deliveries to our customers etc. due to loss or pilferage, which we may not be able to fully recover from our service provider or from our insurance coverage. In addition, we may be required to replace a service provider if its services do not meet our safety, quality or performance standards or the partner's non-compliance with applicable laws or if it should unexpectedly discontinue operations due to reasons beyond its or our control. Any prolonged disruption or unavailability of such facilities in a timely manner could result in delays or inability to deliver our products to our customers, or may require us to look for alternative means of transportation which may not be cost or time efficient, thereby adversely affecting our operations, profitability, reputation and market position.

**33. Our contingent liabilities as stated in our Restated Financial Statements could affect our financial condition.**

Our contingent liabilities as on March 31, 2025 is Rs. 425.19 lakhs. For further details of the contingent liabilities and commitments of our Company as on March 31, 2025, see **"Financial Information of the Company"** on page 211 of this Red Herring Prospectus. If a significant portion of these liabilities materialize, fully or partly, it could have an effect on our results of operations and financial condition. Further, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the future.

**34. Our Group Companies had incurred losses and had negative net worth in past and any operating losses in the future could adversely affect the results of operations and financial conditions of our group companies.**

Our Group Companies i.e. Siddhant Ispat Private Limited, Systematic Steel Industries Private Limited and Wire Brigade Industries Private Limited, incorporated on May 31, 2005, December 30, 1988 and December 17, 2020 respectively, had incurred loss and had negative net worth in FY 2021-22, 2022-23 and 2023-24 as per details mentioned below:

**Siddhant Ispat Private Limited**

(Rs. in lakhs)

Particulars	FY 2021-22	FY 2022-23	FY 2023-24
Net-worth	(449.38)	(309.16)	(193.31)
Profit After Tax	1.91	144.38	115.85

**Systematic Steel Industries Private Limited**

(Rs. in lakhs)

Particulars	FY 2021-22	FY 2022-23	FY 2023-24
Net-worth	365.07	439.00	445.30
Profit After Tax	(133.72)	73.94	6.29

**Wire Brigade Industries Private Limited**

(Rs. in lakhs)

Particulars	FY 2021-22	FY 2022-23	FY 2023-24
Net-worth	1.10	8.99	54.57
Profit After Tax	(0.08)	8.09	45.58

Any operating losses could adversely affect the overall operations of the group and financial conditions and also divert the attention of the management and promoter towards the group company which could have an adverse effect on our operations and financials. For more information, regarding the Company, please refer chapter titled ***“Our Group Companies”*** beginning on page 296 of this Red Herring Prospectus.

***35. The activities carried out at our factories can cause injury to people or property in certain circumstances.***

The activities carried out at our factories may cause injury to our employees. While we employ safety procedures in the operation of our factories and maintain what we believe to be adequate insurance, there is a risk that an accident may occur at any of our factories. An accident may result in personal injury to our employees, or the labour deployed at our factories, destruction of property or equipment, manufacturing or delivery delays, environmental damage, or may lead to suspension of our operations and/or imposition of liabilities. Any such accident may result in litigation, the outcome of which is difficult to assess or quantify, and the cost to defend such litigation can be significant. As a result, the costs to defend any action or the potential liability resulting from any such accident or death or arising out of any other litigation, and any negative publicity associated therewith, may have a negative effect on our business, financial condition, results of operations, cash flows and prospects.

***36. Some of the vehicles appearing in our books of accounts are not registered in the name of our Company.***

Some of the vehicles recorded in our books of accounts and used by us for business purpose are legally registered in the name of our Promoter, Siddharth Rajendra Agarwal and in the name of one of our employee, while our Company is the beneficial owner of such vehicles. Though, the owners have given NOC to our company for use of such vehicles, in case any dispute arises in future regarding ownership or usage of such vehicles, we may not be able to effectively establish ownership of such vehicles.

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

We have entered into various transactions with our Directors/ Promoters, Promoter Group members, Promoter Group entities and Group entities. These transactions, inter-alia include, remuneration, loans and advances, sales, purchases etc. For details, please refer to ***“Note-Y - Related Party Transactions”*** under Section titled ***“Financial Information of the Company”*** of this Red Herring Prospectus. Our Company has entered such transactions due to easy proximity and quick execution on arms-length price in compliance with provisions of Companies Act 2013 and other applicable laws. Although all related-party transactions that we may enter into in the future are subject to approval by Board or shareholders, as required under the Companies Act, we cannot assure you that such future transactions or any other future transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operations or that we could not have achieved more favourable terms if such transactions are not entered into with related parties.

Furthermore, it is likely that we may enter into related party transactions in the future. Any future transactions with our related parties could potentially involve conflicts of interest. Accordingly, there can be no assurance that such transactions, individually or in the aggregate, will not have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

***38. Loans availed by Our Company has been secured on guarantees of our promoter.***

Our Promoter i.e. Siddharth Rajendra Agrawal have provided personal guarantee to secure borrowing facilities and may continue to provide such guarantees and other security post listing. In case of a default under our loan agreements, any of the personal guarantees provided by the aforesaid may be invoked which could negatively impact his reputation and net worth. We may also not be successful in procuring alternate guarantees/ alternate security satisfactory to the lenders, as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows. For further details regarding loans availed by our Company, please refer ***“Statement of Financial***

***Indebtedness***” on page 261 of this Red Herring Prospectus.

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

We have secured our lenders by creating a charge over our movable and immovable properties in respect of Cash Credit, working capital limits and term loans availed by us from Axis Bank Limited and HDFC Bank Limited. We have been extended such loan against hypothecation of our Company’s property and current assets. For further information on the financing and loan agreements along with the total amounts outstanding and the details of the repayment schedule, please refer to chapter ***“Statement of Financial Indebtedness”*** beginning on page 261 of this Red Herring Prospectus.

***40. We are dependent on our Board, Promoters, key managerial personnel and senior management, and the loss of, or our inability to attract or retain, such persons could affect our business, results of operations, financial condition and cash flows.***

Our performance depends largely on the efforts and abilities of our board, promoters, key managerial personnel and senior management. They have gained experience in this line of business and have over the years built relations with suppliers, third party service providers, customers, regulators and other persons who are connected with us and have been actively involved in the day to day operations and management, further we believe that the inputs and experience of our promoters and senior management, in particular, are valuable for product development and manufacturing activities, successful delivery of products and our overall business operations and the strategic directions taken by our Company. For details in relation to the experience of our Key Management Personnel, see ***“Our Management”*** on page 188 of this Red Herring Prospectus. We cannot assure you that these individuals or any other member of our senior management team will not leave us or join a competitor or that we will be able to retain such personnel or find adequate replacements in a timely manner, or at all. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires. The loss of the services of such persons may have an effect on our business, results of operations, financial condition and cash flows.

***41. Our actual results could differ from the estimates and projections used to prepare our financial statements.***

The estimates and projections are based on and reflect our current expectations, assumptions and/ or projections as well as our perception of historical trends and current conditions, as well as other factors that we believe are appropriate and reasonable under the circumstances. There can be no assurance that our expectations, estimates, assumptions and/or projections, including with respect to the future earnings and performance will prove to be correct or that any of our expectations, estimates or projections will be achieved.

***42. Our Company will not receive any proceeds from the Offer for Sale portion, and the Selling Shareholder shall be entitled to the Offer Proceeds to the extent of the Equity Shares offered by the Selling Shareholder in the Offer for Sale.***

The Offer consists of a Fresh Issue and Offer for Sale, where, offer for Sale will be made by the Selling Shareholder. The entire proceeds of the Offer for Sale will be transferred to the Selling Shareholder and will not result in any creation of value for us or in respect of your investment in our Company. The entire proceeds from the Offer for Sale will be paid to the Selling Shareholder, and our Company will not receive any proceeds from the Offer for Sale. For further details, see ***“Objects of the Offer”*** on page 100 of this Red Herring Prospectus.

***43. Our Company has taken unsecured loans that may be recalled by the lenders at any time.***

Our Company have availed unsecured loans which may be called by its lenders at any time. As on March 31, 2025, we had an outstanding unsecured loan amounting to Rs 498.18 lakhs. In the event that lender seeks a repayment of any such loan, our Company would need to find alternative sources of financing to the extent of outstanding balance. As a result, any such demand may affect our business, cash flows, financial condition and results of operations. For further details on financing arrangements entered into by our Company, please refer chapter titled ***“Statement of Financial Indebtedness”*** beginning on page 261 of this Red Herring Prospectus.

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

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

***45. We have issued Equity Shares in the last 12 months at a price which could be lower than the Issue Price.***

Except for bonus issue made on September 28, 2024 for 1,58,14,816 Equity Shares of face value of Rs.10 each in the ratio of 16:1, our Company has not issued any Equity Shares at a price lower than the Offer Price during the period of one year preceding the date of this Red Herring Prospectus. For details, please refer to section titled “**Capital Structure**” on page 82 of this Red Herring Prospectus.

***46. The average cost of acquisition of Equity Shares by our Promoters is lower than the face value of Equity Share.***

The average cost of acquisition of Equity Shares of our Promoter Siddharth Rajendra Agarwal is lower than the face value of Equity Shares i.e., ₹10/- For further details regarding the average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares of our Promoters in our Company, please see section titled “**Capital Structure**” beginning on page 82 of this Red Herring Prospectus.

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

Our Promoter and Directors are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company or their relatives, dividend entitlement, properties given by them on lease/rental basis or loans advanced by them to the Company, and benefits deriving from the directorship in our Company. There can be no assurance that our Promoter will exercise his rights as shareholder to the benefit and best interest of our Company. Our Promoter will continue to exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. For further information, please refer to the chapters/section titled “**Our Business**”, “**Our Promoter & Promoter Group**” and “**Note-Y - Related Party Transactions**”, beginning on pages 139, 205 and 251 respectively of this Red Herring Prospectus.

***48. We are subject to the risk of failure of, or a material weakness in, our internal control systems.***

We are exposed to risks arising from the inadequacy or failure of internal systems or processes, and any actions we may take to mitigate these risks may not be sufficient to ensure an effective internal control environment. Given our high volume of transactions, errors may be repeated or compounded before they are discovered and rectified. Our management information systems and internal control procedures may not be able to identify non-compliance or suspicious transactions in a timely manner, or at all. Where internal control weaknesses are identified, our actions may not be sufficient to fully correct such weaknesses. As a result, we may incur expenses or suffer monetary losses, which may not be covered by our insurance policies and may result in a material effect on our business, financial condition and results of operations.

***49. Any actual or perceived cybersecurity, data or privacy breach could interrupt our operations and adversely affect our reputation, brand, business, financial condition and results of operations.***

Our platform and back-end infrastructure may be vulnerable to cyberattacks and security breaches including social engineering, denial of service, credential stuffing, ransomware and other malware, employee error and malfeasance and other sources of disruption, and third parties may be able to access data. Employee error, malfeasance, or other errors in the storage, use or transmission of any of these types of data could result in an actual or perceived privacy or security breach or other security incident. Although we have policies, system controls and checks restricting the access to the data we store, there is a risk that these policies may not be effective in all cases. Any actual or perceived breach or similar incident could interrupt our operations; harm our reputation, brand and competitive position; result in our platform being unavailable; result in loss or unavailability of data; or result in a fraudulent transfer of funds; significant regulatory investigations, proceedings and financial exposure. Any such incidents or any perception that our security measures are inadequate could lead to loss of customer. However, we have not faced any such situation but this does give us guarantee of non-occurrence of these events in future.

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

Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2022 dated November 21, 2022, we have included certain key performance indicators, comprising financial and operational information, for certain listed industry peers, in the “*Basis for Offer Price*” beginning on page 109 of this Red Herring Prospectus. While our business comprises of the manufacturing industry, these listed industry peers are related to associated industry. Although this information is sourced from and relied upon on the audited financial statements of the relevant listed industry peers for as available on the websites of the Stock Exchanges, including the offer document/annual reports of the respective companies submitted to Stock Exchanges, there is no assurance that this information with respect to industry peers is either complete. There are different methodologies and formulas used to compute the various ratios. See “*Basis for Offer Price*” for more information.

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

Our growth is dependent on having a strong balance sheet to support our activities. In addition to the IPO Proceeds and our internally generated cash flow, we may need other sources of financing to meet our capital needs which may include entering into new debt facilities with lending institutions or raising additional equity in the capital markets. We may need to raise additional capital from time to time, dependent on business conditions. The factors that would require us to raise additional capital could be business growth beyond what the current balance sheet can sustain; additional capital requirements imposed due to changes in regulatory regime or significant depletion in our existing capital base due to unusual operating losses. Any fresh issue of shares or convertible securities would dilute existing holders, and such issuance may not be done at terms and conditions, which are favourable to the then existing shareholders of our Company. If our Company decides to raise additional funds through the incurrence of debt, our interest obligations will increase, and we may be subject to additional covenants, which could further limit our ability to access cash flows from our operations. Such financings could cause our debt to equity ratio to increase or require us to create charges or liens on our assets in favor of lenders. We cannot assure you that we will be able to secure adequate financing in the future on acceptable terms, in time, or at all. Our failure to obtain sufficient financing could result in the delay or abandonment of our expansion plans. Our business and future results of operations may be affected if we are unable to implement our expansion strategy.

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

**52. *Fraud, theft, employee negligence or similar incidents may adversely affect our results of operations and financial condition.***

Our operations may be subject to incidents of theft or damage to inventory. The business may also encounter some inventory loss on account of employee theft, vendor fraud and general administrative error. While we have not experienced any such instance in the past, there can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse or similar incidents in the future, which could adversely affect our results of operations and financial condition. Though we have insurance, losses due to theft, fire, breakage or damage caused by other casualties, could adversely affect our results of operations and financial condition.

**53. *We are subject to restrictive covenants under our credit facilities that limit our operational flexibility.***

The loan agreements entered into by us with banks contain specific covenants which require us to obtain the prior approval/permission from the banks on the occurrence of certain events such as formulation of any scheme of amalgamation or reconstruction, undertaking of any new project or expansion, making any substantial change in our management set up, any change in our capital structure resulting in reduction of capital, etc. Further, there can be no assurance that such consents will

be granted or that we will be able to comply with the financial covenants under our financing arrangements. In the event we breach any financial or other covenants contained in any of our financing arrangements, we may be required under the terms of such financing arrangements to immediately repay our borrowings either in whole or in part, together with any related costs. This may adversely impact our results of operations and cash flows. For further details on the Cash Credit Limits and other banking facilities, please see ***“Statement of Financial Indebtedness”*** on page 261 of this Red Herring Prospectus.

***54. Excessive dependence on Axis Bank and HDFC Bank in respect of Loan facilities obtained by our Company.***

Our company has been sanctioned term loan and cash credit facilities by Axis Bank and HDFC Bank. The Company is dependent on such facilities and any default under such arrangement with such lender may create problem for operation of the Company, which may affect the financial stability of the Company. At the same time this may result into difficulty in arranging for funds for re-payment and may also adversely affect the financial position of the Company.

***55. We have relied on a third party industry report which has been used for industry related data in this Red Herring Prospectus and such data have not been independently verified by us.***

We have relied on the report titled ***“Industry Research Report on Steel Wire”*** dated May 08, 2025 prepared by CARE Analytics and Advisory Private Limited (***“CareEdge Research”***) for industry related data that has been disclosed in this Red Herring Prospectus. The report uses certain methodologies for market sizing and forecasting. We have not independently verified such data and therefore we cannot assure you that they are complete or reliable. Accordingly, investors should read the industry related disclosure in this Red Herring Prospectus in this context. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. While industry sources take due care and caution while preparing their reports, they do not guarantee the accuracy, adequacy or completeness of the data. Accordingly, investors should not place undue reliance on, or base their investment decision solely on this information. For further details, please refer to the section titled ***“Industry Overview”*** on page 118 of this Red Herring Prospectus.

***56. 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, working capital requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholder’s investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see ***“Dividend Policy”*** on page 210 of this Red Herring Prospectus.

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

Our Company is engaged in the business of manufacturing and supplying of various steel wires, catering to the needs of power transmission, infrastructure, telecommunications, agro-based and allied which attracts tax liability such as Goods and Service tax and Income tax as per the applicable provisions of Law. We are also subject to the labour laws like depositing of contributions with Provident Fund, ESI and Professional Tax. During the past, our Company has delayed payments of statutory dues such as the depositing of GST, ESI and provident fund contributions. Although, we have taken all the necessary approvals and deposited the required returns and taxes under various applicable Acts but any demand or penalty raised by the concerned authority in future for any previous year and current year will affect the financial position of the Company.

***58. Any future issuance of Equity Shares may dilute your shareholdings, and sale of the Equity Shares by our major shareholders may adversely affect the trading price of our Equity Shares.***

Any future equity issuance by our Company may lead to the dilution of investors’ shareholdings in our Company. In addition, any sale of substantial Equity Shares in the public market after the completion of this Offer, including by our major shareholders, or the perception that such sales could occur, could adversely affect the market price of the Equity Shares and could significantly impair our future ability to raise capital through offerings of the Equity Shares. We cannot predict what

effect, if any, market sales of the Equity Shares held by the major shareholders of our Company or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

***59. There is no guarantee that the Equity Shares issued pursuant to the Offer will be listed on the SME Platform of BSE limited (BSE SME) in a timely manner or at all.***

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Offer will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the SME Platform of BSE Limited ("BSE SME"). Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

***60. Significant differences exist between Indian GAAP and other accounting principles, such as Ind AS, IFRS and U.S. GAAP, which may be material to investors' assessments of our financial condition, result of operations and cash flows.***

Our restated summary statements of assets and liabilities, restated summary statements of profit and loss and cash flows for the Fiscals 2025, 2024 & 2023 have been prepared in accordance with the Indian GAAP. We have not attempted to quantify the impact of US GAAP, IFRS or any other system of accounting principles on the financial data included in this Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of US GAAP, IFRS or any other accounting principles. Ind AS, US GAAP and IFRS differ in significant respects from Indian GAAP. Accordingly, the degree to which the Restated Financial Information included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS, Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited.

***61. We may be subject to surveillance measures, such as the Additional Surveillance Measures (ASM) and the Graded Surveillance Measures (GSM) by the Stock Exchanges which may adversely affect trading price of our Equity Shares.***

SEBI and Stock Exchanges in order to enhance market integrity and safeguard interest of investors, have been introducing various enhanced pre-emptive surveillance measures. The main objective of these measures is to alert and advise investors to be extra cautious while dealing in these securities and advise market participants to carry out necessary due diligence while dealing in these securities. Accordingly, SEBI and Stock Exchanges have provided for (a) GSM on securities where such trading price of such securities does not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net-worth, price per equity multiple and market capitalization; and (b) ASM on securities with surveillance concerns based on objective parameters such as price and volume variation and volatility.

On listing, we may be subject to general market conditions which may include significant price and volume fluctuations. The price of our Equity Shares may also fluctuate after the Offer due to several factors such as volatility in the Indian and global securities market, our profitability and performance, performance of our competitors, changes in the estimates of our performance or any other political or economic factor. The occurrence of any of the abovementioned factors may trigger the parameters identified by SEBI and the Stock Exchanges for placing securities under the GSM or ASM framework such as net worth and net fixed assets of securities, high low variation in securities, client concentration and close to close price variation.

In the event our Equity Shares are subject to such pre-emptive surveillance measures implemented by any of 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.

***62. 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 do 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 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.

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

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Individual Bidders can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date. While we are required to complete Allotment, listing and commencement of trading pursuant to the Offer within three (3) Working Days from the Bid/ Offer Closing Date, events affecting the Bidders' decision to invest in our Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows and financial condition may arise between the date of submission of the Bid and Allotment, listing and commencement of trading. We may complete the Allotment, listing and commencement of trading of our Equity Shares even if such events occur and such events may limit the Bidders' ability to sell our Equity Shares Allotted pursuant to the Issue or may cause the trading price of our Equity Shares to decline on listing.

**EXTERNAL RISK FACTORS**

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

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

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

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Financial turmoil in Asia, Russia and elsewhere in the world in recent years has adversely affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and cash flows. Further, economic

developments globally can have a significant impact on our principal markets. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy. Recent developments in the ongoing conflict between Russia and Ukraine has resulted in and may continue to result in a period of sustained instability across global financial markets, induce volatility in commodity prices, increase borrowing costs, cause outflow of capital from emerging markets and may lead to overall slowdown in economic activity in India. In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries.

***66. Our reliance on Steel industry for purchase of our major raw material could have an adverse effect on our business.***

The major raw material required for our products is "steel" i.e. Steel Wire Rod, which is used in the process of manufacturing of Steel Wires. Our company's reliance is placed to only commercial manufacturers, hence, our revenue from operation is dependent on the commercial steel industry. Factors affecting steel industry in general, or any of our suppliers in particular, could have a cascading adverse effect on our business, financial condition and results of operations. Such factors include, but are not limited to, our suppliers' failure to successfully market their products or to compete effectively; change in any registration requirements or non-renewal of registrations or imposition of a regulatory ban, or trade sanctions imposed across the country or any such restrictions on the business or product or loss of market share, which may lead our suppliers to reduce or discontinue the its products; economic conditions of the markets in which our suppliers operate; regulatory issues faced by these industries in India and internationally; downturns or industry cycles that impact demand; and changes in technology or consumer tastes and requirements that alter demands for our products.

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

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

***68. Investors may be adversely affected due to retrospective tax law changes made by the GoI affecting us.***

Certain recent changes to the Income Tax Act provide that income arising directly or indirectly through the sale of a capital asset of an offshore company, including shares, will be subject to tax in India, if such shares derive indirectly or directly their value substantially from assets located in India. The term "substantially" has not been defined under the Income Tax Act and therefore, the applicability and implications of these changes are largely unclear. Due to these recent changes, investors may be subject to Indian income taxes on the income arising directly or indirectly through the sale of the Equity Shares. In the past, there have been instances where changes in the Income Tax Act have been made retrospectively and to that extent, there cannot be an assurance that such retrospective changes will not happen again.

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

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us and our business. For further details, please refer to the chapter "**Government and Other Approvals**" on page 285 for details of the laws currently applicable to us. There can be no assurance that the central or the state governments in India may not implement new regulations and policies which will require us to obtain approvals and licenses from the central or the state governments in India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the implementation of the new regulations may have a material adverse effect on all our business, financial condition and results of operations. In addition, we may have to incur capital expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations.

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

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

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

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

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

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

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

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

**74. *Natural disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business***

Natural disasters (such as typhoons, flooding and earthquakes), epidemics, pandemics such as COVID-19, man-made disasters, including acts of war, terrorist attacks, environmental issues 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, cash flows 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. 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.

India has experienced natural calamities such as earthquakes, tsunamis, floods etc. In recent years, the extent and severity of

these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

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

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

***76. Investor may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.***

Under current Indian tax laws, capital gains arising from the sale of equity shares within 12 months in an Indian company are classified as short-term capital gains and generally taxable. Any gain realized on the sale of listed equity shares on a stock exchange that are held for more than 12 months is considered as long-term capital gains and is taxable as per prevalent tax laws in India. Any long-term gain realized on the sale of equity shares, which are sold other than on a recognized stock exchange and on which no STT has been paid, is also subject to tax in India. Capital gains arising from the sale of equity shares are exempt from taxation in India where an exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares.

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

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

**SECTION IV – INTRODUCTION****THE OFFER**

<b>PRESENT OFFER IN TERMS OF THIS RED HERRING PROSPECTUS</b>	
<b>Equity Shares Offered through Public Offer</b> <sup>(1)(2)</sup>	Offer of upto 59,28,000* Equity Shares of face value of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs.
<b>Consisting of:</b>	
Fresh Issue	Upto 55,28,000 Equity Shares of face value of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs.
Offer for Sale <sup>(5)</sup>	Upto 4,00,000 Equity Shares of face value of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs by existing shareholder.
<b>Out of which:</b>	
<b>Offer Reserved for the Market Maker</b>	Upto 3,00,000 Equity Shares of face value of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs.
<b>Net Offer to the Public</b>	Upto 56,28,000 Equity Shares of face value of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs.
<b>Out of which*</b>	
QIB Portion <sup>(3)(4)</sup>	Not more than 28,13,400 Equity Shares of face value of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs.
<b>Of which:</b>	
Anchor Investor Portion	Upto 16,87,800 Equity Shares of face value of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs.
Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Upto 11,25,600 Equity Shares of face value of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs.
<b>Of which:</b>	
Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Upto [●] Equity Shares of face value of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs.
Balance of QIB Portion for all QIBs including Mutual Funds	Upto [●] Equity Shares of face value of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs.
Non-Institutional Portion	Not less than 8,44,200 Equity Shares of face value of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs.
<b>Of which</b>	
1/3 <sup>rd</sup> of the portion available to NIBs shall be reserved for applicants with an application size of more than two lots and up to such lots equivalent to not more than ₹10,00,000	Upto 2,82,000 Equity Shares of face value of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs.
2/3 <sup>rd</sup> of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹ 10,00,000/-	Upto 5,62,200 Equity Shares of face value of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs.

Individual Investor Portion	Not less than 19,70,400 Equity Shares of face value of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs.
<b>Pre and Post – Offer Equity Shares</b>	
<b>Equity Shares outstanding prior to the Offer</b>	1,68,03,242 Equity Shares of face value of ₹10 each.
<b>Equity Shares outstanding after the Offer</b>	2,23,31,242 Equity Shares of face value of ₹10 each.
<b>Use of Net Proceeds by our Company</b>	Please see the chapter titled “ <i>Objects of the Offer</i> ” on page 100 of this Red Herring Prospectus.

*\*Subject to finalisation of the Basis of Allotment, Number of shares may need to be adjusted for lot size upon determination of Offer price.*

#### Notes:

- 1) The Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Offer is being made by our company in terms of Regulation of 229(2) of SEBI (ICDR) Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – Offer paid up equity share capital of our company are being offered to the public for subscription.
- 2) The Offer has been authorised by our Board pursuant to resolutions passed at their meeting held April 15, 2025, and by our Shareholders pursuant to a special resolution dated April 18, 2025. Further, our Board has taken on record the consents of the Selling Shareholder to participate in the Offer for Sale in its meeting held on April 15, 2025. Selling Shareholder have consented to the inclusion of their respective portion of the Offered Shares in the Offer for Sale as follows:

Name of the Selling Shareholder	Type	Date of Authorization Letter	Equity Shares of face value of ₹10 each held as of date of the RHP	Equity Shares of face value of ₹10 each offered by way of Offer for Sale
Siddhant Ispat Private Limited	Selling Shareholder	April 15, 2025	15,19,375	4,00,000

*The Equity Shares being offered by the Promoter Selling Shareholder(s) have been held for a period of at least one year immediately preceding the date of this Red Herring Prospectus and are eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations and that Selling Shareholder 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 have also severally confirmed that they are the legal and beneficial owners of the Equity Shares being offered by them under the Offer for Sale.*

- 3) The SEBI ICDR Regulation, 2018 read with SEBI ICDR (Amendment) Regulations, 2025, permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Accordingly, we have allocated the Net Issue i.e., not more than 50% of the Net Issue to QIB and not less than 35% of the Net Issue shall be available for allocation to Individual Investors and not less than 15% of the Net Issue shall be available for allocation to non-institutional bidders. Further, (a) 1/3rd of the portion available to NIBs shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10,00,000, and (b) 2/3rd of the portion available to NIBs shall be reserved for applicants with application size of more than ₹10,00,000. Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), could be allocated to applicants in the other sub-category of NIBs. The allocation to each NIB shall not be less than the minimum NIB Application Size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, was available for allocation on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations. Not more than 50% of the Net Offer shall be allotted to QIBs, subject to valid Bids being received at or above the Offer Price.

- 4) Subject to valid bids being received at or above the Offer Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders, as applicable, at the discretion of our Company and Selling Shareholder, in consultation with the BRLM and the Designated Stock Exchange, subject to applicable laws. Undersubscription, if any, in the QIB Portion (excluding the Anchor Investor Portion) will not be allowed to be met with spill-over from other categories or a combination of categories.
- 5) The Equity Shares being offered by the Selling Shareholder are eligible for being offered for sale as part of the Offer in terms of the SEBI (ICDR) Regulations. For details of authorizations received for the Offer, see ***“Other Regulatory and Statutory Disclosures”*** on page 300 of this Red Herring Prospectus.

For details, including grounds for rejection of Bids, refer to ***“Offer Structure”*** and ***“Offer Procedure”*** on page 327 and 332, respectively. For details of the terms of the Offer, see ***“Terms of the Offer”*** on page 316 of this Red Herring Prospectus.

Our Company and Selling shareholder may, in consultation with the Book Running Lead Manager, allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please refer section titled ***“Offer Procedure”*** beginning on page 332 of this Red Herring Prospectus.

**SUMMARY OF OUR FINANCIAL STATEMENTS****RESTATED STATEMENT OF ASSETS AND LIABILITIES***(Rs. in lakhs)*

PARTICULARS		As at		
		31/03/2025	31/03/2024	31/03/2023
<b>A)</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1.</b>	<b>Shareholders' Funds</b>			
(a)	Share Capital	1,680.32	98.84	65.90
(b)	Reserves & Surplus	6,402.74	6,138.08	4,897.57
(c)	Share Application Money	-	-	-
		<b>8,083.07</b>	<b>6,236.92</b>	<b>4,963.46</b>
<b>2.</b>	<b>Non-Current Liabilities</b>			
(a)	Long Term Borrowings	2,586.37	2,093.91	1,670.78
(b)	Deferred Tax Liabilities (Net)	77.43	22.05	13.59
(c)	Other Long term Liabilities	10.07	10.07	10.07
(d)	Long term Provisions	62.03	50.95	44.15
		<b>2,735.90</b>	<b>2,176.97</b>	<b>1,738.59</b>
<b>3.</b>	<b>Current Liabilities</b>			
(a)	Short Term Borrowings	7,326.10	5,806.28	4,555.64
(b)	Trade Payables			
	(i) outstanding dues of micro enterprises and small enterprises; and	96.57	104.27	4.72
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises.	1,278.69	1,206.69	1,263.43
(c)	Other Current Liabilities	387.41	168.29	228.19
(d)	Short Term Provisions	663.19	455.85	280.16
		<b>9,751.98</b>	<b>7,741.38</b>	<b>6,332.14</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>	<b>20,570.94</b>	<b>16,155.28</b>	<b>13,034.19</b>
<b>B)</b>	<b>ASSETS</b>			
<b>1.</b>	<b>Non-Current Assets</b>			
(a)	Property, Plant and Equipment and Intangible assets			
	I) Property, Plant and Equipment			
	(i) Gross Block	8,417.04	4,502.90	4,306.47
	(ii) Depreciation	2,360.51	1,922.59	1,636.57
	(iii) Net Block	6,056.53	2,580.32	2,669.90
	II) Intangible Assets	1.76	2.81	4.48
	III) Capital Work-in-Progress	86.04	2,106.70	-
	IV) Intangible assets under development	-	-	-
(b)	Non-Current Investment	-	-	-
(c)	Deferred Tax Assets (Net)	-	-	-
(d)	Long Term Loans and Advances	-	-	-
(e)	Other Non-Current Assets	628.94	424.89	190.15
		<b>6,773.28</b>	<b>5,114.72</b>	<b>2,864.52</b>
<b>2.</b>	<b>Current Assets</b>			
(a)	Current Investments	-	-	-
(b)	Inventories	4,019.59	3,427.29	2,569.35
(c)	Trade Receivables	7,903.85	5,206.48	5,803.39
(d)	Cash and Cash equivalents	82.34	108.61	60.52
(e)	Short-Term Loans and Advances	1,406.49	1,674.26	1,599.90
(f)	Other Current Assets	385.39	623.92	136.52
		<b>13,797.66</b>	<b>11,040.55</b>	<b>10,169.67</b>
	<b>TOTAL ASSETS</b>	<b>20,570.94</b>	<b>16,155.28</b>	<b>13,034.19</b>

**RESTATED STATEMENT OF PROFIT AND LOSS***(Rs. in lakhs)*

PARTICULARS		For the year ended on		
		31/03/2025	31/03/2024	31/03/2023
<b>1</b>	Revenue From Operations	44,651.15	37,030.70	32,047.72
<b>2</b>	Other Income	269.46	229.68	142.33
	<b>Total Income (1+2)</b>	<b>44,920.61</b>	<b>37,260.38</b>	<b>32,190.05</b>
<b>3</b>	<b>Expenditure</b>			
(a)	i) Cost of Material Consumed	27,998.14	26,823.33	25,827.98
	ii) Purchases of Stock-in-Trade	7,390.86	2,085.52	
(b)	Change in inventories of finished goods, work in progress and stock in trade	(715.55)	(103.01)	(59.47)
(c)	Employee Benefit Expenses	1,485.76	1,397.34	1,100.04
(d)	Finance Cost	801.44	731.19	440.00
(e)	Depreciation and Amortization Expenses	438.97	287.69	187.25
(f)	Other Expenses	5,039.39	4,376.61	3,847.35
<b>4</b>	<b>Total Expenditure 3(a) to 3(f)</b>	<b>42,439.01</b>	<b>35,598.67</b>	<b>31,343.15</b>
<b>5</b>	<b>Profit/(Loss) Before Exceptional &amp; extraordinary items &amp; Tax (1+2-4)</b>	<b>2,481.60</b>	<b>1,661.70</b>	<b>846.90</b>
<b>6</b>	<b>Exceptional and Extra-ordinary items</b>	-	-	-
<b>7</b>	<b>Profit/(Loss) Before Tax (5-6)</b>	<b>2,481.60</b>	<b>1,661.70</b>	<b>846.90</b>
<b>8</b>	<b>Tax Expense:</b>			
(a)	Tax Expense for Current Year	580.08	412.74	200.49
(b)	Short/(Excess) Provision of Earlier Year	-	-	-
(c)	Deferred Tax	55.37	8.46	15.20
	<b>Net Current Tax Expenses</b>	<b>635.45</b>	<b>421.19</b>	<b>215.70</b>
<b>9</b>	<b>Profit/(Loss) for the Year From Continuing Operation (7-8)</b>	<b>1,846.15</b>	<b>1,240.51</b>	<b>631.20</b>
<b>10</b>	Profit/(loss) discontinuing operations	-	-	-
<b>11</b>	Tax expense of discontinuing operations	-	-	-
<b>12</b>	<b>Profit/(loss) from Discontinuing operations (after tax) (10-11)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>13</b>	<b>Profit/(Loss) for the Year (9+12)</b>	<b>1,846.15</b>	<b>1,240.51</b>	<b>631.20</b>
14	Basic Earnings Per Share *	10.99	10.18	5.18
15	Diluted Earnings Per Share *	10.99	10.18	5.18

(\* With Retrospective effect of Bonus)

**RESTATED STATEMENT OF CASH FLOWS***(Rs. in lakhs)*

PARTICULARS		For the year ended on		
		31/03/2025	31/03/2024	31/03/2023
<b>A) Cash Flow From Operating Activities :</b>				
Net Profit before tax		2,481.60	1,661.70	846.90
Adjustment for :				
Depreciation and amortization		438.97	287.69	187.25
Interest Paid		801.44	731.19	440.00
Interest Income		(98.83)	(91.90)	(60.16)
(Profit)/Loss on sale of Car		-	-	0.08
Balance W/off		(15.00)	-	5.28
Bad Debts Recovery		-	(57.04)	-
<b>Operating profit before working capital changes</b>		<b>3,608.19</b>	<b>2,531.64</b>	<b>1,419.36</b>
Changes in Working Capital				
(Increase)/Decrease in Trade Receivables		(2,682.38)	653.96	(1,827.37)
(Increase)/Decrease in Inventory		(592.30)	(857.94)	(1,006.00)
(Increase)/Decrease in Short Term Loans & Advances		766.25	95.64	351.92
(Increase)/Decrease in Other Current Assets		238.53	(487.40)	(13.33)
Increase/(Decrease) in Trade Payables		64.31	42.82	630.59
Increase/(Decrease) in Other Current Liabilities		219.12	(59.90)	(12.35)
Increase/(Decrease) in Short Term Provisions		(141.78)	(174.06)	(107.21)
Increase/(Decrease) in Long Term Liability		11.08	6.80	(1.46)
<b>Cash generated from operations</b>		<b>1,491.02</b>	<b>1,751.55</b>	<b>(565.85)</b>
Direct Taxes Paid		(729.44)	(232.99)	(109.20)
<b>Net cash (used in)/ from operating activities</b>	<b>A</b>	<b>761.58</b>	<b>1,518.56</b>	<b>(675.05)</b>
<b>B) Cash Flow From Investing Activities :</b>				
Purchase of Property, Plant & Equipments (including of CWIP)		(1,893.48)	(2,303.13)	(1,738.63)
Proceeds From sale of Property, Plant & Equipments		-	-	0.70
(Increase)/Decrease in Other non-current Asset		(204.05)	(234.75)	180.99
Dividend Income		-	-	-
Interest Income		98.83	91.90	60.16
<b>Net Cash Flow from/(used in) Investing Activities</b>	<b>B</b>	<b>(1,998.70)</b>	<b>(2,445.98)</b>	<b>(1,496.78)</b>
<b>C) Cash Flow From Financing Activities :</b>				
Proceeds from Issue of Share Capital		-	32.95	-
Increase in Short Term Borrowings		1,519.82	1,250.64	1,735.59
Decrease in Short Term Borrowings		-	-	-
Increase in Long Term Borrowings		492.46	423.13	895.45
Decrease in Long Term Borrowings		-	-	-
Interest Paid		(801.44)	(731.19)	(440.00)
<b>Net Cash Flow from/(used in) Financing Activities</b>	<b>C</b>	<b>1,210.84</b>	<b>975.53</b>	<b>2,191.04</b>
<b>Net Increase/(Decrease) In Cash &amp; Cash Equivalents</b>	<b>(A+B+C)</b>	<b>(26.28)</b>	<b>48.11</b>	<b>19.20</b>
<b>Cash equivalents at the beginning of the year</b>		<b>108.61</b>	<b>60.52</b>	<b>41.31</b>
<b>Cash equivalents at the end of the year</b>		<b>82.34</b>	<b>108.61</b>	<b>60.52</b>

**Notes: -**

Sr. No.	Particulars	As at		
		31/03/2025	31/03/2024	31/03/2023
1.	Component of Cash and Cash equivalents			
	Cash on hand	46.76	49.79	18.89
	Balance With banks	35.58	58.81	41.63
	<b>Total</b>	<b>82.34</b>	<b>108.61</b>	<b>60.52</b>
2.	Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the company are segregated.			
3.	The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated financial Statement (Annexure IV & V) are an integral part of this statement.			

## **GENERAL INFORMATION**

### **Brief Summary:**

Our Company was incorporated on March 24, 2000 as “Systematic Intel Industries Limited” a Public Limited Company under the provisions of the Companies Act, 1956 pursuant to a Certificate of Incorporation issued by the Registrar of Companies, Mumbai bearing registration number 11-125313. We commenced commercial operations pursuant to a Certificate for Commencement of Business dated November 14, 2002 issued by the Registrar of Companies, Mumbai. Thereafter, our Company was converted into a private limited company, pursuant to a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on May 20, 2003 and consequently, the name of our Company was changed from “Systematic Intel Industries Limited” to “Systematic Intel Industries Private Limited” vide a fresh Certificate of Incorporation consequent upon Change of Name was issued by the Registrar of Companies, Mumbai dated August 01, 2003. Further, a fresh Certificate of Registration of the Special Resolution consequent upon Alteration of Object Clause(s) dated September 10, 2003 issued by Registrar of Companies, Mumbai.

Thereafter, pursuant to a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on April 09, 2012, the name of our Company was changed from “Systematic Intel Industries Private Limited” to “Systematic Industries Private Limited” vide a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Mumbai vide certificate on April 26, 2012 bearing U25200MH2000PTC125313. Subsequently, our Company was converted into a public limited company, pursuant to a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on November 12, 2024 and consequently, the name of our Company was changed from “Systematic Industries Private Limited” to “Systematic Industries Limited” vide a fresh Certificate of Incorporation consequent upon Conversion to public company dated December 06, 2024, issued to our Company by the Registrar of Companies, Central Processing Centre, Manesar bearing U25200MH2000PLC125313. Further, a fresh Certificate of Registration of the Special Resolution consequent upon Alteration of Object Clause(s) dated March 27, 2025 issued by the Registrar of Companies, Central Processing Centre, Manesar, bearing CIN: U27320MH2000PLC125313.

*For further details and details of changes in Registered office of our Company, please refer to chapter titled “History and Corporate Structure” beginning on page 182 of this Red Herring Prospectus.*

### **Registered Office of our Company:**

#### **Systematic Industries Limited**

418, 4<sup>th</sup> Floor, Nirmal Corporate Center,  
L.B.S. Marg, Mulund (West), Mumbai - 400080,  
Maharashtra, India.

**Telephone:** +91 - 22 - 41383900

**Email:** [cs@systematicindustries.com](mailto:cs@systematicindustries.com)

**Website:** <https://systematicindustries.com/>

**Corporate Identity Number:** U27320MH2000PLC125313

**Registration Number:** 125313

### **Registrar of Companies:**

#### **Registrar of Companies, Mumbai**

Ministry of Corporate Affairs, 100, Everest,  
Marine Drive, Mumbai - 400002, Maharashtra, India.

**Tel No:** +91 - 22-22812627

**Fax No:** +91- 22-22811977

**Email id:** [roc.mumbai@mca.gov.in](mailto:roc.mumbai@mca.gov.in)

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

### **Board of Directors of our Company:**

As on the date of this Red Herring Prospectus, the Board of Directors of our Company comprises of the following:

Sr. No.	Name of Directors	Designation	DIN	Residential Address
1.	Siddharth Rajendra Agarwal	Chairman & Managing Director	00515410	A/3, Surbhi, Model Town, B R Road, Mulund West, Mumbai – 400080, Maharashtra, India.
2.	Vikas Navin Hegde	Whole Time Director	10827553	C-5-2-4-2 Panchsheel Apartment, Sector 1A, Near Gavaskar Maidan, CBD Belapur, Konkan Bhavan, Thane – 400614, Maharashtra, India.
3.	Satya Rajendra Agrawal	Non-Executive Director	01063343	A/3, Surbhi, Model Town, B R Road, Mulund West, Mumbai – 400080, Maharashtra, India.
4.	Bhagwan Das	Independent Director	10875356	A/102, Silver Birch, Vasant Garden, Mulund West, Mumbai – 400080, Maharashtra, India.
5.	Archana Surendra Yadav	Independent Director	07335198	A-42, Dahisar Pavitra CHS, B/H Parbat Nagar, Ovaripada, Dahisar – East Mumbai – 400068, Maharashtra, India.

For detailed profile of our Board of Directors, please refer to chapter titled “Our Management” on page 188 of this Red Herring Prospectus.

Chief Financial Officer	Company Secretary and Compliance Officer
<b>Dwarika Prasad Agrawal</b>  <b>Systematic Industries Limited</b> 418, 4th Floor, Nirmal Corporate Center, L.B.S. Marg, Mulund (West), Mumbai - 400080, Maharashtra, India. <b>Telephone:</b> +91 - 22 - 41383900 <b>Email:</b> <a href="mailto:accounts@systematicltd.com">accounts@systematicltd.com</a> <b>Website:</b> <a href="https://systematicindustries.com/">https://systematicindustries.com/</a>	<b>Dimple Lalwani</b>  <b>Systematic Industries Limited</b> 418, 4th Floor, Nirmal Corporate Center, L.B.S. Marg, Mulund (West), Mumbai - 400080, Maharashtra, India. <b>Telephone:</b> +91 - 22 - 41383900 <b>Email:</b> <a href="mailto:cs@systematicindustries.com">cs@systematicindustries.com</a> <b>Website:</b> <a href="https://systematicindustries.com/">https://systematicindustries.com/</a>

### **Investor Grievances:**

**Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Offer and/or the Book Running Lead Manager, in case of any pre-Offer or post-Offer related problems, such as non-receipt of letters of allotment, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc.**

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

For all Offer related queries and for redressal of complaints, Applicants may also write to the Book Running Lead Manager. All complaints, queries or comments received by Stock Exchange/ SEBI shall be forwarded to the Book Running Lead Manager, who shall respond to the same.

All grievances relating to the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as name of the sole or first Applicant, Bid cum Application Form number, Applicants DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Applicant, number of Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the relevant BRLM where the Anchor Investor Application Form was submitted by the Anchor Investor. For all Offer related queries and for redressal of complaints, investors may also write to the BRLM.

**Details of Key Intermediaries pertaining to this Offer of our Company:**

<b>Book Running Lead Manager to the Offer</b>	<b>Legal Advisor to the Offer</b>
<b>Hem Securities Limited</b> <b>Address:</b> 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai - 400013, Maharashtra, India. <b>Tel No.:</b> +91- 22- 4906 0000 <b>Email Id:</b> <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> <b>Investor Grievance Email:</b> <a href="mailto:redressal@hemsecurities.com">redressal@hemsecurities.com</a> <b>Website:</b> <a href="http://www.hemsecurities.com">www.hemsecurities.com</a> <b>Contact Person:</b> Ajay Jain <b>SEBI Registration Number:</b> INM000010981 <b>CIN:</b> U67120RJ1995PLC010390	<b>Vedanta Law Chambers</b> <b>Address:</b> Ist Floor, SSK House, B-62, Sahakar Marg, Lal Kothi, Jaipur – 302015, Rajasthan, India. <b>Tel No.:</b> +91- 141 - 2740911, 4014091 <b>Fax:</b> +91- 141 - 2740911 <b>Website:</b> <a href="http://www.vedantalawchambers.com">www.vedantalawchambers.com</a> <b>Email Id:</b> <a href="mailto:vedantalawchambers@gmail.com">vedantalawchambers@gmail.com</a> <b>Contact Person:</b> Advocate Nivedita Ravindra Sarda <b>Designation:</b> Partner
<b>Registrar to the Offer</b>	<b>Statutory Auditor</b>
<b>Cameo Corporate Services Limited</b> <b>Address:</b> Subramanian Building No.1, Club House Road, Chennai - 600002, Tamil Nadu, India. <b>Tel No.:</b> +91- 44- 40020700/ 28460390 <b>Email Id:</b> <a href="mailto:ipo@cameoindia.com">ipo@cameoindia.com</a> <b>Website:</b> <a href="http://www.cameoindia.com">www.cameoindia.com</a> <b>Investor Grievance Email:</b> <a href="mailto:investor@cameoindia.com">investor@cameoindia.com</a> <b>Online Investor Portal :</b> <a href="https://wisdom.cameoindia.com/">https://wisdom.cameoindia.com/</a> <b>Contact Person:</b> Ms. K Sreepriya <b>Designation:</b> Vice President & Company Secretary <b>SEBI Registration Number:</b> INR000003753 <b>CIN:</b> U67120TN1998PLC041613	<b>M/s. Hardik Vora &amp; Associates</b> <b>Chartered Accountants,</b> <b>Address:</b> 306, Avior Corporate Park, Nirmal Galaxy, L.B.S. Marg, Mulund West, Mumbai – 400080, Maharashtra, India. <b>Tel No.:</b> +91 - 22 - 25601422 / 9820079181 <b>Email Id:</b> <a href="mailto:hjvora1@gmail.com">hjvora1@gmail.com</a> <b>Website:</b> <a href="https://www.cahardikvora.com/">https://www.cahardikvora.com/</a> <b>Firm Registration No.:</b> 122756W <b>Peer Review Certificate No:</b> 018799 <b>Contact Person:</b> Hardik J. Vora <b>Designation:</b> Proprietor <b>Membership No:</b> 111976
<b>Bankers to our Company</b>	
<b>HDFC Bank Limited</b> <b>Address:</b> Shop No 10 to 14, Opp. Vodafone Store, Sagar Garden, L.B.S Road, Mulund West, Mumbai-400080, Maharashtra, India. <b>Tel No.:</b> 022-33958044 <b>Email Id:</b> <a href="mailto:mitesh.thakkar4@hdfcbank.com">mitesh.thakkar4@hdfcbank.com</a> <b>Website:</b> <a href="http://www.hdfcbank.com">www.hdfcbank.com</a> <b>Contact Person:</b> Mitesh Thakkar <b>Designation:</b> Assistant Vice President	<b>Axis Bank Limited</b> <b>Address:</b> 12 Mittal Tower, A Wing, 1 <sup>st</sup> Floor, Nariman Point, Mumbai - 400021, Maharashtra, India. <b>Tel No.:</b> 022-22895200 <b>Email Id:</b> <a href="mailto:cbbmumbai.branchhead@axisbank.com">cbbmumbai.branchhead@axisbank.com</a> <b>Website:</b> <a href="http://www.axisbank.com">www.axisbank.com</a> <b>Designation:</b> MWBC Branch Head
<b>Peer Review Auditor *</b>	<b>Advisor to the Offer</b>
<b>M/s. K A R M A &amp; Co. LLP</b> <b>Chartered Accountants</b> <b>Address:</b> 503, 5th Floor, Patron, opp. Kensville Golf Academy, Rajpath Club to S. P. Ring Road, Bodakdev, Ahmedabad - 390054, Gujarat, India. <b>Tel No.:</b> +91 – 79 - 40394154 / 9979997107 <b>Email:</b> <a href="mailto:jignesh@karmallp.in">jignesh@karmallp.in</a> <b>Websites:</b> <a href="http://www.karmallp.in">www.karmallp.in</a> <b>Firm Registration No.:</b> 127544W/W100376 <b>Membership No:</b> 129149	<b>JJ IPO Advisors Private Limited</b> <b>1301-1302, Yash Anant, Ashram Road, Ahmedabad - 380009, Gujarat, India.</b> <b>Tel:</b> +91-79-46041850 <b>E-mail:</b> <a href="mailto:info@jjipoadvisors.com">info@jjipoadvisors.com</a> <b>Website:</b> <a href="http://www.jjipoadvisors.com">www.jjipoadvisors.com</a> <b>Contact person:</b> Chetan Jagetiya <b>SEBI Registration No.:</b> INM000013253

<b>Peer Review Certificate Number:</b> 017384 <b>Contact Person:</b> CA Jignesh A Dhaduk <b>Designation:</b> Designated Partner	
Monitoring Agency	Syndicate Member
<b>Brickwork Ratings India Private Limited</b> <b>Address:</b> 3 <sup>rd</sup> Floor, Raj Alkaa Park, Kalena Agrahara, Bannerghatta Road, Bangalore 560076, Karnataka, India. <b>Telephone Number:</b> 080-4040 9940/080-4040 9999 <b>E-mail ID:</b> <a href="mailto:manoj.kaushal@brickworkratings.com">manoj.kaushal@brickworkratings.com</a> <b>Website:</b> <a href="http://www.brickworkratings.com">www.brickworkratings.com</a> <b>Contact person:</b> Manoj Kaushal <b>SEBI registration number:</b> IN/CRA/005/2008 <b>CIN:</b> U67190KA2007PTC043591	<b>Hem Finlease Private Limited</b> <b>Address:</b> 203, Jaipur Tower, M. I. Road, Jaipur-302001, Rajasthan, India. <b>Tel No.:</b> +91-141-4051000 <b>Email Id:</b> <a href="mailto:ashoks@hemsecurities.com">ashoks@hemsecurities.com</a> <b>Website:</b> <a href="http://www.hemsecurities.com">www.hemsecurities.com</a> <b>Contact Person:</b> Ashok Soni <b>SEBI Registration Number:</b> INZ000167734
Bankers to the Offer/Escrow Collection Bank /Refund Bank/Sponsor Bank	
<b>HDFC Bank Limited</b> <b>Address:</b> FIG-OPS Department, Lodha - I Think Techno Campus, O-3 Level, Next to Kanjurmarg Railway Station, Kanjurmarg (East), Mumbai – 400042 Maharashtra, India. <b>Tel:</b> +91-22-30752929/28/14 <b>Email:</b> <a href="mailto:siddharth.jadhav@hdfcbank.com">siddharth.jadhav@hdfcbank.com</a> , <a href="mailto:eric.bacha@hdfcbank.com">eric.bacha@hdfcbank.com</a> , <a href="mailto:sachin.gawade@hdfcbank.com">sachin.gawade@hdfcbank.com</a> , <a href="mailto:tushar.gavankar@hdfcbank.com">tushar.gavankar@hdfcbank.com</a> , <a href="mailto:pravin.teli2@hdfcbank.com">pravin.teli2@hdfcbank.com</a> <b>Contact Person:</b> Eric Bacha/ Sachin Gawade/ Pravin Teli/ Siddharth Jadhav/ Tushar Gavankar <b>Website:</b> <a href="http://www.hdfcbank.com">www.hdfcbank.com</a> <b>SEBI Registration Number:</b> INBI00000063	

*\*In accordance with the SEBI (ICDR) Regulations, we have appointed M/s. K A R M A & Co. LLP, Chartered Accountants, (FRN: 127544W/W100376) as Peer Review Auditor vide Board Resolution dated September 10, 2025 for restatement financial statements for the year ended March 31, 2025, March 31, 2024, and March 31, 2023.*

#### Designated Intermediaries:

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

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>; <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>) and updated from time to time. For details on Designated Branches of SCSBs collecting the Bid-cum-Application Forms, refer to the abovementioned SEBI link.

Further, as notified by SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019; the applications through UPI in IPOs 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) at the following path: Home >> Intermediaries / Market Infrastructure Institutions >> Recognized intermediaries >> Self Certified Syndicate Banks eligible as Issuer Banks for UPI.

Investor shall ensure that when applying in IPO using UPI, the name of his Bank appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, he / she shall also ensure that the name of the app and the UPI handle being used for making the application is also appearing in the aforesaid list.

##### Self-Certified Syndicate Banks Eligible as Issuer Banks for UPI

In accordance with 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, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Applicants using the UPI Mechanism may only apply through the SCSBs and mobile applications using the UPI handles specified on the website of the SEBI. The list of SCSBs through which Applications can be submitted by UPI Applicants using the UPI Mechanism, including details such as the eligible mobile applications and UPI handle which can be used for such Applications, is available on the website of the SEBI at

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> for SCSBs and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43> which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

### ***Syndicate SCSB Branches***

In relation to Bids (other than Bids by Anchor Investors and Individual Bidders) submitted under the ASBA process 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 Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI ([www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35](https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35)) as 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 Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35](https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=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***

Bidders can submit Bid cum Application Forms in the Offer using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and email address, is provided on the website of the SEBI at (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>), respectively, as updated from time to time.

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

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

### ***Collecting Depository Participants (CDP's)***

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

### ***Brokers to the Offer***

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

### ***Experts Opinion***

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent dated January 28, 2025, from Peer Reviewed Auditor namely, M/s. K A R M A & Co. LLP, Chartered Accountants, to include their name in respect of the reports on the Restated Financial Information dated September 10, 2025 and the Statement of Possible Tax Benefits dated February 28, 2025 and Statement of Financial Indebtedness dated September 10, 2025 issued by them and included in this Red Herring Prospectus, as required under Companies Act read with SEBI (ICDR) Regulations as “**Expert**”, defined in section 2(38) of the Companies Act and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term “**expert**” shall not be construed to mean an “**expert**” as defined under the U.S. Securities Act, 1933.

Further, our Company has received written consent dated March 06, 2025, from M/s. Anjaria Enviro Tech Private Limited, Independent Chartered Engineer, to include their name as required under Section 26(5) of the Companies Act read with SEBI

ICDR Regulations, in this Red Herring Prospectus and as an “expert”, as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as an Independent Chartered Engineer, in relation to the certification required for capacity utilization report dated September 10, 2025, certifying, inter alia, installed and actual capacity and list of plant and machinery.

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

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

#### **Monitoring Agency**

As per SEBI (ICDR) Regulations, 2018, appointment of monitoring agency is required only if Offer size exceeds ₹50 crores. As the size of the Offer exceeds ₹50 crores, our Company has appointed Brickwork Ratings India Private Limited as the Monitoring Agency to monitor the utilization of the Net Proceeds, in accordance with Regulation 262 of the SEBI ICDR Regulations. For details in relation to the proposed utilisation of the Gross Proceeds, see “*Objects of the Offer*” on page 100 of this Red Herring Prospectus.

#### **Green Shoe Option**

No Green Shoe Option is applicable for this Offer.

#### **Appraising Entity**

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

#### **Credit Rating**

As this is an Offer consisting only of Equity Shares, there is no requirement to obtain credit rating for the Offer.

#### **IPO Grading**

Since the Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, there is no requirement of appointing any credit agency registered with SEBI for obtaining grading for the Offer.

#### **Debenture Trustee**

As this is an Offer consisting only of Equity Shares, the appointment of a debenture trustee is not required.

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

The Red Herring Prospectus shall be filed on BSE SME platform situated at 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001, Maharashtra, India.

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

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 26 & 32 of the Companies Act, 2013, will be delivered to the Registrar of Companies, Mumbai through the electronic portal at <http://www.mca.gov.in>, at least (3) three working days prior from the date of opening of the offer.

#### **Book Building Process**

Book Building, with reference to the Offer, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company and the Selling Shareholder may, in consultation with the Book Running Lead Manager in accordance with the Book Building Process and advertised in all editions of the English national newspaper **Business Standard**, all editions of Hindi national newspaper **Business Standard** and Marathi editions of the regional daily newspaper **Pratahkal**, where the registered office of the company is situated at least two working days prior to the Bid / Offer Opening date. The Offer Price shall be determined by our Company and the Selling Shareholder may, in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid / Offer Closing Date. Principal parties involved in the Book Building Process are:

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

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

The offer is being made through the Book Building Process wherein not more than 50% of the Net offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company and the Selling Shareholder may, in consultation with the BRLM allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations (the “**Anchor Investor Portion**”), out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor offer Price. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the offer Price. Further, not less than 15% of the Net offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders (of which one third of the Non-Institutional Portion shall be reserved for Bidders with an application size between ₹2,00,000 and up to ₹10,00,000 and two-thirds of the Non-Institutional Portion shall be reserved for Bidders with an application size exceeding ₹10,00,000) and under-subscription in either of these two subcategories of Non-Institutional Portion may be allocated to Bidders in the other subcategory of Non-Institutional Portion, subject to valid Bids being received at or above the Offer Price and not less than 35% of the Net offer shall be available for allocation to Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the offer Price. All potential Bidders may participate in the offer through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the offer. Under-subscription if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company and the Selling Shareholder may, in consultation with the BRLM and the Designated Stock Exchange.

**All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Offer. In accordance with the SEBI ICDR Regulations, none of the bidders are allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/Offer Period. Allocation to the Anchor Investors will be on a discretionary basis.**

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

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public issue shall use

only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention are invited to the chapter titled **“Offer Procedure”** beginning on page 332 of this Red Herring Prospectus.

The process of Book Building under the SEBI (ICDR) Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Offer. For further details on the method and procedure for Bidding, please see section entitled **“Terms of the Offer”, “Offer Structure”, “Offer Procedure”** on page 316, 327 and 332 respectively, of this Red Herring Prospectus.

### Illustration of the Book Building and Price Discovery Process:

For an illustration of the Book Building Process and the price discovery process, please refer to the chapter titled **“Offer Procedure”** on page 332 of this Red Herring Prospectus.

### Bid/ Offer Program:

Event	Indicative Dates
Bid/ Offer Opened Date <sup>1</sup>	Wednesday, September 24, 2025
Bid/ Offer Closed Date <sup>2,3</sup>	Friday, September 26, 2025
Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	On or about Monday, September 29, 2025
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account* (T+2)	On or about Tuesday, September 30, 2025
Credit of Equity Shares to Demat Accounts of Allottees (T+2)	On or about Tuesday, September 30, 2025
Commencement of Trading of the Equity Shares on the Stock Exchange (T+3)	On or about Wednesday, October 01, 2025

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

<sup>2</sup>Our Company and the Selling Shareholder, in consultation with the Book Running Lead Manager, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI (ICDR) Regulations.

<sup>3</sup>The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Day.

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

Bid Cum Application Forms and any revisions to the same will be accepted only between 10.00 A.M. to 4.00 P.M. (IST) during the Offer Period (except for the Bid/ Offer Closing Date). On the Bid/ Offer Closing Date, the Bid Cum Application Forms will be accepted only between 10.00 A.M. to 3.00 P.M. (IST) Individual Investor and Non-Institutional Investor. The time for applying for Individual Investor on Bid/Offer Closing Date maybe extended in consultation with the Book Running Lead Manager, RTA and BSE taking into account the total number of applications received up to the closure of timings.

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

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

In accordance with SEBI ICDR Regulations, none of the bidders are 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. Allocation to Individual Investor Applicants, in this Offer will be on a proportionate basis.

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

### Withdrawal of the Offer

In accordance with the SEBI (ICDR) Regulations, Our Company and the Selling Shareholder may, in consultation with the Book Running Lead Manager, reserve the right to not to proceed with the Offer at any time before the Bid/ Offer Opening Date without assigning any reason thereof.

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

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

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

### Underwriting

The Company and the Book Running Lead Manager to the Offer hereby confirm that the Offer will be 100% Underwritten by the Underwriter Hem Securities Limited in the capacity of Underwriter to the offer .

The underwriting agreement is dated August 19, 2025. Pursuant to the terms of the underwriting Agreement, the obligations of the underwriters are several and are subject to certain conditions specified therein. The underwriters have indicated their intention to underwrite the following number of specified securities being issued through this offer:

Details of the Underwriter	Number of Equity Shares to be Underwritten	Amount Underwritten (Amount in Rs. Lakhs)	% of the Offer Size Underwritten
<b>Hem Securities Limited</b> <b>Address:</b> 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, Maharashtra, India <b>Tel No.:</b> +91-22-4906 0000 <b>Email:</b> <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> <b>Investor Grievance Email:</b> <a href="mailto:redressal@hemsecurities.com">redressal@hemsecurities.com</a> <b>Website:</b> <a href="http://www.hemsecurities.com">www.hemsecurities.com</a>	59,28,000	[•]	100%

<b>Contact Person:</b> Rohit Sharma <b>SEBI Reg. No.:</b> INM000010981			
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*\*Includes upto 3,00,000 Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker, Hem Finlease Private Limited in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI –(ICDR) Regulations, 2018, as amended.*

As per Regulation 260(2) of SEBI (ICDR) Regulations, 2018, the Book Running Lead Manager has agreed to underwrite to a minimum extent of 15.00% of the Offer out of its own account. In the opinion of the Board of Directors (based on certificate given by the Underwriter), the resources of the above-mentioned Underwriter are sufficient to enable them to discharge their respective underwriting obligations in full. The above-mentioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange.

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

Except as stated below, there has not been any change in the Statutory Auditor of our Company in last three years.

Details of Auditors	Date of Change	Reason for Change
<b>M/s Anand Mukul Associates</b> <b>Chartered Accountants,</b> <b>Address:</b> A-2, Hazari Bhavan, Dr. R.P. Road, Mulund West, Mumbai – 400080, Maharashtra, India. <b>Tel No.:</b> +91-22- 25604585/25650824/25655303 <b>Email Id:</b> <a href="mailto:anandmukul@hotmail.com">anandmukul@hotmail.com</a> <b>Firm Registration No.:</b> 15985W <b>Contact Person:</b> Mukul S Patankar <b>Designation:</b> Partner <b>Membership No:</b> 040718	September 30, 2019	Appointment of statutory auditor of our Company for a period of five years.
	August 01, 2022	Resignation due to our pre occupation in other audit engagements and assignments
<b>M/s Viren Gandhi &amp; Co.</b> <b>Chartered Accountants,</b> <b>Address:</b> 103, Vikas Commercial, Bhakti Marg, Next to Tridev Apartment, Mulund West, Mumbai – 400080, Maharashtra, India. <b>Tel No.:</b> +91-22- 2590 3597/ 2591 6926/ 9820818466 <b>Email Id:</b> <a href="mailto:info@cavirengandhiandco.com">info@cavirengandhiandco.com</a> <b>Firm Registration No.:</b> 111558W <b>Contact Person:</b> Chintan Gandhi <b>Designation:</b> Partner <b>Membership No:</b> 137079	August 18, 2022	Statutory Auditor appointed to fill the casual vacancy caused on account of resignation of the <i>erstwhile</i> auditor.
	September 30, 2022	Retirement of Auditors at Annual General Meeting due to completion of tenure
<b>M/s. Hardik Vora &amp; Associates</b> <b>Chartered Accountants,</b> <b>Address:</b> 306, Avior Corporate Park, Nirmal Galaxy, L.B.S. Marg, Mulund West, Mumbai – 400080, Maharashtra, India. <b>Tel No.:</b> +91 - 22 - 25601422 / 9820079181 <b>Email Id:</b> <a href="mailto:hjvoral@gmail.com">hjvoral@gmail.com</a> <b>Website:</b> <a href="https://www.cahardikvora.com/">https://www.cahardikvora.com/</a> <b>Firm Registration No.:</b> 122756W <b>Peer Review Certificate No:</b> 018799 <b>Contact Person:</b> Hardik J. Vora <b>Designation:</b> Proprietor <b>Membership No:</b> 111976	September 30, 2022	Appointment of Statutory Auditors in place of retiring auditors for a period of five years

#### Details of the Market Making arrangement for this Offer:

Our company may, in consultation with the Book Running Lead Manager, shall allot at least 5.00% of the Offer to the Market Maker under the Market Maker Reservation Portion as per the Regulation 261(4) of the SEBI ICDR Regulations.

Our Company has entered into a Market Making Agreement dated August 19, 2025 with the following Market Maker for fulfilling the Market Making obligations under this Offer:

<b>Name</b>	Hem Finlease Private Limited
<b>Correspondence Address</b>	203, Jaipur Tower, M I Road, Jaipur, Rajasthan 302001, India
<b>Tel No.</b>	+91 -141-4051000
<b>E-Mail Id</b>	<a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a>
<b>Website</b>	<a href="http://www.hemsecurities.com">www.hemsecurities.com</a>
<b>Contact Person</b>	Ashok Soni
<b>SEBI Registration No.</b>	INZ000168034
<b>Market Maker Registration No.</b>	SMEREG2020090906741

In accordance with Regulation 261 of the SEBI ICDR Regulations and amendments thereto, we shall enter into an agreement with the Book Running Lead Manager and the Market Maker (duly registered with BSE to fulfil the obligations of Market Making) dated August 19, 2025 to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this offer.

Hem Finlease Private Limited registered with SME Platform of BSE “BSE SME” will act as the Market Maker and has agreed to receive or deliver of 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 any amendment to SEBI ICDR Regulations.

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 BSE and SEBI in this matter from time to time.

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

- 1) The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
- 2) The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of the BSE Limited (SME Platform of BSE) and SEBI from time to time.
- 3) The investors with holdings less than the minimum lot size shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- 4) The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME Platform of BSE Limited (in this case currently the minimum trading lot size is [•] equity shares of face value of ₹10/ each; however, the same may be changed by the SME Platform of BSE from time to time).
- 5) After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Offer Size. Any Equity Shares allotted to Market Maker under this Offer over and above 25% of Offer Size would not be taken in to consideration of computing the threshold of 25% of Offer Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Offer Size, the Market Maker will resume providing 2 way quotes.
- 6) There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.
- 7) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- 8) There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.

- 9) The shares of the company will be traded in continuous trading session from the time and day the company gets listed on BSE SME and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.
- 10) 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.
- 11) The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
- 12) 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.
- 13) The Market Maker(s) shall have the right to terminate said arrangement by giving a (3) three months' notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s) and execute a fresh arrangement. In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book Running 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, 2018, as amended. Further our Company and the Book Running Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our office from 10.00 a.m. to 5.00 p.m. on working days.
- 14) **Risk containment measures and monitoring for Market Makers:** SME Platform of BSE Limited ("BSE SME") will have all margins which are applicable on the BSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
- 15) **Punitive Action in case of default by Market Makers:** The Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/ fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
- 16) **Price Band and Spreads:** The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.

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

- i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
  - ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Offer price.
- 17) Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the Offer size and as follows:

<b>Offer Size</b>	<b>Buy quote exemption threshold (including mandatory initial inventory of 5% of the Offer Size)</b>	<b>Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Offer 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 / BSE 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.

**CAPITAL STRUCTURE**

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

(Amount in Rs. Lakhs, except share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Offer Price*
<b>A</b>	<b>Authorized Share Capital</b> 2,50,00,000 Equity Shares of face value of ₹10 each.	2500.00	-
<b>B</b>	<b>Issued, Subscribed &amp; Paid-up Share Capital prior to the Offer</b> 1,68,03,242 Equity Shares of face value of ₹10 each.	1680.32	-
<b>C</b>	<b>Present Offer in terms of this Red Herring Prospectus*</b> Offer of upto 59,28,000 Equity Shares of face value of ₹10 each at a Premium of ₹[●] per share <sup>(1)(2)</sup>	592.80	[●]
	<b>Consisting of:</b>		
	Fresh Issue of upto 55,28,000 Equity Shares of face value of ₹10 each at a Premium of ₹[●] per share	552.80	[●]
	Offer for Sale of upto 4,00,000 Equity Shares of face value of ₹10 each at a Premium of ₹[●] per share	40.00	[●]
	<b>Which comprises of:</b>		
	<b>Reservation for Market Maker Portion</b> Upto 3,00,000 Equity Shares of face value of ₹10 each at a Premium of ₹[●] per share reserved as Market Maker Portion	30.00	[●]
	<b>Net Offer to Public</b> Net Offer to Public of upto 56,28,000 Equity Shares of face value of ₹10 each at a Premium of ₹[●] per share to the Public	562.80	[●]
	<b>Of which:</b>		
	At least 19,70,400 Equity Shares of face value of ₹10 each aggregating upto ₹[●] lakhs will be available for allocation to Individual Investors	197.04	[●]
	At least 8,44,200 Equity Shares of face value of ₹10 each aggregating upto ₹[●] lakhs will be available for allocation to Non-Institutional Investors	84.42	[●]
	Not more than 28,13,400 Equity Shares of face value of ₹10 each aggregating upto ₹[●] lakhs will be available for allocation to Qualified Institutional Buyers, 5% of which shall be allocated to mutual funds.	281.34	[●]
<b>D</b>	<b>Issued, Subscribed and Paid-up Capital after the Offer*</b>		
	Up to 2,23,31,242 Equity Shares of face value of ₹10 each.	2233.12	
<b>E</b>	<b>Securities Premium Account</b>		
	Before the Offer (as on date of this Red Herring Prospectus)	Nil	
	After the Offer	[●]	

\*To be updated upon finalization of Offer Price and subject to finalisation of Basis of Allotment.

<sup>(1)</sup> The Offer has been authorised by our Board pursuant to resolutions passed at their meeting held April 15, 2025, and by our Shareholders pursuant to a special resolution dated April 18, 2025. Further, Our Board has taken on record the consent and authorisation of the Selling Shareholder to participate in the Offer for Sale pursuant to its resolution dated April 15, 2025.

<sup>(2)</sup> 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 Red Herring Prospectus and are eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. For details on Consent of the Selling Shareholder in relation to their portion of Offered Shares, please refer to the chapters titled “The Offer” and “Other Regulatory and Statutory Disclosures” on pages 62 and 300 respectively.

**Classes of Shares: -**

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

### **Notes to the Capital Structure:**

#### **1. Details of changes in Authorised Share Capital of our Company:**

Since incorporation of our Company, the Authorised Equity Share Capital of our Company has been changed in the manner set forth below:

<b>Sr. No.</b>	<b>Particulars of Changes</b>	<b>Cumulative No. of Equity Shares</b>	<b>Face value of Equity Share</b>	<b>Cumulative Authorized Share Capital (₹ in Lakhs)</b>	<b>Date of Shareholders' Meeting</b>	<b>Whether AGM/EGM</b>
1.	On incorporation	10,00,000	10/-	100.00	On Incorporation	N.A.
2.	Increase in Authorised Share Capital of the Company from ₹100.00 Lakhs divided into 10,00,000 Equity Shares of ₹10/- each to ₹2500.00 Lakhs divided into 2,50,00,000 Equity Shares of ₹10/- each.	2,50,00,000	10/-	2500.00	September 27, 2024	EGM

#### **2. History of Issued and Paid-Up Share Capital of our Company:**

##### **a) Equity Shares Capital**

Our existing paid-up Equity Share Capital has been subscribed and allotted in the manner set forth below:

<b>Date of Allotment</b>	<b>No. of Equity Shares allotted</b>	<b>Face Value (₹)</b>	<b>Offer Price (including Premium if applicable) (₹)</b>	<b>Nature of Allotment</b>	<b>Nature of Consideration</b>	<b>Cumulative No. of Equity Shares</b>	<b>Cumulative Paid up Capital (₹)</b>	<b>Cumulative Securities Premium (₹)</b>
Upon Incorporation	700	10	10	Subscription to MOA <sup>(i)</sup>	Cash	700	7,000	Nil
October 09, 2002	50,000	10	10	Further Allotment <sup>(ii)</sup>	Cash	50,700	5,07,000	Nil
March 31, 2004	4,99,300	10	20	Further Allotment <sup>(iii)</sup>	Cash	5,50,000	55,00,000	49,93,000
August 25, 2010	60,000*	10	100	Further Allotment <sup>(iv)</sup>	Cash	6,10,000	59,80,000	81,13,000
September 28, 2010	60,000*	10	100	Further Allotment <sup>(v)</sup>	Cash	6,70,000	64,60,000	1,12,33,000
March 31, 2011	1,00,000	10	10	Further Allotment <sup>(vi)</sup>	Cash	7,70,000	74,60,000	1,12,33,000
<i>Pursuant to the board resolution passed dated July 14, 2011, 1,20,000 Partly Paid-up of Rs. 6/- each Equity Shares of face value of Rs. 10/- each including a premium of Rs. 90/- each were forfeited by the Company.</i>								
After Forfeited share	(1,20,000)	10	100	-	-	6,50,000	65,00,000	1,21,93,000
March 31, 2014	8,950	10	280	Further	Cash	6,58,950	65,89,500	1,46,09,500

				Allotment (vii)				
March 19, 2024	3,29,476	10	10	Right Issue (viii)	Cash	9,88,426	98,84,260	1,46,09,50 0
September 28, 2024	1,58,14,816	10	-	Bonus Issue (16:1) <sup>(ix)</sup>	Other than Cash	1,68,03,242	16,80,32,420	Nil

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

\*The Company has issued partly paid-up equity shares at a price of Rs. 10/- each including a premium of Rs. 90/- each, in which Rs. 60 (face value of Rs. 8 each and premium of Rs. 52/- each) were paid on allotments and remaining unpaid.

(i) **Initial Subscribers to the Memorandum of Association subscribed 700 Equity Shares of face value of Rs. 10/- each, details of which are given below:**

Sr. No.	Name of Subscribers	Number of Equity Shares Subscribed
1.	Rajendra Jaganprasad Agrawal	100
2.	Subhash Rameshchand Mittal	100
3.	Siddharth Rajendra Agarwal	100
4.	Rashmi Mittal	100
5.	Udita Subhash Mittal	100
6.	Satya Rajendra Agrawal	100
7.	Shruti Agrwal	100
	<b>Total</b>	<b>700</b>

(ii) **Details of the further allotment of 50,000 Equity Shares of face value of Rs. 10/- each, details of which are given below:**

Sr. No.	Name of Allottee	Number of Equity Shares Allotted
1.	Siddharth Rajendra Agarwal	50,000
	<b>Total</b>	<b>50,000</b>

(iii) **Details of the further allotment of 4,99,300 Equity Shares of face value of Rs. 10/- each at a premium of Rs. 10/- each, details of which are given below:**

Sr. No.	Name of Allottee	Number of Equity Shares Allotted
1.	Rajendra Jaganprasad Agrawal	14,425
2.	Siddharth Rajendra Agarwal	41,803
3.	Rashmi Mittal	7,500
4.	Udita Subhash Mittal	23,625
5.	Satya Rajendra Agrawal	7,500
6.	Shruti Agrwal	59,550
7.	Gunjan Subhash Mittal	4,625
8.	Rajendra Agarwal HUF	26,250
9.	Subhash Rameshchand Mittal HUF	26,250
10.	M/s Siddharth Industries	20,000
11.	Kim Electrical Industries Limited	25,000
12.	Manasi Trading Private Limited	24,650
13.	Asian Vegpro Industries Limited	51,000
14.	Creative World Telefilms Limited	50,000
15.	Fateh Singh Khatri	11,250

16.	Goodworth Mercantile Private Limited	25,000
17.	M/s. Tirupati Plastic Industries	80,872
	<b>Total</b>	<b>4,99,300</b>

- (iv) *Details of the further allotment of 60,000 Equity Shares of face value of Rs. 10/- each at a premium of Rs. 90/- each, details of which are given below:*

Sr. No.	Name of Allottee	Number of Equity Shares Allotted
1.	Drishti Vincom Private Limited	60,000
	<b>Total</b>	<b>60,000</b>

- (v) *Details of the further allotment of 60,000 Equity Shares of face value of Rs. 10/- each at a premium of Rs. 90/- each, details of which are given below:*

Sr. No.	Name of Allottee	Number of Equity Shares Allotted
1.	Blue Line Tradecom Private Limited	60,000
	<b>Total</b>	<b>60,000</b>

- (vi) *Details of the further allotment of 1,00,000 Equity Shares of face value of Rs. 10/- each, details of which are given below:*

Sr. No.	Name of Allottee	Number of Equity Shares Allotted
1.	Siddharth Rajendra Agarwal	1,00,000
	<b>Total</b>	<b>1,00,000</b>

- (vii) *Details of the further allotment of 8,950 Equity Shares of face value of Rs. 10/- each at a premium of Rs. 270/- each, details of which are given below:*

Sr. No.	Name of Allottee	Number of Equity Shares Allotted
1.	Satya Rajendra Agrawal	8,950
	<b>Total</b>	<b>8,950</b>

- (viii) *Details of the Right Issue of 3,29,476 Equity Shares of face value of Rs. 10/- each, details of which are given below:*

Sr. No.	Name of Allottee	Number of Equity Shares Allotted
1.	Siddharth Rajendra Agarwal	3,29,476
	<b>Total</b>	<b>3,29,476</b>

- (ix) *Allotment of Bonus of 1,58,14,816 Equity Shares on September 28, 2024 having face value of Rs. 10/- each in the ratio of 16:1 i.e. Sixteen (16) Bonus Equity Shares for every One (1) Equity Shares held by shareholders. (refer point no. 4 below for allottee list)*

Sr. No.	Name of Allottees	Number of Equity Shares Allotted
1.	Siddharth Rajendra Agarwal	1,42,35,216
2.	Satya Rajendra Agrawal	1,43,200
3.	Siddhant Ispat Private Limited	14,30,000
4.	Shruti Agrwal	1,600
5.	Dwarika Prasad Agrawal	1,600
6.	Vikas Navin Hegde	1,600

7.	Alpa Jyoten Kamdar	1,600
	<b>Total</b>	<b>1,58,14,816</b>

- b) **Preference Share Capital:** As on the date of this Red Herring Prospectus, our Company does not have any issued Preference Share Capital.

### 3. Details of Allotment made in the last two years preceding the date of Red Herring Prospectus

Except as mentioned in point number 2(a)(viii) & 2(a)(ix) above, the Company has not issued any Equity Share in the last two years preceding the date of the Red Herring Prospectus.

### 4. Issue of Shares for consideration other than cash:

Except as disclosed below, our Company has not issued any Equity Shares for consideration other than cash:

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Reasons of Allotment	Benefits Accrued to Company	Name of Allottees	Number of Equity Shares Allotted
September 28, 2024	1,58,14,816	10	Nil	Bonus Issue (16:1)	Capitalization of Reserves & Surplus*	Siddharth Rajendra Agarwal	1,42,35,216
						Satya Rajendra Agrawal	1,43,200
						Siddhant Ispat Private Limited	14,30,000
						Shruti Agrwal	1,600
						Dwarika Prasad Agrawal	1,600
						Vikas Navin Hegde	1,600
						Alpa Jyoten Kamdar	1,600
						<b>Total</b>	<b>1,58,14,816</b>

\*Above allotment of shares has been made out of Reserve & Surplus available for distribution to shareholders and no part of revaluation reserve has been utilized for the purpose.

- As on the date of the Red Herring Prospectus, no equity shares have been issued or allotted in terms of any Scheme of Arrangement approved under Section 391-394 of the Companies Act, 1956 or Sections 230-234 of the Companies Act, 2013, as applicable.
- Our Company has not issued any shares pursuant to an Employee Stock Option Plan ('ESOP')/ Employee Stock Purchase Scheme ('ESPS Scheme')/ Stock Appreciation Rights Scheme (SARs) to Employees.
- Our Company has not revalued its assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
- Except as disclosed in this Red Herring Prospectus, Our Company is in compliance with the provisions of the Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of this Red Herring Prospectus.
- Except for Bonus Issue made on September 28, 2024, our Company has not issued any Equity Shares at a price that may be lower than the Offer Price during a period of one year preceding the date of the Red Herring Prospectus. (refer point no. 2(a)(ix) above for allottee list)

### 10. Shareholding Pattern of the Company:

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

**Our Shareholding Pattern:-**

Category	Category of shareholder	No. of shareholders	No. of fully paid up equity shares held	No. of Partly Paid Up Equity Shares Held	No. of Shares Underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding and Including Convertible Securities (Including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C 2)	Number of Locked in Shares		Number of Shares Pledged or otherwise Encumbered		Number of Equity Shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B + C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class Equity Shares of Rs.10/- each	Class eg: y	Total								
I	II	III	IV	V	VI	VII = IV+V+ VI	VIII	IX				X	XI=VII +X	XII		XIII		XIV
(A)	Promoters & Promoter Group	4	1,67,94,442	-	-	1,67,94,442	99.95	1,67,94,442	-	1,67,94,442	99.95	-	-	-	-	-	-	1,67,94,442
(B)	Public	6	8,800	-	-	8,800	0.05	8,800	-	8,800	0.05	-	-	-	-	-	-	8,800
(C)	Non-Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	10	1,68,03,242	-	-	1,68,03,242	100.00	1,68,03,242	-	1,68,03,242	100.00	-	-	-	-	-	-	1,68,03,242

**Notes-**

- *As on the date of this Red Herring Prospectus 1 Equity Share holds 1 Vote.*
- *We have only one class of Equity Shares of face value of ₹10/- each.*
- *We have entered into tripartite agreement with NSDL and CDSL.*
- *The term “Encumbrance” has the same meaning as assigned under Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.*
- *In terms of Regulation 230(1)(d) of SEBI (ICDR) Regulations, 2018 all specified securities held by the promoters are dematerialised as on the date of filing of this Red Herring Prospectus.*
- *Our Company will file the shareholding pattern of our Company, in the form prescribed under the SEBI Listing Regulations as amended from time to time, one day prior to the listing of Equity Shares. The shareholding pattern will be uploaded on the website of Stock Exchange before commencement of trading of such Equity Shares.*

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

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

Sr. No.	Names of Shareholders	Equity Shares held (Face Value of Rs. 10 each)	% Pre Offer paid up Share Capital
1.	Siddharth Rajendra Agarwal	1,51,21,217	89.99
2.	Siddhant Ispat Private Limited	15,19,375	9.04
	<b>Total</b>	<b>1,66,40,592</b>	<b>99.03</b>

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

Sr. No.	Names of Shareholders	Equity Shares held (Face Value of Rs. 10 each)	% Pre Offer paid up Share Capital
1.	Siddharth Rajendra Agarwal	1,51,24,917	90.01
2.	Siddhant Ispat Private Limited	15,19,375	9.04
	<b>Total</b>	<b>1,66,44,292</b>	<b>99.05</b>

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

Sr. No.	Names of Shareholders	Equity Shares held (Face Value of Rs. 10 each)	% Pre Offer paid up Share Capital
1.	Siddharth Rajendra Agarwal	8,90,101	90.05
2.	Siddhant Ispat Private Limited	89,375	9.04
3.	Satya Rajendra Agrawal	8,950	0.91
	<b>Total</b>	<b>9,88,426</b>	<b>100.00</b>

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

Sr. No.	Names of Shareholders	Equity Shares held (Face Value of Rs. 10 each)	% Pre Offer paid up Share Capital
1.	Siddharth Rajendra Agarwal	5,60,625	85.08
2.	Siddhant Ispat Private Limited	89,375	13.56
3.	Satya Rajendra Agrawal	8,950	1.36
	<b>Total</b>	<b>6,58,950</b>	<b>100.00</b>

**12.** Our Company has not made any Initial Public Offer of specified securities in the preceding two years from the date of filing of this Red Herring Prospectus.

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

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

As on the date of this Red Herring Prospectus, Our Promoters, Siddharth Rajendra Agarwal and Satya Rajendra Agrawal collectively hold 1,52,73,367 Equity Shares of face value of ₹10/ each of our Company, constituting 90.90% of the pre-offer, subscribed and paid-up Equity Share capital of our Company.

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

Date of Allotment and paid up/ Transfer	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition/ Transfer Price (₹)	Nature of Consideration	Nature of Acquisition	% of Pre - Offer Equity Share Capital	% of Post Offer Equity Share Capital
<b>(A) Siddharth Rajendra Agarwal</b>							
March 24, 2000	100	10	10	Cash	Subscriber to MOA	0.00	0.00
March 28, 2000	60	10	10	Cash	Acquisition of shares by way of Transfer of shares <sup>(a)</sup>	0.00	0.00
October 09, 2002	50,000	10	10	Cash	Further Allotment	0.30	0.22
March 31, 2004	41,803	10	20	Cash	Further Allotment	0.25	0.19
June 27, 2008	59,893	10	10	Cash	Acquisition of shares by way of Transfer of shares <sup>(b)</sup>	0.36	0.27
July 15, 2009	11,250	10	10	Cash	Acquisition of shares by way of Transfer of shares <sup>(c)</sup>	0.07	0.05
July 30, 2009	51,000	10	10	Cash	Acquisition of shares by way of Transfer of shares <sup>(d)</sup>	0.30	0.23
August 14, 2009	25,000	10	10	Cash	Acquisition of shares by way of Transfer of shares <sup>(e)</sup>	0.15	0.11
August 20, 2009	50,000	10	10	Cash	Acquisition of shares by way of Transfer of shares <sup>(f)</sup>	0.30	0.22
March 31, 2011	1,00,000	10	10	Cash	Further Allotment	0.60	0.45
June 27, 2011	14,465	10	-	Other than Cash	Acquisition of shares by way of Gift <sup>(g)</sup>	0.09	0.06
June 27, 2011	26,250	10	-	Other than Cash	Acquisition of shares by way of Gift <sup>(h)</sup>	0.16	0.12
June 27, 2011	7,540	10	-	Other than Cash	Acquisition of shares by way of Gift <sup>(i)</sup>	0.04	0.03
June 27, 2011	20,000	10	10	Cash	Acquisition of shares by way of Transfer of shares <sup>(j)</sup>	0.12	0.09

June 27, 2011	(51,000)	10	10	Cash	Transfer of shares <sup>(k)</sup>	(0.30)	(0.23)
February 01, 2017	59,710	10	-	Other than Cash	Acquisition of shares by way of Gift <sup>(l)</sup>	0.36	0.27
June 28, 2021	94,554	10	630	Cash	Acquisition of shares by way of Transfer of shares <sup>(m)</sup>	0.56	0.42
March 19, 2024	3,29,476	10	10	Cash	Right Issue <sup>(n)</sup>	1.96	1.48
September 23, 2024	(400)	10	-	Other than Cash	Transfer of shares by way of Gift <sup>(o)</sup>	(0.00)	(0.00)
September 28, 2024	1,42,35,216	10	-	Other than Cash	Bonus Issue in the ratio of 16:1	84.72	63.75
May 05, 2025	(3,700)	10	-	Other than Cash	Transfer of shares by way of Gift <sup>(p)</sup>	(0.02)	(0.02)
<b>Total (A)</b>	<b>1,51,21,217</b>					<b>89.99</b>	<b>67.71</b>
<b>(B) Satya Rajendra Agrawal</b>							
March 24, 2000	100	10	10	Cash	Subscriber to MOA	0.00	0.00
March 28, 2000	(60)	10	10	Cash	Transfer of shares <sup>(q)</sup>	(0.00)	(0.00)
March 31, 2004	7,500	10	10	Cash	Further Allotment	0.04	0.03
June 27, 2011	(7,540)	10	-	Other than Cash	Transfer of shares by way of Gift <sup>(r)</sup>	(0.04)	(0.03)
March 31, 2014	8,950	10	280	Cash	Further Allotment	0.05	0.04
September 28, 2024	1,43,200	10	-	Other than Cash	Bonus Issue in the ratio of 16:1	0.85	0.64
<b>Total (B)</b>	<b>1,52,150</b>					<b>0.91</b>	<b>0.68</b>
<b>Total (A+B)</b>	<b>1,52,73,367</b>					<b>90.90</b>	<b>68.39</b>

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

- a) **Details of acquisition by Siddharth Rajendra Agarwal by way of Transfer of 60 Equity Shares of face value of ₹10/- each dated March 28, 2000.**

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	March 28, 2000	Satya Rajendra Agrawal	60
		<b>Total</b>	<b>60</b>

- b) **Details of acquisition by Siddharth Rajendra Agarwal by way of Transfer of 59,893 Equity Shares of face value of ₹10/- each dated June 27, 2008.**

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	June 27, 2008	M/s Tirupati Plastic Industries	59,893
		<b>Total</b>	<b>59,893</b>

- c) Details of acquisition by Siddharth Rajendra Agarwal by way of Transfer of 11,250 Equity Shares of face value of ₹10/- each dated July 15, 2009.

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	July 15, 2009	Fateh Singh Khatri	11,250
		<b>Total</b>	<b>11,250</b>

- d) Details of acquisition by Siddharth Rajendra Agarwal by way of Transfer of 51,000 Equity Shares of face value of ₹10/- each dated July 30, 2009.

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	July 30, 2009	Asian Vegpro Industries Limited	51,000
		<b>Total</b>	<b>51,000</b>

- e) Details of acquisition by Siddharth Rajendra Agarwal by way of Transfer of 25,000 Equity Shares of face value of ₹10/- each dated August 14, 2009.

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	August 14, 2009	Goodworth Mercantile Private Limited	25,000
		<b>Total</b>	<b>25,000</b>

- f) Details of acquisition by Siddharth Rajendra Agarwal by way of Transfer of 50,000 Equity Shares of face value of ₹10/- each dated August 20, 2009.

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	August 20, 2009	Creative World Telefilms Limited	50,000
		<b>Total</b>	<b>50,000</b>

- g) Details of acquisition by Siddharth Rajendra Agarwal by way of Gift of 14,465 Equity Shares of face value of ₹10/- each dated June 27, 2011.

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	June 27, 2011	Rajendra Jaganprasad Agrawal	14,465
		<b>Total</b>	<b>14,465</b>

- h) Details of acquisition by Siddharth Rajendra Agarwal by way of Gift of 26,250 Equity Shares of face value of ₹10/- each dated June 27, 2011.

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	June 27, 2011	Rajendra Agarwal HUF	26,250
		<b>Total</b>	<b>26,250</b>

- i) Details of acquisition by Siddharth Rajendra Agarwal by way of Gift of 7,540 Equity Shares of face value of ₹10/- each dated June 27, 2011.

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	June 27, 2011	Satya Rajendra Agrawal	7,540
		<b>Total</b>	<b>7,540</b>

- j) Details of acquisition by Siddharth Rajendra Agarwal by way of Transfer of 20,000 Equity Shares of face value of ₹10/- each dated June 27, 2011.

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	June 27, 2011	M/s Siddharth Industries	20,000
		<b>Total</b>	<b>20,000</b>

- k) Details of sale of Shares by Siddharth Rajendra Agarwal by way of Transfer of 51,000 Equity Shares of face value of ₹10/- each dated June 27, 2011.

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares Transferred
1.	June 27, 2011	Dhruv Subhash Mittal	51,000
		<b>Total</b>	<b>51,000</b>

- l) Details of acquisition by Siddharth Rajendra Agarwal by way of Gift of 59,710 Equity Shares of face value of ₹10/- each dated February 01, 2017.

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	February 01, 2017	Shruti Agrwal	59,710
		<b>Total</b>	<b>59,710</b>

- m) Details of acquisition by Siddharth Rajendra Agarwal by way of Transfer of 94,554 Equity Shares of face value of ₹10/- each dated June 28, 2021.

Sr. No.	Date of Transfer	Name of Transferor	No. of Shares Transferred
1.	June 28, 2021	Subhash Rameshchand Mittal	94,554
		<b>Total</b>	<b>94,554</b>

- n) Details of sale of Shares by Siddharth Rajendra Agarwal by way of Gift of 400 Equity Shares of face value of ₹10/- each dated September 23, 2024.

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares Transferred
1.	September 23, 2024	Shruti Agrwal	100
2.	September 23, 2024	Dwarika Prasad Agrawal	100
3.	September 23, 2024	Vikas Navin Hegde	100
4.	September 23, 2024	Alpa Jyoten Kamdar	100
		<b>Total</b>	<b>400</b>

- o) Details of sale of Shares by Siddharth Rajendra Agarwal by way of Gift of 3,700 Equity Shares of face value of ₹10/- each dated May 05, 2025

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares Transferred
1.	May 05, 2025	Madhuri Abhijeet Baloji	1,000
2.	May 05, 2025	Prasant Prasad Nair	1,000
3.	May 05, 2025	Gunjan Mahesh Saboo	1,700
		<b>Total</b>	<b>3,700</b>

- p) Details of sale of Shares by Satya Rajendra Agrawal by way of Transfer of 60 Equity Shares of face value of ₹10/- each dated March 28, 2000.

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares Transferred
1.	March 28, 2000	Siddharth Rajendra Agarwal	60
		<b>Total</b>	<b>60</b>

- q) Details of sale of Shares by Satya Rajendra Agrawal by way of Gift of 7,540 Equity Shares of face value of ₹10/- each dated June 27, 2011.

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares Transferred
1.	June 27, 2011	Siddharth Rajendra Agarwal	7,540
		<b>Total</b>	<b>7,540</b>

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

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
1.	Siddharth Rajendra Agarwal	1,51,21,217	4.42
2.	Satya Rajendra Agrawal	1,52,150	16.97

16. Pre-Offer and Post-Offer Shareholding of our Promoters, Promoter Group and Selling Shareholder:

Sr. No	Category of Shareholders	Pre IPO		Post IPO	
		No. of Shares	% of pre-offer Capital	No. of Shares	% of post-offer Capital
	<b>Promoters</b>				
1.	Siddharth Rajendra Agarwal	1,51,21,217	89.99	1,51,21,217	67.71
2.	Satya Rajendra Agrawal	1,52,150	0.91	1,52,150	0.68
	<b>Sub Total (A)</b>	<b>1,52,73,367</b>	<b>90.90</b>	<b>1,51,21,217</b>	<b>68.39</b>
	<b>Promoter Group</b>				
3.	Siddhant Ispat Private Limited <sup>^</sup>	15,19,375	9.04	11,19,375	5.01
4.	Shruti Agrwal	1,700	0.01	1,700	0.01
	<b>Sub Total (B)</b>	<b>15,21,075</b>	<b>9.05</b>	<b>11,21,075</b>	<b>5.02</b>
	<b>Grand Total (A+B)</b>	<b>1,67,94,442</b>	<b>99.95</b>	<b>1,63,94,442</b>	<b>73.41</b>

<sup>^</sup> Selling Shareholder

17. Except as disclosed below, none of our Promoters, Promoters Group, Directors and their relatives have purchased or sold the equity share of our company during the past six months immediately preceding the date of filing Red Herring Prospectus.

Date of Transfer	Name of Shareholders	No. of Equity Share (face value of ₹10/- each)	% of Pre Offer Capital	Purchase/ Sale of Equity Share	Category of Allottees (Promoters/ Promoter Group/ Director)
September 23, 2024	Siddharth Rajendra Agarwal	(400)	(0.00)	Transfer of shares by way of Gift	Promoter & Director
September 23, 2024	Shruti Agrwal	100	0.00	Acquisition of shares by way of Gift	Promoter Group
May 05, 2025	Siddharth Rajendra Agarwal	(3,700)	(0.02)	Transfer of shares by way of Gift	Promoter & Director

18. There have been no financing arrangements whereby our promoters, members of our Promoter Group, our directors and their relatives have financed the purchase by any other person of the Equity Shares of our Company, other than in the normal course of business of the financing entity, during a period of six months immediately preceding the date of filing of this Red Herring Prospectus

#### 19. Details of Minimum Promoter' Contribution locked-in for three years:

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

As on the date of this Red Herring Prospectus, our Promoters collectively hold 1,52,73,367 Equity Shares of ₹10/- each constituting 68.39% of the Post-Issued, subscribed and paid up Equity Share Capital of our Company, which are eligible for the Promoter's contribution.

Our Promoter, Siddharth Rajendra Agarwal, has given written consent to include 45,00,217 Equity Shares of ₹10/- each held by them and subscribed and held by them as part of Minimum Promoter's Contribution constituting 20.60% of the post offer Equity Shares of our Company. The price per share for determining securities ineligible for minimum promoters' contribution, shall be determined after adjusting the same for corporate actions such as share split, bonus issue, etc. undertaken by the issuer. Further, they have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Minimum Promoter's contribution, for a period of three years from the date of allotment in the offer.

The details of Equity Shares which are locked-in for three years from the date of allotment are as follows:

Date of Allotment/ transfer and made fully paid up	No. of Equity Shares locked-in*	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Nature of transaction	Post-offer Shareholding %	Lock in Period
<b>Siddharth Rajendra Agarwal</b>						
September 28, 2024	45,00,217	10.00	Nil	Bonus Issue (16:1)	20.60	3 years

\*Assuming full subscription to the Offer.

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

No Equity Shares proposed to be locked-in as Minimum Promoter's Contribution have been issued out of revaluation reserve or for consideration other than cash and revaluation of assets or capitalization of intangible assets, involved in such transactions.

The entire pre-offer shareholding of the Promoter, after excluding shares being offered in the OFS and other than the Minimum Promoter's contribution which is locked in for three years, shall be locked in for a period of one year from the date of allotment in this Offer.

**Eligibility of Share for “Minimum Promoter’s Contribution in terms of clauses of Regulation 237(1) of SEBI (ICDR) Regulations, 2018**

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

**Details of Promoter’s Contribution Locked-in for one year and two years**

In terms of Regulation 238(b) of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoter’s contribution which is locked in for three years and shares being offered in the OFS, as specified above, the 50.00% of pre-offer Equity Shares share capital constituting 53,86,575 Equity Shares of face value of ₹10/- each shall be locked in for a period of one year and remaining 50.00% of pre-offer Equity Shares share capital constituting 53,86,575 Equity Shares of face value of ₹10/- each shall be locked in for a period of two years from the date of allotment of Equity Shares in this Offer.

**Details of pre-offer equity shares held by persons other than the Promoters locked-in for one year**

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, the entire pre-offer capital held by persons other than the promoters’ holding constituting 11,29,875 Equity Shares of face value of ₹10/- each shall be locked in for a period of one year from the date of allotment of Equity Shares in this offer.

**Inscription or recording of non-transferability**

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, the Equity Shares which are subject to lock-in shall carry inscription '**non-transferable**' along with the duration of specified non-transferable period mentioned in the face of the security certificate. The shares which are in dematerialized form, if any, shall be locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

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

- a) In terms of Regulation 242 of the SEBI (ICDR) Regulations, the locked in Equity Shares held by the Promoters as specified above, can be pledged with any scheduled commercial bank or public financial institution or a systemically important non-banking finance company or a housing finance company as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter's contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Offer.
  - b) There shall be a lock-in of 90 days on 50.00% of the Equity Shares allotted to the Anchor Investors from the date of Allotment, and a lock-in of 30 days on the remaining 50.00% of the Equity Shares allotted to the Anchor Investors from the date of Allotment.
  - c) In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 the Equity Shares held by persons other than the Promoters prior to the Offer may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
  - d) Further in terms of Regulation 243 of the SEBI (ICDR) Regulations, the specified securities held by the promoters and locked-in as per regulation 238 may be transferred to another promoters or any person of the promoter group or a new promoters or a person in control of the issuer subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
20. Neither, we nor our Promoters, our Directors and the Book Running Lead Manager to this Offer have entered into any buyback and/ or standby arrangements and/ or similar arrangements with any person for purchase of our Equity Shares issued by our Company.
  21. All Equity Shares offered pursuant to the offer 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 Red Herring Prospectus. Further, since the entire money in respect of the Offer is being called on application, all the successful Applicants will be offered fully paid-up Equity Shares.
  22. The BRLM i.e., Hem Securities Limited and their associates do not hold any Equity Shares in our Company as on the date of filing of this Red Herring Prospectus.
  23. As on the date of this Red Herring Prospectus, the Book Running Lead Manager and their respective associates (as defined under the SEBI MB Regulations 1992) do not hold any Equity Shares of our Company. The Book Running 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.
  24. As on the date of this Red Herring Prospectus, we do not have any Employees Stock Option Scheme / Employees Stock Purchase Scheme/ Stock Appreciation Right Scheme and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/ Employee Stock Purchase Plan/ Stock Appreciation Right Scheme from the proposed offer. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.

25. We have 10 (Ten) shareholders as on the date of filing of this Red Herring Prospectus.
26. As on the date of filing of this Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer.
27. Our Company has not raised any bridge loan against the proceeds of the Offer. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of the Net Proceeds.
28. As on the date of this Red Herring Prospectus, none of the Equity Shares held by our Promoter/ Promoter Group are pledged or otherwise encumbered.
29. We here by confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner except for the issued and allotment of Equity Shares pursuant to the Pre-IPO Placement, if any, during the period commencing from the date of the Red Herring Prospectus until the Equity Shares Issued have been listed or application money unblocked on account of failure of Offer.
30. None of our Equity Shares has been issued out of revaluation reserve created out of revaluation of assets.
31. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under **“Basis of Allotment”** in the chapter titled **“Offer Procedure”** beginning on page 332 of this Red Herring Prospectus. In case of over-subscription in all categories the allocation in the Offer shall be as per the requirements of Regulation 253 (2) of SEBI (ICDR) Regulations, as amended from time to time.
32. An over-subscription to the extent of 1% of the Offer subject to the maximum post Offer paid up capital of Rs. 25 cr. can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Offer. Consequently, the actual allotment may go up by a maximum of 1% of the Offer, as a result of which, the post-Offer paid up capital after the Offer would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to 3 years lock-in shall be suitably increased; so as to ensure that 20% of the post Offer paid-up capital is locked in.
33. Allocation to all categories shall be made on a proportionate basis subject to valid applications received at or above the Offer Price. Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company and Selling Shareholder may, in consultation with the Book Running Lead Manager and Designated Stock Exchange i.e. SME platform of BSE Limited (**“BSE SME”**). Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines. Under-subscription, if any, in the QIB Category will not be allowed to be met with spill over from any category or combination thereof. For detailed information on the Net Offer and its allocation various categories, please refer chapter titled **“The Offer”** on page 62 of the Red Herring Prospectus.
34. In case of over-subscription in all categories the allocation in the Offer shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, 2018 and its amendments from time to time.
35. There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.
36. Our Company shall comply with such disclosure and accounting norms as may be specified by BSE, SEBI and other regulatory authorities from time to time.
37. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net Offer to the public portion.
38. An Investor cannot make a bid for more than the number of Equity Shares being issued through this Offer, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.

39. Our Company shall comply with such disclosure and accounting norms as may be specified by BSE, SEBI and other regulatory authorities from time to time.
40. There are no Equity Shares against which depository receipts have been issued.
41. Other than the Equity Shares, there is no other class of securities issued by our Company.
42. There are no safety net arrangements for this public Offer.
43. Our Promoters and Promoter Group will not participate in the Offer, except to the extent of the Offer for Sale by the Selling Shareholder.
44. As per RBI regulations, OCBs are not allowed to participate in this Offer.
45. This Offer is being made through Book Building Method.
46. Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.
47. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Offer is being made for at least 25% of the post-Offer Paid-up Equity Share capital of our Company. Further, this Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. No payment, direct or indirect in the nature of discount, commission, allowances or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Offer.
48. No person connected with the Offer, including, but not limited to the Book Running Lead Managers, the Syndicate Members, our Company, our Promoters, our Directors, the members of the Promoter Group or Group Companies shall offer or make payment of any incentive, whether direct or indirect, in the nature of discount, commission and allowance, except for fees or commission for services rendered in relation to the Offer, in any manner, whether in cash or kind or services or otherwise, to any Bidder for making a Bid.
49. Our Company has not revalued its assets and we do not have any revaluation reserves till date.
50. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group during the period between the date of filing the Red Herring Prospectus and the Offer Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transactions.

## **OBJECTS OF THE OFFER**

The Offer comprises a Fresh Offer of upto 55,28,000 Equity Shares of face value of ₹10 each aggregating up to ₹[●] lakhs and an Offer for Sale of upto 4,00,000 Equity Shares of face value of ₹10 each aggregating up to ₹[●] lakhs by the Selling Shareholder.

### **Offer for Sale:**

Our Company will not receive any proceeds received from the Offer for Sale by the Selling Shareholder. However, except for the listing fees which shall be solely borne by our Company, all offer expenses will be shared, upon successful completion of the Offer, between our Company and the Selling Shareholder on a pro-rata basis, in proportion to the Equity Shares offered and allotted by our Company in the Fresh Issue and the offered shares sold by the Selling Shareholder in the Offer for Sale. The proceeds of the Offer for Sale, shall be received by the Selling Shareholder to their respective portion of the proceeds from the Offer for Sale in proportion of the Equity Shares offered by the respective Selling Shareholder as part of the Offer for Sale and, will not form part of the Net Proceeds.

### **Fresh Issue:**

Our Company proposes to utilize the Net Proceeds from the Fresh Issue towards funding the following objects:

1. Repayment and/or pre-payment, in full or part, of borrowing availed by our Company
2. General Corporate Purpose.

(Collectively, referred to herein as the “**Objects of the Fresh Issue**”)

The main objects and objects incidental and ancillary to the main objects of our Memorandum of Association enable our Company to undertake (i) existing activities, and (ii) the activities proposed to be funded from the Net Proceeds. We believe that listing will enhance our corporate image and visibility of brand name of our Company. In addition, our Company expects to receive the benefits of listing of Equity Shares on the SME Platform of BSE (“**BSE SME**”) including enhancing our visibility and our brand image among our existing and potential customers and creating a public market for our Equity Shares in India.

### **Fresh Issue Proceeds**

After deducting the Offer-related expenses from the Gross Proceeds, we estimate the net proceeds of the Fresh Issue to be ₹[●] lakhs (“Net Proceeds”). The details of the Net Proceeds of the fresh issue are summarized in the table below:

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

\* Except for the Listing fees, which will be borne by our Company, all other expenses relating to the Offer as mentioned above will be borne by our Company and the Selling Shareholder in proportion to the Equity Shares contributed in the offer.

\*\*To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

### **Requirement of Funds and Utilization of Net Proceeds**

The Net Proceeds are proposed to be used in accordance with the details provided in the following table:

(Amount in Rs. Lakhs)		
S. No.	Particulars	Amount
1.	Repayment and/or pre-payment, in full or part, of borrowing availed by our Company	9500.00
2.	General Corporate Purpose	[●]
	<b>Total*</b>	[●]

*\*To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.*

Our fund requirements and deployment thereof are based on internal management estimates of our current business plans and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs or in other financial conditions, business strategy, as discussed further below.

#### **Details of Utilization of Net Proceeds**

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

##### **1. Repayment and/or pre-payment, in full or part, of borrowing availed by our Company;**

As on March 31, 2025, our total outstanding fund-based borrowings amounted to ₹9912.47 Lakhs. Our Company proposes to utilise an estimated amount of ₹9500.00 Lakhs proceeds towards full or partial repayment or pre-payment of certain borrowings availed from the lenders.

Our Company has entered into various financial arrangements from time to time, with banks and financial institutions. The loan facilities availed by our Company include borrowing in the form of, inter alia, term loans and working capital facility from various lenders. For further details, see ***“Statement of Financial Indebtedness”*** on page 261 of this Red Herring Prospectus. Our Company proposes to utilise an estimated amount of ₹9500.00 Lakhs from the Net Proceeds towards full or partial repayment or pre-payment of borrowing, listed below, availed from the various lenders by our Company. Pursuant to the terms of the financing arrangements, prepayment of borrowing may attract prepayment charges as prescribed by the respective lender. Such prepayment charges, as applicable, will be funded from the internal accruals of our Company.

We believe that such repayment/ pre-payment will help reduce our outstanding indebtedness, debt servicing costs, assist us in maintaining a favourable debt to equity ratio and enable utilisation of our internal accruals for further investment in our business growth and expansion. Additionally, we believe that the leverage capacity of our Company will improve our ability to raise further resources in the future to fund our potential business development opportunities and plans to grow and expand our business.

The details of the borrowings availed by our Company, which are proposed to be fully or partially repaid or pre-paid from the Net Proceeds is mentioned below:

(Amount in Rs. Lakhs)

Sr. No.	Name of the lender	Loan/ Agreement A/c No./ Ref. No. and Date	Date of Sanction	Date of Disbursement	Purpose	Sanctioned amount	Rate of interest (%) P.A.	Repayment date/ Schedule	Outstanding as at September 11, 2025
1.	Axis Bank Ltd.	SME/CBG/ MEG/ MUM2 / KD/0021/ 2024- 25 (Original ref. no. being Axis/SME/MEG/KM/84/2022- 23 dt. 23.05.2022)	Original date of sanction May 23, 2022. Latest amended on April 23, 2024	NA	Working Capital Limit	5000.00	9.25%- Floating	Repayable on demand	4964.42
2.	HDFC Bank Ltd.	Cam011004240030	August 19, 2024	NA	Working Capital Limit	2000.00	8.58%- Floating	Repayable on demand	1999.90
3.	Axis Bank Ltd.	922060052285810	Original date of sanction May 17, 2019. Latest amended on August 31, 2023	One Disbarment on 17/10/2022 & other one is on 21/10/2022	Term Loan	200.00	9.5%- Floating	Repayable in 48 instalments of Rs. 4.16 Lakhs	54.40
4.	Axis Bank Ltd.	921060057222419		Various Disbarments made (Nov. 21 to Jan. 22)	ECLGS	317.75	9.25%- Floating	Repayable in 36 instalments of Rs. 8.82 Lakhs	123.71
5.	Axis Bank Ltd.	922060052285807		Various Disbarments made (Aug. 22 to Oct, 23)	Term Loan	1500.00	9.5%- Floating	Repayable in 60 instalments	1078.00
6.	HDFC Bank Ltd.	5WSLNO6233540005	October 11, 2023	December 20, 2023	Term Loan	1200.00	9.00%- Floating	Repayable in 84 instalments of Rs. 7.44 Lakhs	476.11

Sr. No.	Name of the lender	Loan/ Agreement A/c No./ Ref. No. and Date	Date of Sanction	Date of Disbursement	Purpose	Sanctioned amount	Rate of interest (%) P.A.	Repayment date/ Schedule	Outstanding as at September 11, 2025
7.	HDFC Bank Ltd.	5WSLN06240170002		January 17, 2024	Term Loan		9.00%- Floating	Repayable in 84 instalments of Rs.0.90 Lakhs	57.86
8.	HDFC Bank Ltd.	5WSLN06240800004		March 20, 2024	Term Loan		9.1%- Floating	Repayable in 84 instalments of Rs.0.81 Lakhs	51.66
9.	HDFC Bank Ltd.	5WSLN06241340003		May 13, 2024	Term Loan		9.1%- Floating	Repayable in 84 instalments of Rs.5.93 Lakhs	379.53
10.	HDFC Bank Ltd.	5WSLN06241500002		May 29, 2024	Term Loan		9.1%- Floating	Repayable in 84 instalments of Rs.0.92 Lakhs	58.83
11.	HDFC Bank Ltd.	5WSLN06242670004	August 09, 2024	September 23, 2024	Term Loan	852.00	9.00%- Floating	Repayable in 84 instalments of Rs.0.92 Lakhs	259.38
12.	HDFC Bank Ltd.	5WSLN06242670005		September 23, 2024	Term Loan		9.00%- Floating	Repayable in 120 instalments of Rs.2.38 Lakhs	355.84
13.	HDFC Bank Ltd.	5WSLN06242990001		October 25, 2024	Term Loan		9.00%- Floating	Repayable in 120 instalments of Rs.3.26 Lakhs	10.58
14.	HDFC Bank Ltd.	5WSLN06243180002		November 13, 2024	Term Loan		9.00%- Floating	Repayable in 120 instalments of Rs.0.10 Lakhs	136.02
Total									10,006.25

**Note:** The details included in the above table have been certified by our Statutory Auditors pursuant to their certificate dated September 12, 2025.

Our Statutory Auditors by way of their certificate dated September 12, 2025, have confirmed that the borrowings specified above has been utilized for the purposes availed, as per the sanction letters/loan agreements issued by the respective banks.

## 2. General Corporate Purpose

Our Company intends to deploy the balance Net Proceeds towards general corporate purposes, subject to such utilization not exceeding 15% of the Proceeds of fresh issue or Rs. 10 Crores, whichever is lower, in accordance with Regulation 230(2) of the SEBI ICDR Regulations, to drive our business growth, including, amongst other things, (i) funding growth opportunities, including strategic initiatives; (ii) meeting any expenses incurred in the ordinary course of business by the Company; (iii) servicing of borrowings including payment of interest; (iv) brand building and other marketing expenses; (v) meeting of exigencies which our Company may face in the course of any business; and (vi) any other purpose as permitted by applicable laws and as approved by our Board or a duly appointed committee thereof.

We confirm that any Offer related expenses shall not be considered as a part of General Corporate Purpose. Further in case, our actual Offer expenses turn to be lesser than the estimated Offer expenses of Rs. [●] lakhs, such surplus amount shall be utilized for General Corporate Purpose in such a manner that the amount for general corporate purposes, as mentioned in the Red Herring Prospectus, shall not exceed 15% of the amount raised by our Company through Proceeds from Fresh Issue or Rs. 10 Crores, whichever is lower.

## Public Offer Expenses

The total expenses for this Offer are estimated to be approximately Rs. [●] Lakhs, which is [●] % of the Offer Size. All the Offer related expenses shall be proportionately met out from proceeds of the Offer as per applicable laws. The break-up of the same is as follows:

Particulars	Estimated expenses (₹ in Lakhs)*	As a % of total estimated Offer related expenses	As a % of the total Offer Size
Fees payable to the BRLM (inclusive underwriting commission)	[●]	[●]	[●]
Fees Payable to the Registrar to the Offer	[●]	[●]	[●]
Fees Payable for Advertising and Publishing Expenses	[●]	[●]	[●]
Fees Payable to the Regulators including Stock Exchanges	[●]	[●]	[●]
Payment for Printing & Stationery, Postage, Distribution Expenses etc.	[●]	[●]	[●]
Fees Payable to Auditor, Legal Advisors and other Professionals	[●]	[●]	[●]
Others, if any (Fees payable for Marketing & Distribution Commission, Sponsor Bank/Banker(s) to the Offer, Selling Commission, Brokerage, Independent Chartered Engineer, Depository Participant, Industry Report, Monitoring Agency, Peer Review Auditor, Processing Fees* and Miscellaneous Expenses).	[●]	[●]	[●]
<b>Total Estimated Offer Expenses</b>	[●]	[●]	[●]

\*Offer expenses will be finalized on determination of Offer Price and incorporated at the time of filing of the Prospectus. Offer expenses excluding applicable taxes, where applicable. Offer expenses are estimates and are subject to change.

<sup>(1)</sup> Selling commission payable to the SCSBs on the portion for Individual Bidders. Non-Institutional Bidders, which are directly procured by the SCSBs, would be as follows

Portion for Individual Bidders*	0.10 % of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders*	0.10 % of the Amount Allotted* (plus applicable taxes)

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

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

Portion for Individual Bidders	₹10/- per valid Bid cum Application Form (plus applicable taxes)
Portion for Non-Institutional Bidders	₹10/- per valid Bid cum Application Form (plus applicable taxes)

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

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

Members of the Syndicate/ RTAs/ CDPs (uploading charges)	₹10/- per valid application (plus applicable taxes)
Sponsor Bank - HDFC Bank Limited	NIL up to 1.50 lakhs applications free and post that ₹6/- per valid Bid cum Application Form* (plus applicable taxes) The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.

\*For each valid application by respective Sponsor Bank

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

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

Portion for Individual Bidders	0.10 % of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Bidders	0.10 % of the Amount Allotted* (plus applicable taxes)

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

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

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

Portion for Individual Bidders*	₹10/- per valid application (plus applicable taxes)
Portion for Non-Institutional Bidders*	₹10/- per valid application (plus applicable taxes)

\* Based on valid applications

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

The Selling Commission payable to the Syndicate/ Sub-Syndicate Members will be determined on the basis of the Bid cum Application Form number/ series, provided that the application is also bid by the respective Syndicate/ Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the Bid cum Application Form number/ series of a Syndicate/ Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate/ Sub-Syndicate Member. Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the portion for Individual Bidders and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking, would be as follows: ₹10/-plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs.

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

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

### Proposed Schedule of Implementation:

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

(Amount in Rs. Lakhs)		
Sr. No.	Particulars	Amount to be deployed and utilized in F.Y. 2025-26
1.	Repayment and/or pre-payment, in full or part, of borrowing availed by our Company	9500.00
2.	General Corporate Purpose	[•]
	<b>Total</b>	<b>[•]</b>

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

### Means of finance of the project

Since, the fund requirement is to be funded from the proceeds of the Fresh Issue and existing identifiable internal accruals, and bridge financing, there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance. In case of a shortfall in the Proceeds from the Fresh Issue or any increase in the actual utilisation of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals and/or seeking additional debt from existing and/or other lenders. For further details on the risks involved in our business plans and executing our business strategies, please see the section titled “**Risk Factors**” beginning on page 36 of the Red Herring Prospectus.

### Appraisal

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

### Shortfall of Funds

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

### **Bridge Financing Facilities**

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

### **Monitoring Utilization of Funds**

In accordance with Regulation 262 of the SEBI ICDR Regulations, our Company has appointed Brickwork Ratings India Private Limited as the Monitoring Agency (“**Monitoring Agency**”) to monitor the utilisation of the Gross Proceeds. Our Company undertakes to place the Gross Proceeds in a separate bank account which shall be monitored by the Monitoring Agency for utilisation of the Gross Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay and in accordance with the applicable laws. Our Company will disclose the utilisation of the Gross Proceeds, including interim use under a separate head in its balance sheet for such financial year/periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, specifying the purposes for which the Gross Proceeds have been utilised. Our Company will also, in its balance sheet for the applicable financial year, provide details, if any, in relation to all such gross Proceeds that have not been utilised, if any, of such currently unutilized Gross Proceeds.

The reports of the monitoring agency on the utilization of the Gross Proceeds shall indicate the deployment of the Gross Proceeds under the following heads:

1. Repayment and/or pre-payment, in full or part, of borrowing availed by our Company.
2. General Corporate Purpose
3. Public Offer Expense

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a Quarterly basis, disclose to the Audit Committee the uses and applications of the Gross Proceeds. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in the Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Gross Proceeds remain unutilized. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilized in full. The statutory auditor of our Company will also provide report/ certificate on the utilization of the Gross Proceeds to the monitoring agency.

Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a Quarterly basis, a statement indicating (i) deviations, if any, in the actual utilization of the proceeds of the Fresh Issue from the Objects; and (ii) details of category wise variations in the actual utilization of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above. This information will also be uploaded on our website i.e. <https://systematicindustries.com/>

### **Interim Use of Proceeds**

Pending utilization for the purposes described above, our Company intends to deposit the funds temporarily in the scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934, as may be approved by our Board of Directors in compliance with the Companies Act, 2013 and other applicable laws.

Our Company confirms that pending utilization of the Net Proceeds towards the stated objects of the Offer, our Company shall not use/deploy the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

### **Variation in Objects**

In accordance with Section 13(8) and 27 of the Companies Act, 2013, our Company will not vary the Objects of the Offer unless our Company is authorized to do so by way of a special resolution of its Shareholders and such variation will be in accordance with 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 as required under the Companies Act, 2013 and applicable rules. The notice shall simultaneously be published in the newspapers, one in English and one in regional language of where our Registered and Corporate Office is situated, in accordance with the Companies Act, 2013 and applicable rules. Our Promoters or controlling shareholders must provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the Objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

#### **Other confirmations**

There are no material existing or anticipated transactions with our promoters, promoter group, directors, key Managerial personnel and senior management and group companies, in relation to the utilization of the Net Proceeds (except for the proceeds of Offer for sale). No part of the Net Proceeds will be paid by us as consideration to our promoters, promoter group, directors, key Managerial personnel and senior management and group companies except in the normal course of business and in compliance with the applicable laws.

## **BASIS FOR OFFER PRICE**

Investors should read the following summary with the section titled **“Risk Factors”**, the details about our Company under the section titled **“Our Business”** and its financial statements under the section titled **“Financial Information of the Company”** beginning on page 36, 139 and 211 respectively of the Red Herring Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.

Price Band/ Offer Price shall be determined by our Company and Selling shareholder may, in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the qualitative and quantitative factors as described in this section. The face value of the Equity Shares is ₹10/- each and the Offer Price is [●] times of the face value at the lower end of the Price Band and [●] times of the face value at the upper end of the Price Band.

For the purpose of making an informed investment decision, the investors should also refer **“Risk Factors”**, **“Our Business”**, **“Financial Information of the Company”** and **“Management’s Discussion and Analysis of Financial Conditions and Results of Operations”** beginning on page 36, 139, 211 and 265 respectively of this Red Herring Prospectus.

## **QUALITATIVE FACTORS**

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

- a) Established factories with equipped machines and processes and research and development
- b) Catering to wide range of industries:
- c) Focus on Quality, Environment, Health and Safety
- d) Revenue from multiple geographies:
- e) Experienced Promoter backed by quality, R & D and sales & marketing team

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled **“Our Business”** beginning on page 139 of this Red Herring Prospectus.

## **QUANTITATIVE FACTORS**

The information presented below relating to our Company is based on the Restated Financial Statements. For details, please refer section titled **“Financial Information of the Company”** on page 211 of this Red Herring Prospectus.

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

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

As per the Restated Financial Statements: -

Sr. No	F.Y./Period	Basic & Diluted (₹)	Weights
1.	Financial Year ending March 31, 2025	10.99	3
2.	Financial Year ending March 31, 2024	10.18	2
3.	Financial Year ending March 31, 2023	5.18	1
	<b>Weighted Average</b>	<b>9.75</b>	<b>6</b>

#### **Notes:**

- i. The figures disclosed above are based on the Restated Financial Statements of the Company.
- ii. The face value of each Equity Share is ₹10.00.
- iii. Earnings per Share has been calculated in accordance with **Accounting Standard 20 – “Earnings per Share”** issued by the Institute of Chartered Accountants of India.
- iv. The above statement should be read with **Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure IV.**

- v. *Basic Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders / Weighted average number of equity shares outstanding during the year*
- vi. *Diluted Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders / Weighted average number of diluted potential equity shares outstanding during the year*

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

Particulars	(P/E) Ratio at the Floor Price (₹[●])	(P/E) Ratio at the Cap Price (₹[●])
P/E ratio based on the Basic & Diluted EPS, as restated for Financial Year 2024-25	[●]	[●]
P/E ratio based on the Weighted Average EPS, as restated.	[●]	[●]

Industry P/E Ratio*	(P/E) Ratio
Highest (Advait Energy Transitions Limited (Formerly known as Advait Infratech Limited))	62.24
Lowest (Bansal Wire Industries Limited)	36.66
<b>Industry Average</b>	<b>49.45</b>

\* For the purpose of industry, we have considered those companies which are engaged in the similar line of business segment as of our Company, however, they may not be exactly comparable in terms of product portfolio or the size of our Company. The peers have been included for the purpose of broad comparison.

**Note:**

- i) The P/E ratio of our Company has been computed by dividing Offer Price with EPS.
- ii) P/E Ratio of the peer company is based on the audited results for the F.Y. 2024-25 and stock exchange data dated September 11, 2025.

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

Sr. No.	Period	RONW (%)	Weights
1.	Period ending March 31, 2025	22.84%	3
2.	Period ending March 31, 2024	19.89%	2
3.	Period ending March 31, 2023	12.72%	1
	<b>Weighted Average</b>	<b>20.17%</b>	<b>6</b>

**Note:**

- i) The figures disclosed above are based on the Restated Financial Statements of the Company.
- ii) The RoNW has been computed by dividing restated net profit after tax (excluding exceptional items) with restated Net worth as at the end of the year
- iii) Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.

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

Sr. No.	NAV per Equity Share	(Amount in ₹)
1.	As at March 31, 2023	40.74
2.	As at March 31, 2024	51.17
3.	As at March 31, 2025	48.10
4.	NAV per Equity Share after the Offer	
	a) at Floor Price	[●]
	b) at Cap Price	[●]
5.	Offer Price	[●]

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

**Notes:**

- i. The figures disclosed above are based on the Restated Financial Statements of the Company.
- ii. NAV per share=Restated Net worth at the end of the year/period divided by weighted average number of equity shares outstanding at the end of the year
- iii. Net worth is computed as the sum of the aggregate of paid-up equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares and debit or credit balance of profit and loss account.
- iv. Offer Price per Equity Share will be determined by our Company in consultation with the Book Running Lead Manager.

## 5. Comparison of Accounting Ratios with Industry Peers

Name of Company	Current Market Price (₹)	Face Value	EPS	PE	RoNW (%)	Book Value (₹)	Total Income (₹ In lakhs)
			Basic/Diluted				
Systematic Industries Limited	[•]	10	10.99	[•]	22.84%	48.10	44,920.61
<b>Peer Group</b>							
Advait Energy Transitions Limited (Formerly known as Advait Infratech Limited)	1,793.85	10	28.82	62.24	16.27%	182.03	40,646.01
Bansal Wire Industries Limited	356.70	5	9.73	36.66	11.53%	81.06	3,51,661.40

### Notes:

- (i) Source-All the financial information for listed industry peer "Advait Energy Transitions Limited", mentioned above is sourced from the Annual Reports of the company for the year ended March 31, 2025, March 31, 2024 and March 31, 2023 and for Bansal Wire Industries Limited the same is sourced from , prospectus filed with stock exchange dated July 05, 2024 for FY 2023-24 & FY 2022-23 and from the Annual Reports for FY 2024-25 .
- (ii) Market Price for the listed peer mentioned above is sourced from stock exchange data dated September 11, 2025 to compute the corresponding financial ratios.
- (iii) Further, P/E Ratio is based on the current market price of the respective scrips available on BSE and NSE.
- (iv) The EPS, NAV, RoNW and Total Income of our Company are taken as per Restated Financial Statement for the Financial Year 2024-25.
- (v) NAV per share is computed as the closing net worth divided by the closing outstanding number of paid-up equity shares.
- (vi) P/E Ratio of the peer companies are based on the audited financial results of the company for the year ended March 31, 2025.
- (vii) RoNW has been computed as net profit after tax divided by closing net worth.
- (viii) Net worth has been computed in the manner as specifies in Regulation 2(1)(hh) of SEBI (ICDR) Regulations, 2018.
- (ix) The face value of Equity Shares of our Company is ₹10/- per Equity Share and the Offer price is [•] times the face value of equity share.

## 6. Key Performance Indicators

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

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated September 10, 2025 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years' period prior to the date of filing of this Red Herring Prospectus. Further, the KPIs herein have been certified by M/s. K A R M A & Co. LLP, Chartered Accountants, by their certificate dated September 10, 2025

The KPIs of our Company have been disclosed in the sections titled **"Our Business"** and **"Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators"** on pages 139 and 265, respectively. We have described and defined the KPIs as applicable in **"Definitions and Abbreviations"** on page 1 of this Red Herring Prospectus.

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, whichever is later or for such other duration as may be required under the SEBI (ICDR) Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI (ICDR) Regulations.

#### Key Performance Indicators of our Company

(Amount in Rs. Lakhs, except percentages and ratios)

Key Financial Performance	As of and for the year ended		
	FY 2024-25	FY 2023-24	FY 2022-23
Revenue from Operations <sup>(1)</sup>	44651.15	37,030.70	32,047.72
EBITDA <sup>(2)</sup>	3397.12	2,409.98	1,295.58
EBITDA Margin <sup>(3)</sup>	7.61%	6.51%	4.04%
PAT <sup>(4)</sup>	1846.15	1,240.51	631.20
PAT Margin <sup>(5)</sup>	4.13%	3.35%	1.97%
RoE(% ) <sup>(6)</sup>	25.78%	22.15%	13.58%
RoCE (% ) <sup>(7)</sup>	16.44%	15.01%	9.90%
Net Worth <sup>(8)</sup>	8083.07	6,236.92	4,963.46

#### Notes:

<sup>(1)</sup> Revenue from operation means revenue from sale of services and other operating revenues

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

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

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

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

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

<sup>(7)</sup> Return on Capital Employed is calculated as EBIT divided by capital employed, where capital employed is defined as shareholders' equity plus total borrowings {current & non-current} and EBIT is defined as profits before taxes and interest expenses less other income.

<sup>(8)</sup> Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss) - Preliminary Expenses to the extent not written-off.

#### Explanation for KPI metrics:

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

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

*(₹In Lakhs except percentages and ratios)*

Key Financial Performance	Systematic Industries Limited			Bansal Wire Industries Limited			Advait Energy Transitions Limited (Formerly known as Advait Infratech Limited)		
	FY 2024-25	FY 2023-24	FY 2022-23	FY 2024-25	FY 2023-24	FY 2022-23	FY 2024-25	FY 2023-24	FY 2022-23
Revenue from operations <sup>(1)</sup>	44651.15	37,030.70	32,047.72	3,50,716.80	2,46,603.10	2,41,300.80	39,910.91	20,884.61	10,419.38
EBITDA <sup>(2)</sup>	3397.12	2,409.98	1,295.58	26,145.70	14,930.90	11,470.50	4,613.00	3,349.94	1,552.27
EBITDA Margin (%) <sup>(3)</sup>	7.61%	6.51%	4.04%	7.45%	6.04%	4.73%	11.56%	16.04%	14.90%
PAT <sup>(4)</sup>	1846.15	1,240.51	631.20	14,636.60	7,879.80	5,993.00	3,205.35	2,187.99	843.96
PAT Margin (%) <sup>(5)</sup>	4.13%	3.35%	1.97%	4.17%	3.19%	2.47%	8.03%	10.48%	8.10%
RoE(%) <sup>(6)</sup>	25.78%	22.15%	13.58%	17.31%	21.19%	23.71%	23.71%	36.69%	20.35%
RoCE(%) <sup>(7)</sup>	16.44%	15.01%	9.90%	12.83%	18.46%	17.34%	20.40%	26.21%	22.23%

**Notes:**

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

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

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

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

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

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

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

## 8. Weighted average cost of acquisition

### a) The price per share of our Company based on the primary/ new issue of shares (Equity/ Convertible Securities):

Except as disclosed below, there has been no issuance of Equity Shares other than Equity Shares issued pursuant to bonus issue made on September 28, 2024, during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

Date of Allotment	No. of equity Shares allotted	Face value per Equity share (₹)	Offer price per Equity share (₹)	Adjusted Price per Equity Share (post bonus)	Nature of Allotment	Nature of consideration	Total Consideration (in ₹ lakhs)
March 19, 2024	3,29,476	10	10	0.59	Right Issue	Cash	32.95

### b) The price per share of our Company based on the secondary Sale/ Acquisition of shares (Equity Shares):

There have been no secondary sale/ acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts of shares), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-Offer 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.

## Weighted average cost of acquisition & Offer price:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Floor Price* (i.e. ₹[●])	Cap Price* (i.e. ₹[●])
Weighted average cost of acquisition of primary / new issue as per paragraph 8(a) above.	0.59	[●] times	[●] times
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph 8(b) above.	NA^	NA^	NA^

### Note:

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

\* To be updated at Prospectus stage.

This is a Book Built Offer and the price band for the same shall be published two working days before opening of the Offer in all editions of the English national newspaper Business Standard, all editions of Hindi national newspaper Business Standard and Marathi edition of regional daily newspaper Pratahkal, where the registered office of the company is situated each with wide circulation.

The Price Band/ Floor Price/ Offer Price shall be determined by our Company and Selling shareholder may in consultation with the BRLM and will be justified by us in consultation with the BRLM on the basis of the above information. Investors should read the above mentioned information along with “**Our Business**”, “**Risk Factors**” and “**Restated Financial Statements**” on pages 139, 36 and 211 respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in “**Risk Factors**” or any other factors that may arise in the future and you may lose all or part of your investments.

**STATEMENT OF SPECIAL TAX BENEFITS**

To,  
The Board of Directors,  
**Systematic Industries Limited**  
418, 4<sup>th</sup> Floor, Nirmal Corporate Center, L.B.S. Marg, Mulund (West), Mumbai - 400080, Maharashtra, India.

**Re: Statement of Special Tax Benefits (“The Statement”) available to Systematic Industries Limited (the “Company”) pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”) and the Companies Act, 2013, as amended (the “Act”).**

Dear Sirs/ Madam,

We hereby report that the enclosed annexure prepared by the management of Systematic Industries Limited, states the special tax benefits available to the Company and the shareholders of the Company under the Income-Tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the “GST Act”) presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do 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:

- a) The Company or its shareholders will continue to obtain these benefits in future; or
- b) The conditions prescribed for availing the benefits have been/would be met.

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.

**Limitations:**

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 Offer Document/ Offer Document or any other issue 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.

This statement has been prepared solely in connection with the Proposed Issue by the Company under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

**For, K A R M A & Co. LLP**  
**Chartered Accountants,**  
**FRN: 127544W/W100376**

Sd/-  
**CA Jignesh A Dhaduk**  
**Partner**  
**M. No.: 129149**  
**Place: Ahmedabad**  
**Date: February 28, 2025**  
**UDIN: 25129149BMFYBP3291**

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

The information provided below sets out the special tax benefits available to the Company and 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 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.

#### **A. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE COMPANY:**

The Company is not entitled to any special tax benefits under the Income Tax Act, 1961 and GST Act.

#### **B. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE SHAREHOLDERS:**

The Shareholders of the Company are not entitled to any special tax benefits under the Income Tax Act, 1961 and GST Act.

#### **NOTES:**

1. The above Annexure of special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
2. The above Annexure covers only the special tax benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This Annexure also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.
3. The above Annexure of special tax benefits is as per the current direct tax laws relevant for the assessment year 2023-24. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws.
4. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, entered into between India and the country in which the non-resident has fiscal domicile.
5. A new Section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019 ('the Amendment Act, 2019') with effect from Financial Year 2019-20 granting an option to domestic companies to compute corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and cess of 4%), provided such companies do not avail specified exemptions/incentives. The option under section 115BAA of the Act once exercised cannot be subsequently withdrawn for any future financial year. The Amendment Act, 2019 further provides that domestic companies availing such option will not be required to pay Minimum Alternate Tax ('MAT') under Section 115JB. The CBDT has further issued Circular 29/2019 dated October 02, 2019 clarifying that since the MAT provisions under Section 115JB itself would not apply where a domestic company exercises option of lower tax rate under Section 115BAA, MAT credit would not be available.

In such a case, the Company is not allowed to claim any of the following deductions/ exemptions under the Act: -

- ✓ Deduction under the provisions of Section 10AA.
- ✓ Deduction under clause (iia) of sub- section (1) of Section 32 (additional depreciation).
- ✓ Deduction under section 32AD or Section 33AB or Section 33ABA
- ✓ Deduction under section 35AD or Section 35CCC
- ✓ Deduction under section 80G

Lower corporate tax rate under Section 115BAA of the Act and Minimum Alternate Tax ('MAT') credit under section 115JAA of the Act which are in general available and hence may not be treated as special tax benefits.

6. This Annexure is intended only 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 tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.
7. For the purpose of reporting here, we have not considered the general tax benefits available to the company or shareholders.
8. The above statement covers only certain relevant direct tax law benefits and indirect tax law benefits or benefit.
9. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to 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.

## SECTION V – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

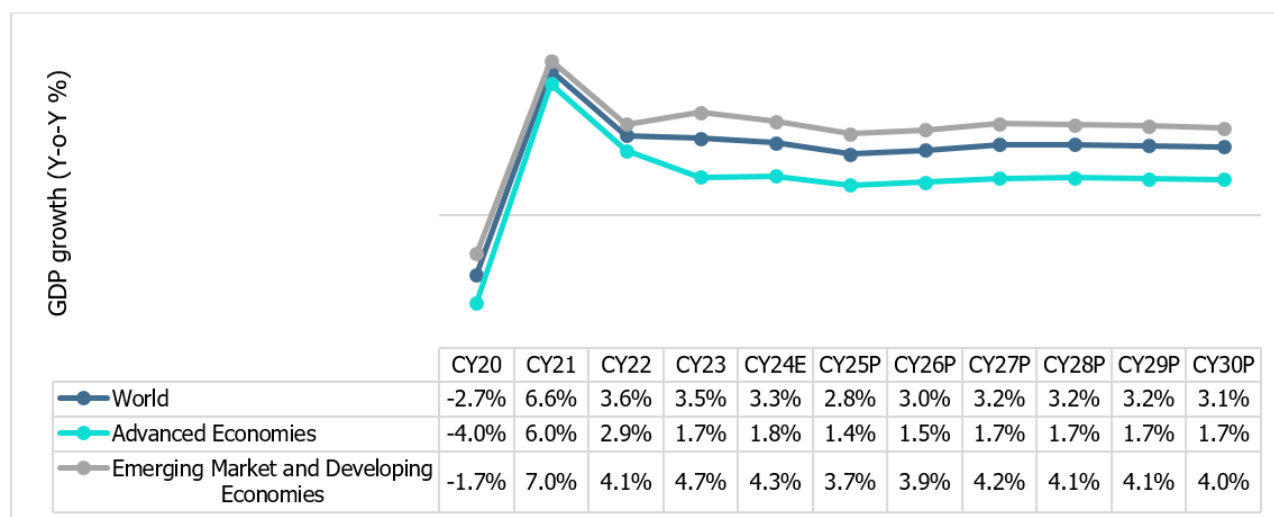
Unless otherwise indicated, the industry and market data used in this section has been obtained or extracted from the report titled **“Industry Research Report on Steel Wire”** dated May 08, 2025 (“CareEdge Report”) prepared and issued by CARE Analytics and Advisory Private Limited (“CARE”), appointed by us pursuant to engagement letter dated January 10, 2025, and exclusively commissioned and paid for by us in connection with the Offer has been reproduced in full. No material information has been left out while extracting the CARE Report. Unless otherwise indicated, all financial, operations, industry and other related information derived from the CareEdge Report and included herein with respect to any particular year, refers to such information for the relevant calendar year. CARE was appointed by our Company and is not connected to our Company, our Directors, our Promoters, our Key Managerial Personnel, Senior Management or the BRLMs. A copy of the CareEdge Report is available on the website of our Company at <https://systematicindustries.com/>. The data used in industry sources and publications may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable. The data used in the industry sources and publication involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the **“Risk Factors”** on page 36 of this Red Herring Prospectus.

Accordingly, investors should not place undue reliance on, or base their investment decision on this information. Industry sources and publications may also base their information on estimates, projections, forecasts, and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The investors should not construe any of the contents set out in this section as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.

### **GLOBAL ECONOMIC OUTLOOK:**

Global growth, which reached 3.5% in CY23, is estimated to stabilize at 3.3% for CY24 and projected to decrease at 2.8% for CY25. Global trade is expected to be disrupted by new US tariffs and countermeasures from trading partners, leading to historically high tariff rates and negatively impacting economic growth projections. The global landscape is expected to change as countries rethink their priorities and policies in response to these new developments. Central banks priority will be to adjust policies, while smart fiscal planning and reforms are key to handling debt and reducing global inequalities.

#### **Global Growth Outlook Projections (Real GDP, Y-o-Y change in %)**



Source: IMF – World Economic Outlook, April 2025; Notes: P-Projection, E-Estimated

**GDP growth trend comparison - India v/s Other Economies (Real GDP, Y-o-Y change in %)**

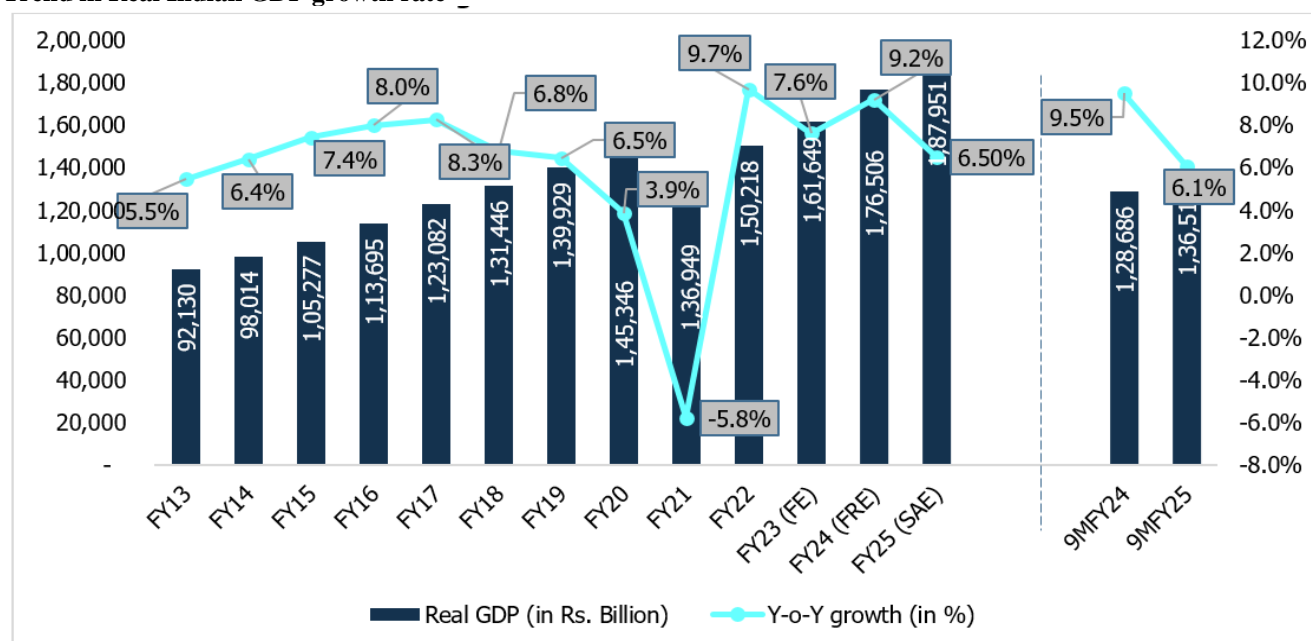
	Real GDP (Y-o-Y change in %)										
	CY20	CY21	CY22	CY23	CY24E	CY25P	CY26P	CY27P	CY28P	CY29P	CY30P
India	-5.8	9.7	7.6	9.2	6.5	6.2	6.3	6.5	6.5	6.5	6.5
China	2.3	8.6	3.1	5.4	5.0	4.0	4.0	4.2	4.1	3.7	3.4
Indonesia	-2.1	3.7	5.3	5.0	5.0	4.7	4.7	4.9	5.0	5.1	5.1
Saudi Arabia	-3.6	5.1	7.5	-0.8	1.3	3.0	3.7	3.6	3.2	3.2	3.3
Brazil	-3.3	4.8	3.0	3.2	3.4	2.0	2.0	2.2	2.3	2.4	2.5
Euro Area	-6.0	6.3	3.5	0.4	0.9	0.8	1.2	1.3	1.3	1.2	1.1
United States	-2.2	6.1	2.5	2.9	2.8	1.8	1.7	2.0	2.1	2.1	2.1

Source: IMF- World Economic Outlook Database (April 2025)

Note: P- Projections, E-Estimate; India's fiscal year (FY) aligns with the IMF's calendar year (CY). For instance, FY24 corresponds to CY23.

**INDIAN ECONOMIC OUTLOOK****GDP Growth and Outlook**

India's real GDP grew by 9.2% in FY24 (Rs. 176,506 billion) which is the highest in the previous 12 years(excluding FY22 being 9.7% on account of end of pandemic) and is estimated to grow by 6.5% in FY25 (Rs. 187,951 billion), driven by double digit growth particularly in the Manufacturing sector, Construction sector and Financial, Real Estate & Professional Services. In 9MFY25, GDP grew 6.1% Y-o-Y, with private consumption increasing by 7.6% and government spending increasing by 3.8% Y-o-Y.

**Trend in Real Indian GDP growth rate \_**

Source: MOSPI; Note: SAE – Second Advance Estimates, FE – Final Estimate, FRE- First Revised Estimates

**FY26 GDP Outlook:** Real GDP growth is projected at 6.5%, driven by strong rural demand, improving employment, and robust business activity. The agriculture sector's bright prospects, healthy reservoir levels, and robust crop production support this growth. Manufacturing is reviving, and services remain resilient, despite global uncertainties. Investment activity is gaining traction, supported by healthy balance sheets and easing financial conditions. However, risks from geopolitical tensions, global market volatility, and geo-economic fragmentation persist

Persistent geopolitical tensions, volatility in international financial markets and geo-economic fragmentation do pose risk to this outlook. Based on these considerations, the RBI, in its April 2025 monetary policy, has projected real GDP growth at 6.5% y-o-y for FY26.

#### RBI's GDP Growth Outlook (Y-o-Y %)

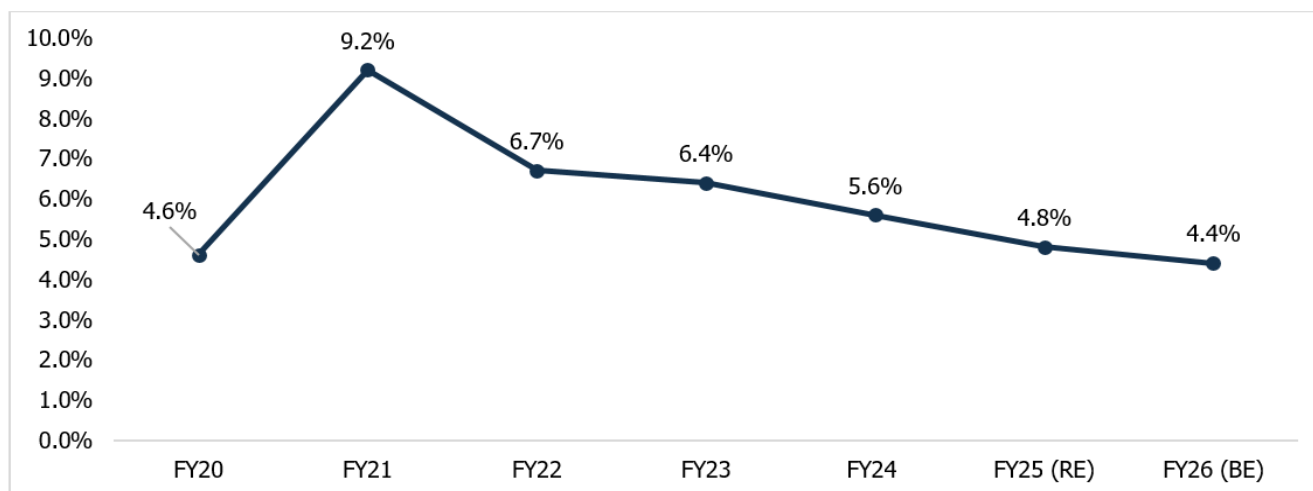
FY26P (complete year)	Q1FY26P	Q2FY26P	Q3FY26P	Q4FY26P
6.5%	6.5%	6.7%	6.6%	6.3%

Source: Reserve Bank of India; Note: P-Projected

#### Fiscal Deficit (as a % of GDP)

In FY21, India's fiscal deficit was 9.2% due to the impact of COVID-19, since then it has seen a steady improvement is expected to reduce to 4.8% of GDP FY25 (RE), driven by strong economic growth and higher tax and non-tax revenues. The government aims for further fiscal consolidation, setting a target of 4.4% of GDP for FY26 to maintain fiscal prudence.

#### Gross Fiscal Deficit (% of GDP)



Source: RBI; Note: RE-Revised Estimates, BE-Budget Estimates

#### Consumer Price Index

The CPI (general) and food inflation in March, 2025 over March, 2024 (3.34%, provisional) witnessed lowest Y-o-Y inflation since August 2019. The moderation was driven by decline of price inflation in Vegetables, Egg, Meat & fish, Cereals and Pulses and Milk.

The CPI is primarily factored in by RBI while preparing their bi-monthly monetary policy. At the bi-monthly meeting held in April 2025, RBI projected inflation at 4.0% for FY26 with inflation during Q1FY26 at 3.6%, Q2FY26 at 3.9% and Q3FY26 at 3.8% and Q4FY26 4.4%.

Considering the current inflation situation, RBI has cut the repo rate to 6.00% in the April 2025 meeting of the Monetary Policy Committee.

Further, the central bank changed its stance to be accommodative. With a decline in food inflation, the headline inflation moderated during January-February 2025.

The economic growth outlook for India is expected to remain resilient, but it will require careful monitoring due to depreciation of the Indian rupee in recent months. Additionally, certain key sectors may face headwinds amid hiked tariffs from the US.

The RBI has adopted for a non-inflationary growth with the foundations of strong demand and supply with a good macroeconomic balance. The domestic growth and inflation curve require the policies to be supportive with the volatile trade conditions.

### GVA in the Industrial Sector

India's industrial sector is expected to grow by 10.8% in FY24, reaching Rs. 31.56 trillion, supported by positive business sentiment, falling commodity prices, and government initiatives like production-linked incentives. In 9MFY25, growth is expected to slow down to 5.6% y-o-y, down from 11.3% in 9MFY24. The growth is driven primarily by manufacturing, construction, and utility services. The slow down can be attributed to the construction segment likely to grow at 8.5%, slightly lower than the previous year's 11.1%.

#### Industrial sector growth (Y-o-Y growth) -at Constant Prices

At constant Prices	FY19	FY20	FY21	FY22	FY23 (FE)	FY24 (FRE)	FY25 (SAE)	9MFY24	9MFY25
<b>Industry</b>	<b>5.3</b>	<b>-1.4</b>	<b>-0.9</b>	<b>11.6</b>	<b>2.0</b>	<b>10.8</b>	<b>5.6</b>	<b>11.3</b>	<b>5.6</b>

Source: MOSPI; Note: FRE – First Revised Estimates, FE – Final Estimate, SAE- Second Advance Estimates

### Investment Trend in Infrastructure

Gross Fixed Capital Formation (GFCF) is a measure of net increase in physical assets. In FY23, the ratio of investment (GFCF) to GDP remained flat, as compared to FY22 which was at 33.4%. The growth stabilized at 30.54 in FY24. In 9MFY25, GFCF to GDP ratio reached 29.5% as compared to 30.2% in 9MFY24, led by decline in investments amid global economic uncertainties. Overall, the support of public investment in infrastructure is likely to gain traction due to initiatives such as Atmanirbhar Bharat, Make in India, and Production-linked Incentive (PLI) scheme announced across various sectors.

### Per capita PFCE and GNDI

#### Increasing Disposable Income and Consumer Spending

Gross National Disposable Income (GNDI) is a measure of the income available to the nation for final consumption and gross savings. Between the period FY14 to FY25, per capita GNDI at current prices registered a CAGR of 11.30%. More disposable income drives more consumption, thereby driving economic growth.

With increase in disposable income, there has been a gradual change in consumer spending behaviour as well. Per capita Private Final Consumption Expenditure (PFCE) which is measure of consumer spending has also showcased significant growth from FY14 to FY25 at a CAGR of 12.33%.

### Industrial Growth

The Quick Estimates of the Index of Industrial Production (IIP) for March 2025 show a 3.0% growth, up from 2.9% in February 2025. The y-o-y growth for March 2025 was 4.0% down from 5.9% in March 2024, the overall growth in the industry was moderate but subdued primarily due to deceleration in consumer non-durables, infrastructure industries, intermediate goods, capital and primary goods.

In March 2025, the industrial growth saw a rise due to Manufacturing (3.0%), and Electricity (6.3%) while witnessing a decline in the mining sector (0.4%). Among the industry group of basic metals, items of flat products of alloy steel, pipes and tubes of

steel and bars and rods of mild steel experienced significant growth. Use-based indices had a slowed growth in Primary Goods, Capital Goods, and Intermediate Goods.

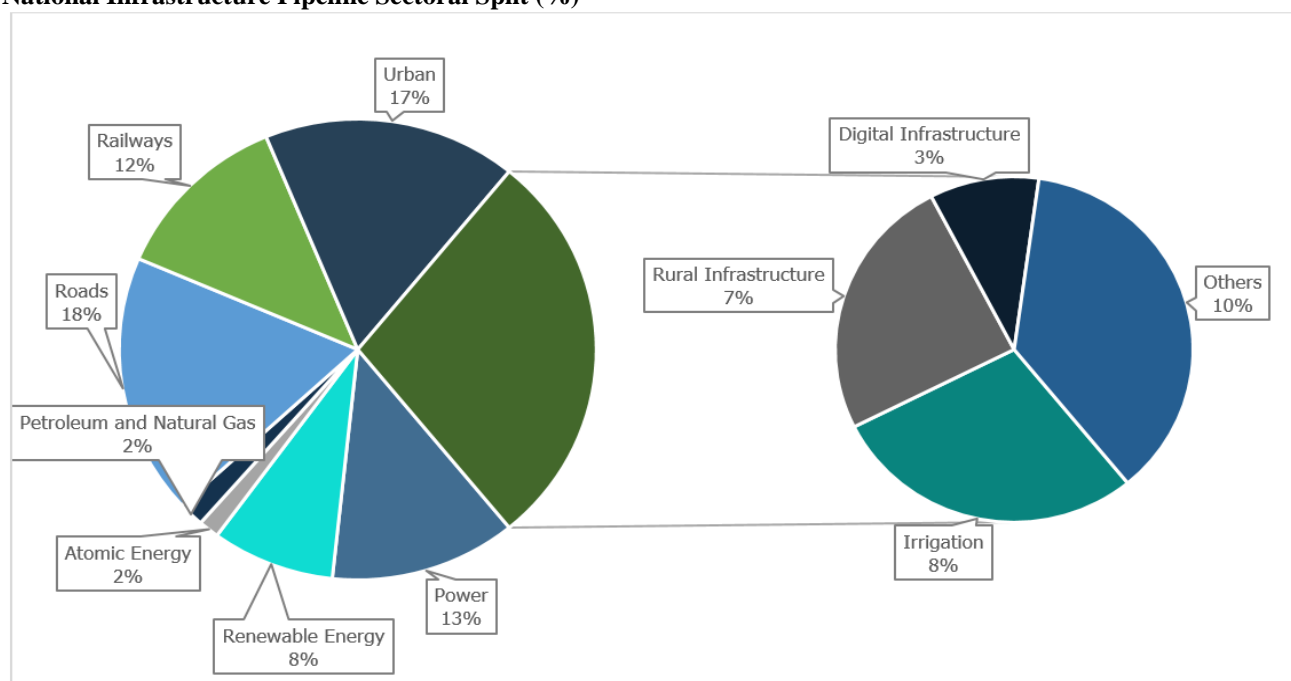
Manufacturing growth was driven by basic metals (6.9%), motor vehicles and semi-trailers (10.3%) and electrical equipment (15.7%). While government spending and private investment support growth, declining consumer non-durables and improving rural demand highlight the need for sustained consumption and investment.

### National Infrastructure Pipeline

NIP was launched in December 2019 with a focus on infrastructure development to enable the country to achieve its target of USD 5 trillion economy by FY25 and USD 10 trillion by FY30. Infrastructure to play a major role with 3% contribution to the GDP by FY25 (Rs 11.21 lakh crore) and is expected to remain same or increase its share by FY30 (Rs 25.00 lakh crore).

A taskforce was created to set up the pipeline. In the final report submitted by the task force in April 2020, the pipeline covers multiple sectors, such as urban infrastructure, renewable and conventional energy, roads and railways that constitute nearly 71% of the projected total capex of Rs 11.21 lakh crore. It also includes investments in other sectors such as rural infrastructure, ports, airports among others. The proposed investments will be implemented by both the government and the private sector.

### National Infrastructure Pipeline Sectoral Split (%)



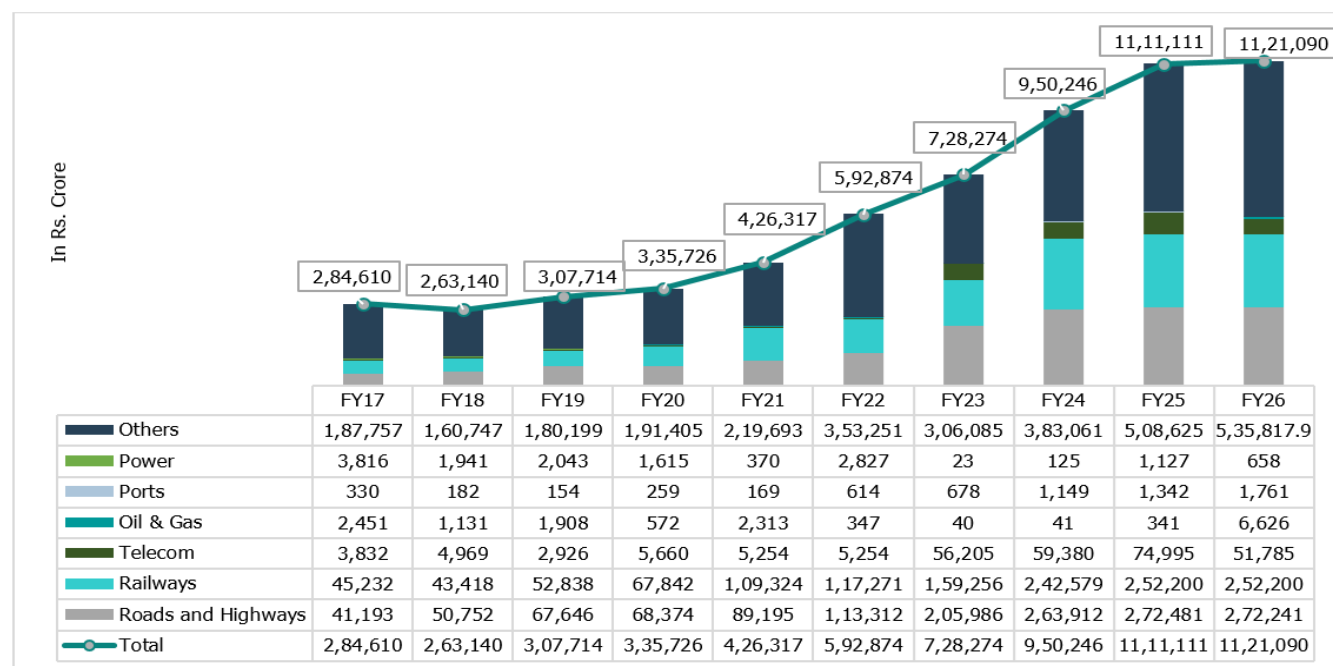
Source: NITI Aayog's report on National Infrastructure Pipeline

During FY20–25, sectors-wise breakup of NIP investment is with energy contributing the highest at Rs 26,900 billion around 24% of the total plan followed by roads Rs. 20,338 billion at 18%, urban Rs. 19,193 billion at 17%, and railways with an investment of Rs. 13,676 billion, which contributes 12% amount to ~71% of the projected infrastructure investments in India.

### Budgetary expenditure on Infrastructure

With the growing population, the long-term need for robust infrastructure is necessary for economic development. This generates the need for massive investments in the development and modernization of infrastructure facilities, which will not only cater to the growing demand but will also ensure competitiveness in the global market.

### Budgetary outlay towards infrastructure



Source: Union Budget FY26 document

Some of the key government infrastructure schemes include:

- The government has announced plans for the National Monetization Pipeline (NMP) and Development Finance Institution (DFI) to improve the financing of infrastructure projects
- The government has helped the growth of urbanization through a number of schemes and projects, including the Smart Cities Mission, the Atal Mission for Rejuvenation and Urban Transformation (AMRUT), and the Pradhan Mantri Awas Yojana (Urban).

## Concluding Remarks

Global economic growth faces headwinds from geopolitical tensions, volatile commodity prices, high interest rates, inflation, financial market volatility, climate change, and rising public debt. However, India's economy remains relatively strong, with an IMF forecast of 6.5% GDP growth in CY24 (FY25 according to the fiscal year), compared to the global projection of 3.3%. Key drivers include strong domestic demand, government capital expenditure and moderating inflation.

Public investment is expected to exhibit healthy growth as the government has allocated a strong capital expenditure of about Rs. 11.21 lakh crores for FY26. The private sector's intent to invest is also showing improvement as per the data announced on new project investments and resilience shown by the import of capital goods. Additionally, improvement in rural demand owing to healthy sowing, improving reservoir levels, and progress in south-west monsoon along with government's thrust on capex and other policy support will aid the investment cycle in gaining further traction.

## STEEL WIRE INDUSTRY

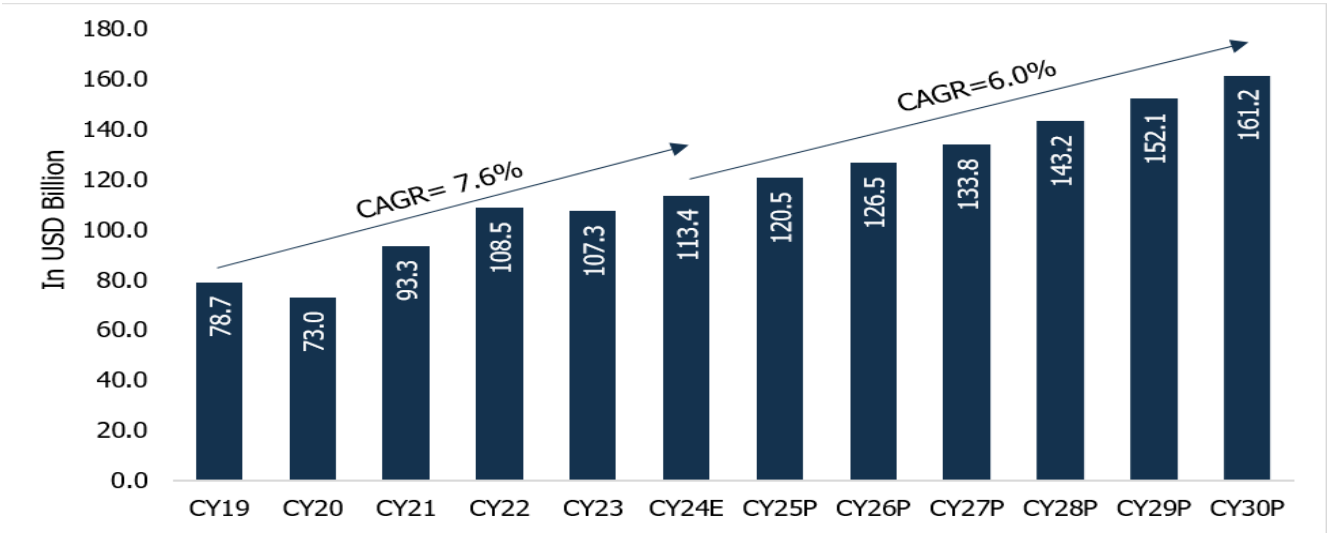
### Overview of Steel Wire Industry

The steel wire industry is essential across various sectors owing to its flexible and robust characteristics. Made of a mix of steel alloys including iron, carbon, manganese, and silicon, steel wire finds wide applications in construction, infrastructure, automotive, aerospace, and mining because it has high tensile strength, flexibility, resistance to wear, shock, and corrosion. The properties make the wire ropes, strands, wire mesh, netting, and reinforcing concrete structures necessary. As the global construction industry continues to grow, the need for steel wire is expected to rise. The demand for products such as wire ropes and steel mesh is particularly prominent in construction and mining sectors. Steel wire's versatility and durability ensure its continued relevance across diverse applications, and its role in reinforcing structures and lifting heavy materials underscores

its importance in modern industry. With ongoing developments in infrastructure and technology, the steel wire market is poised for significant expansion in the coming years.

Market Size of Steel Wire Industry

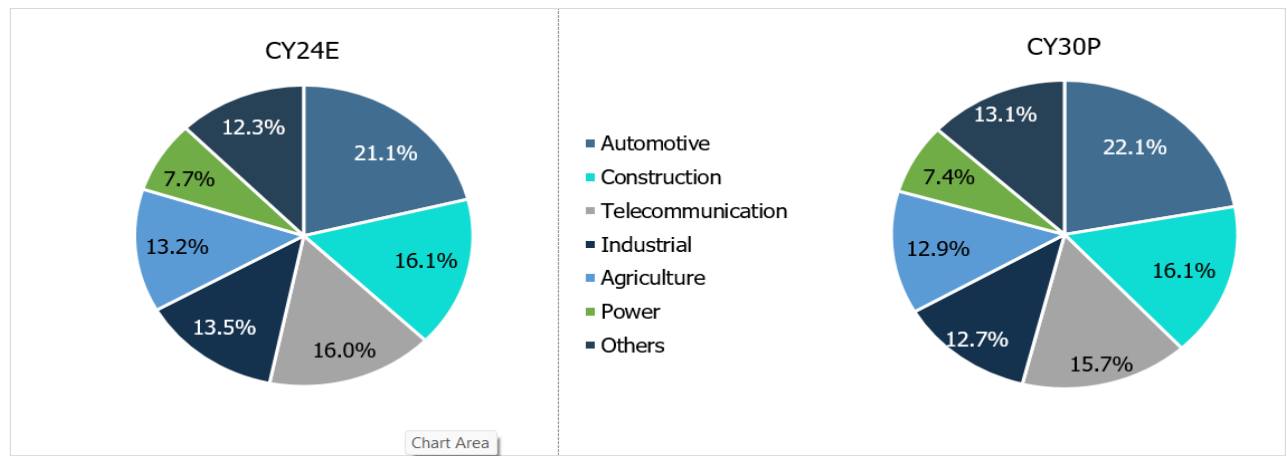
The market size of Steel Wire Industry grew at a CAGR of 7.6% from CY19 to CY24 reaching an estimated market size of USD 113.4 billion by CY24. It is further projected to grow at a CAGR of 6% from CY24 to CY30 reaching market size of USD 161.2 billion by CY30. Rising demand in the main industries like construction, automotive, and mining have been fuelling the growth of the steel wire market. With rapid urbanisation and growing investments in infrastructure, the need for steel wire for construction projects including bridges, roads, and electrical grids has surged.



Source: Maia Research, CareEdge Research; Note: E-Estimates, P-Projections, CY refers to Calendar Year

Market Share of End User Industry (CY24 vs CY30):

Steel wires are indispensable across a wide range of industries due to their remarkable strength, durability, and versatility. As of CY24 Automotive, Construction, and Telecommunication Industry hold the top three positions by market share for steel wire usage in end user industry, each accounting share of 21.1%, 16.1%, and 16%, respectively. They are also projected to hold the top three positions by CY30 with market shares of 22.1%, 16.1%, and 15.7% respectively.



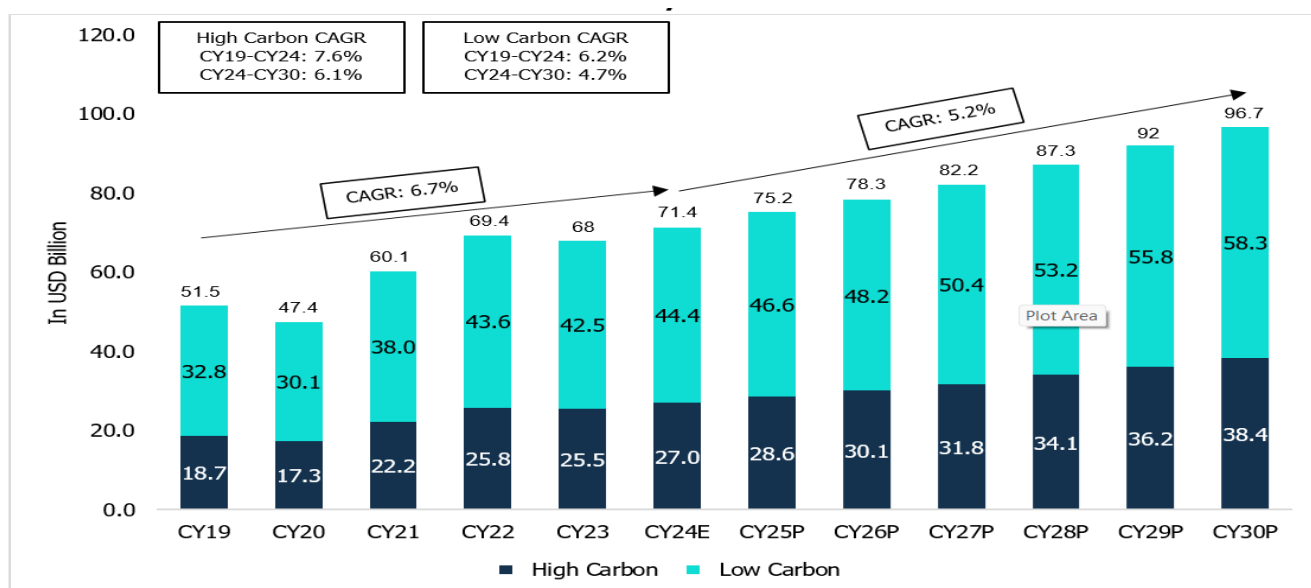
Source: Maia Research, CareEdge Research

Carbon Steel Wire Industry

By type, Carbon Steel wire dominates the market in terms of value, holding an estimated market share of 62.9% as of CY24. The market for carbon steel wire has grown by a CAGR of 6.7% from CY19 to CY24, reaching an estimated value of USD 71.4 billion in CY24. Looking ahead, it is projected to grow at a CAGR of 5.2% from CY24 to CY30, reaching a market size of USD 96.7 billion by CY30.

The carbon steel wire market is categorized into two segments: high carbon steel wire and low carbon steel wire. The market for low carbon steel wire has seen a CAGR of 6.2% from CY19 to CY24, reaching an estimated value of USD 44.4 billion in CY24. It is expected to continue growing at a CAGR of 4.7% from CY24 to CY30, with a projected market size of USD 58.3 billion by CY30. In contrast, the market for high carbon steel wire has grown at a CAGR of 7.6% from CY19 to CY24, reaching an estimated value of USD 27 billion in CY24, and is projected to grow at a CAGR of 6.1% from CY24 to CY30, potentially reaching USD 38.4 billion by CY30.

#### Market Size of Carbon Steel Wire Industry:



Source: Maia Research, CareEdge Research; Note: E-Estimates, P-Projections, CY refers to Calendar Year

#### Galvanized Steel Wire Industry

The market size of Galvanized Steel wire Industry grew at a CAGR of 7.4% from CY19 to CY24 reaching an estimated market size of USD 1.7 billion by CY24. It is further projected to grow at a CAGR of 6.2% from CY24 to CY30 reaching market size of USD 2.5 billion by CY30.

Galvanized steel wire is a popular choice for various industrial, commercial, and recreational applications due to its corrosion resistance. There are two main types of galvanizing processes: electro-galvanizing and hot-dip galvanizing. Both methods provide steel with a protective zinc coating but differ in their application and durability.

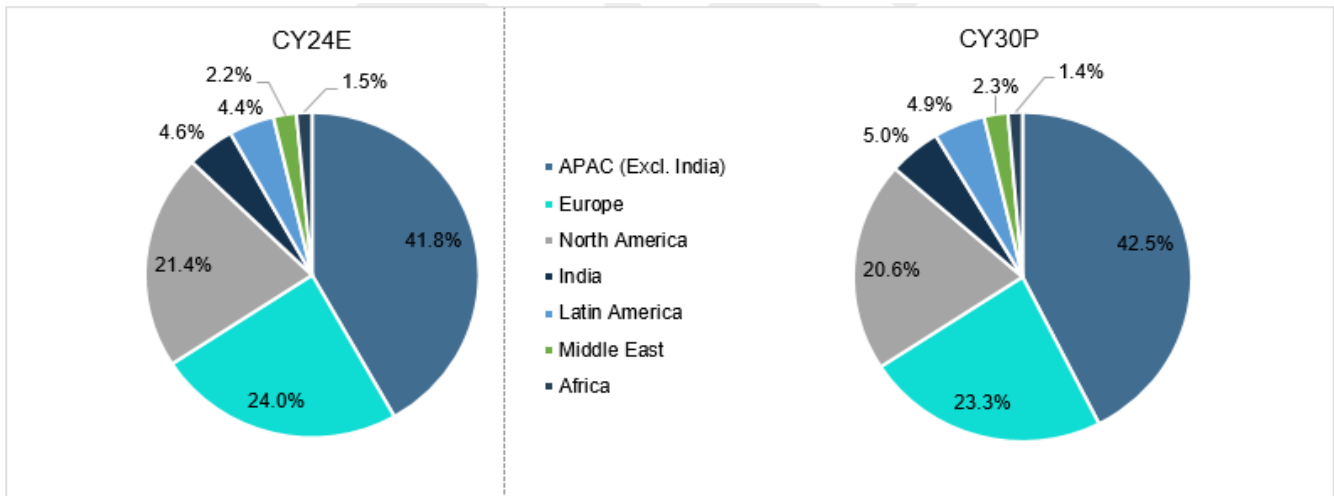
**Electro-Galvanized Steel Wire:** The market size for electro-galvanized steel wire has been growing at a CAGR of 6.9% from CY19 to CY24 reaching an estimated value of USD 0.6 billion in CY24. It is further projected to grow at a CAGR of 5.7% from CY24 to CY30 reaching a projected market size of USD 0.8 billion by CY30.

**Hot-Dip Galvanized Steel Wire:** The market size for hot-dip galvanized steel wire has been growing at a CAGR of 7.6% from CY19 to CY24 reaching an estimated value of USD 1.2 billion in CY24. It is further projected to grow at a CAGR of 6.4% from CY24 to CY30 reaching a projected market size of USD 1.7 billion by CY30.

#### Market Size of Galvanized Steel Wire Industry by Region

As of CY24, APAC (Excluding India), Europe, and North America hold the top three positions by market share for galvanized steel wire usage in region, each accounting share of 41.8%, 24%, and 21.4% respectively. They are also projected to hold the top three position by CY30 with market shares of 42.5%, 23.3%, and 20.6% respectively.

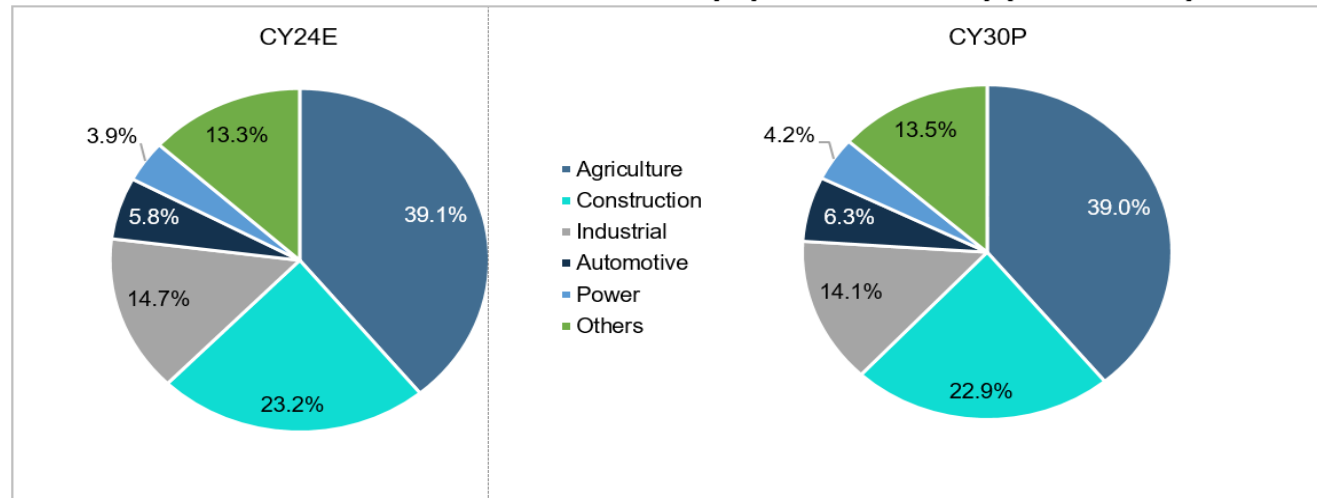
a market size of USD 0.12 billion by CY30. India's galvanized steel wire market is experiencing significant growth, driven by large-scale government infrastructure projects, such as highways and smart city developments. The country's growing steel production capacity supports both domestic demand and exports, while private sector investments and technological advancements in galvanization are boosting competitiveness. As India continues to expand its infrastructure and manufacturing sectors, the demand for galvanized steel wire is expected to rise steadily in the coming years.



Source: Maia Research, CareEdge Research

Market Share of Galvanized Steel Wire Industry by End User Industry (CY24 vs CY30)

Chart 17: Market Share of Galvanized Steel wire Industry by End User Industry (CY24 vs CY30)



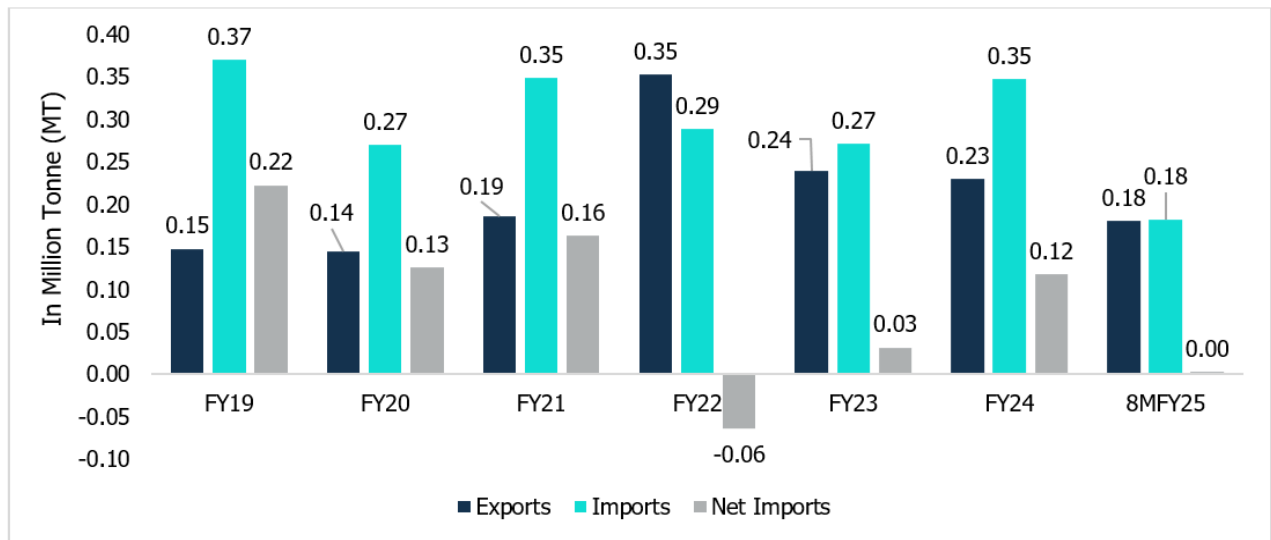
Source: Maia Research, CareEdge Research

Steel Wire Import Export Trend

Stainless Steel wire holds the majority share in steel wire exports from India. Steel wire exports grew at a CAGR of 9.3% from FY19 to FY24. As of FY24, the top three major export destinations of India are UAE, United Kingdom, and the United States of America with export shares of 12.6%, 12.1%, and 9.6% respectively. During 8MFY25, steel wire exports stood at 0.18 MT.

Steel Imports, on the other hand, declined at a CAGR of 1.3%, from FY19 to FY24. During 8MFY25, steel wire imports stood at 0.18 MT.

Steel Wire Import Export Trend:

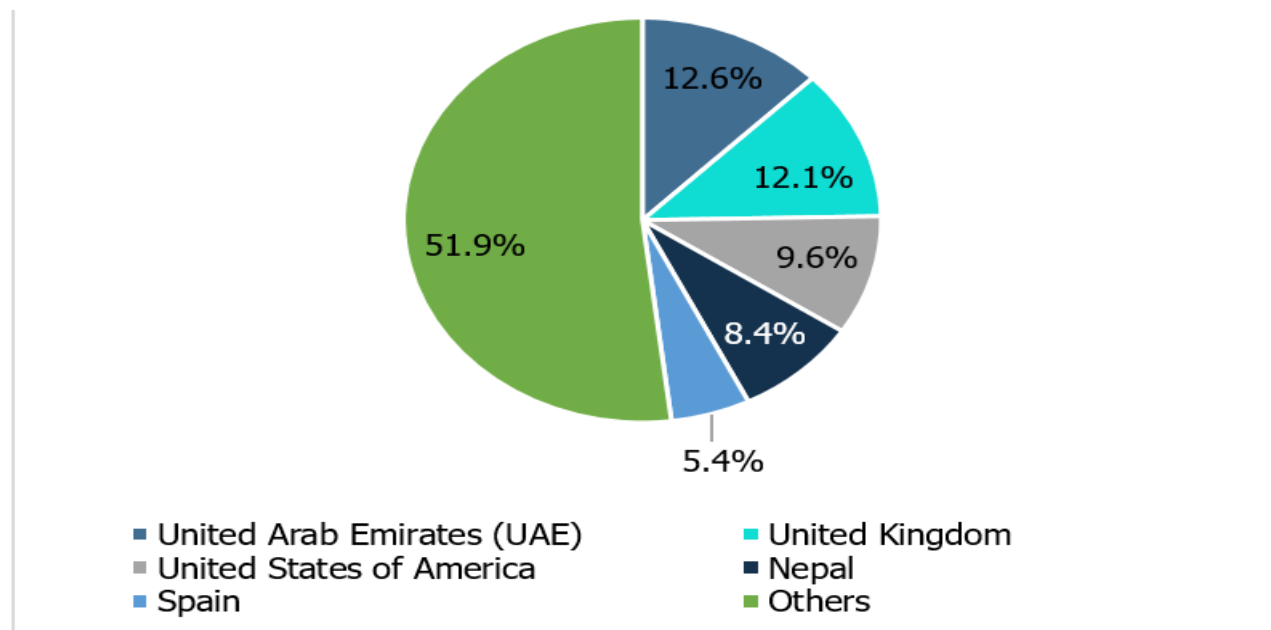


Source: Ministry of Commerce and Industry, CareEdge Research

Note: 8MFY25 refers to April 2024-November 2024

HSN codes considered for calculation of exports and imports are: 72171010, 72171020, 72171030, 72172010, 72172020, 72172030, 72173010, 72173020, 72173030, 85447090, 90011000, 73121020, 73121030, 73130010, 73141910, 73142010, 73143100, 73144190

Country Wise Export Split for FY24



Source: Ministry of Commerce and Industry, CareEdge Research

### Key Indian Players of Steel Wire and Galvanized Steel Wire

Name of the Company	Year of Incorporation	About the Company
Systematic Industries Limited	2000	Systematic Industries Limited is one of the established companies in the manufacture and supplies of range of products, particularly in the fields of Power & Transmission, Infrastructure, Automobile, Agriculture and Telecom. The company has multiple plants at different locations with an annual capacity of 1,00,000 MT across various products, industries and regions. The company also manufactures Optical Ground Wire (OPGW – 6,000 KM Annual Capacity), Optic fibre cables (48,000 KM Annual Capacity), galvanized wire, wires for power industries, high and low carbon steel wires etc. Systematic has been approved by Power Grid and BSNL. Systematic offers customization, surface treatments and coatings to meet future industry demands, with exports to more than 30 countries.
Bansal Wire Industries Limited	1985	Bansal Wire Industries, manufactures stainless steel wire and steel wire. With an annual production capacity of over 2,70,000 MT, the company serves diverse sectors, including automotive, infrastructure, power, and agriculture. It has vast product range of over 3,000 SKUs, Bansal Wire operates globally in more than 50 countries.
Tata Wiron (A division of Tata Steel Limited)	2004	Tata Wiron, a division of Tata Steel Ltd, is a global player in steel wire manufacturing with an annual capacity of 6,70,000 MT. With operating facilities in India and Thailand, the company employs over 2,000 people.
Nirmal Wires Private Limited	1981	Nirmal Wires (P) Limited, established in 1981 and based in Kolkata, India, is a manufacturer, exporter, wholesaler, and supplier of industrial products. They specialize in GI Wires, Welding Electrodes, Aluminium Conductors, Steel Wires, and Deformed Steel Bars. The company has a monthly production capacity of 8,000 MT and an export presence in Bangladesh and Sri Lanka.
Kritika Wires Limited	2004	Kritika Wires Limited is a manufacturer of steel and galvanized wires, serving clients like State Electricity Boards and Power Grid Corporation of India. It operates a facility in Sankrail Industrial Park, West Bengal. It has an annual production capacity of 66,200 MT and a workforce of over 400 professionals.

Source: Company Website

### OPTICAL GROUND WIRE (OPGW) /ACS WIRE SECTOR IN INDIA

Optical Ground Wire (OPGW) is a special type of cable that combines grounding wire with optical fibres. The OPGW cable is made with stainless steel and aluminium-clad steel tubes, comes in fibre counts of up to 48. It carries high-voltage electricity and transmits data through optical fibres embedded within the cable structure. Optical ground wires (OPGW) are used in high-voltage overhead power lines for power transmission and communication.

Aluminium-Clad Steel (ACS) wires are composite conductors consisting of a high-strength steel core coated with a thick layer of aluminium. This combination provides the strength of steel with the corrosion resistance and conductivity of aluminium. ACS wires are commonly used in overhead power lines, grounding applications, and telecommunication cables due to their durability, lightweight nature, and cost-effectiveness compared to pure copper or aluminium conductors.

### Market Size of Optical Ground Wire Industry by Type

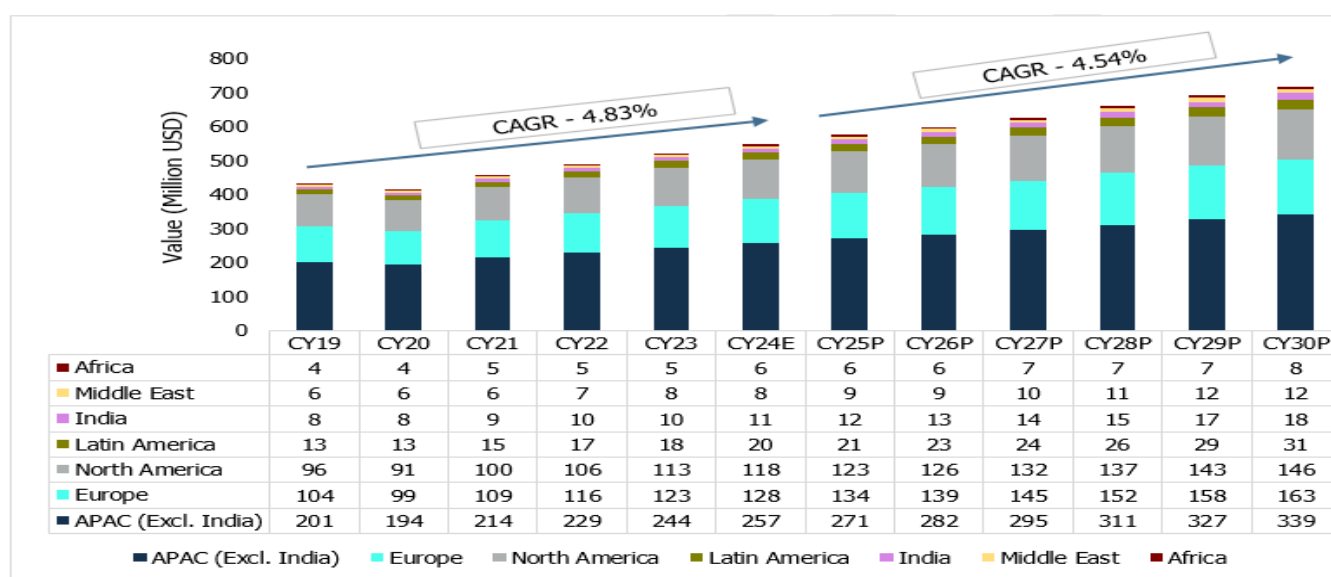
Optical Ground Wire (OPGW) comes in two types based on its design and strength: the loose tube structure and the tight tube structure.

**The Loose Tube Structure**, optical fibres are encased in small, flexible tubes filled with protective gel. These tubes allow the fibres to move freely within them, reducing the risk of stress and damage due to environmental factors like temperature

fluctuations or mechanical forces. The Loose Tube Structure segment holds a larger share of the market and shows a consistent upward trend. It grew from USD 270 million in CY19 to USD 341 million in CY24 and is projected to reach USD 450 million by CY30. This growth is driven by increasing demand for optical ground wires in long-distance transmission applications, particularly in telecommunications and power utility sectors. The growth continues in the projected years, reaching USD 450 million by CY30.

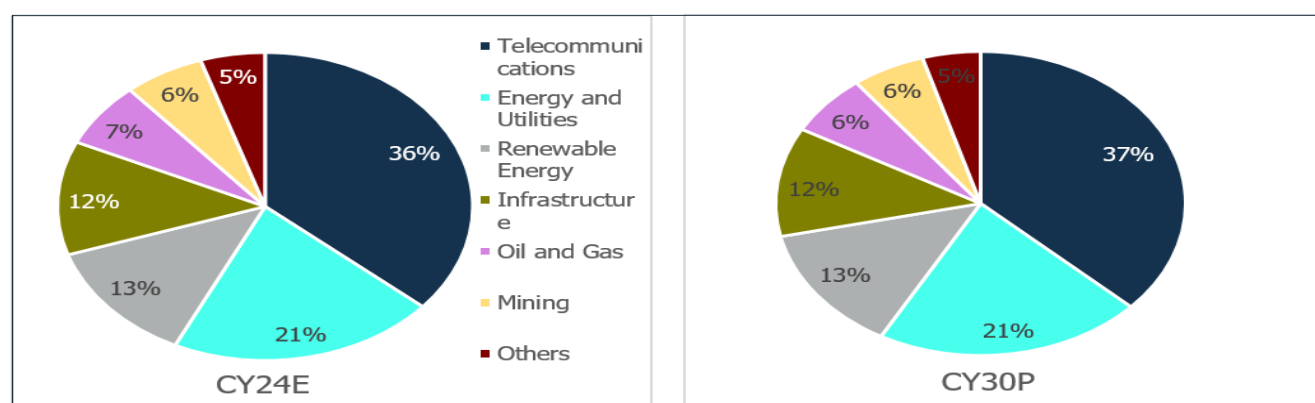
**The Tight Tube Structure** involves optical fibres being placed within a rigid, hermetically sealed tube. This structure offers superior protection against mechanical stress and environmental damage, making it suitable for harsh and demanding conditions. The tight tube structure represents a smaller yet significant share of the market, increasing from USD 162.21 million in CY19 to about USD 205.75 million in CY24. The market size for Tight Tube Optical Ground Wire (OPGW) is expected to grow from USD 216 million in CY25 to USD 268 million in CY30. The growing demand for Tight Tube Optical Ground Wire (OPGW) is driven by urban expansion, increasing the need for compact and durable fibre-optic solutions in dense city environments.

### Global Optical Ground Wire Market Size by Region



Source: Maia Research, CareEdge Research; Note: E-Estimates, P-Projections, CY refers to Calendar Year

### Global Optical Ground Wire Market Size by End User (CY24 vs CY30)



Source: Maia Research, CareEdge Research; Note: E-Estimates, P-Projections, CY refers to Calendar Year

In CY24, Telecommunications leads with 36%, driven by high demand for connectivity. Energy and Utilities follow at 21%, reflecting their importance in power and infrastructure. Renewable Energy makes up 13%, showing growing interest in

sustainable solutions. Infrastructure represents 12%, while Oil and Gas account for 7%, and Mining makes up 6%. The Others category holds 5%, covering smaller sectors.

In CY30, Telecommunications remains dominant at 37%, with continued growth in connectivity demand. Energy and Utilities stay at 21%, and Renewable Energy stays at 13%. Infrastructure holds steady at 12%, while Oil and Gas decreases slightly to 6%, and Mining stays at 6%. The Others category remains at 5%, covering smaller sectors.

### **Indian Optic Ground Wire Manufacturing Companies**

<b>Name of the Company</b>	<b>Year of Incorporation</b>	<b>About the company</b>
Systematic Industries Limited	2000	Systematic Industries Limited is one of the established companies in the manufacture and supplies of range of products, particularly in the fields of Power & Transmission, Infrastructure, Automobile, Agriculture and Telecom. The company has multiple plants at different locations with an annual capacity of 1,00,000 MT across various products, industries and regions. The company also manufactures Optical Ground Wire (OPGW – 6,000 KM Annual Capacity), Optic fibre cables (48,000 KM Annual Capacity), galvanized wire, wires for power industries, high and low carbon steel wires etc. Systematic has been approved by Power Grid and BSNL. Systematic offers customization, surface treatments and coatings to meet future industry demands, with exports to more than 30 countries.
Sterlite Power Transmissions Ltd.	2010	Sterlite Power is a developer of power transmission infrastructure and solutions. The company designs, constructs, owns, and operates power transmission assets across multiple geographies, including significant operations in India and Brazil. In addition to its infrastructure projects, Sterlite Power manufactures a range of products such as power cables, conductors, and optical ground wire (OPGW), supplying to major Indian states, private utilities, and exporting to over 60 countries.
Apar Industries Ltd.	1958	Apar Industries Limited is a diversified company headquartered in Mumbai, India, specializing in electrical and metallurgical engineering. One of its key products is Optical Ground Wire (OPGW). They have supplied over 6,000 km of OPGW, ranging from 33kV to 765kV, including 800kV in India and abroad. The company has a presence in over 140 countries.
Advait Energy Transitions Limited	2009	Advait Energy Transitions Limited manufactures stringing tools, ACS wires, and insulators, along with offering OPGW operations, emergency restoration systems (ERS), and turnkey telecom projects. The company also provides live line installations, power transmission, and substation services. Additionally, it is involved in green energy solutions, including Alkaline and PEM Electrolyser Systems, Fuel Cell Systems, Hydrogen Refuelling Stations (HRS), Hydrogen Blending Systems, and Hydrogen Storage Units. Advait Energy Transitions Limited further engages in the production of conductors and transmission line towers.

### **OPTIC FIBRE SECTOR IN INDIA**

#### **Overview:**

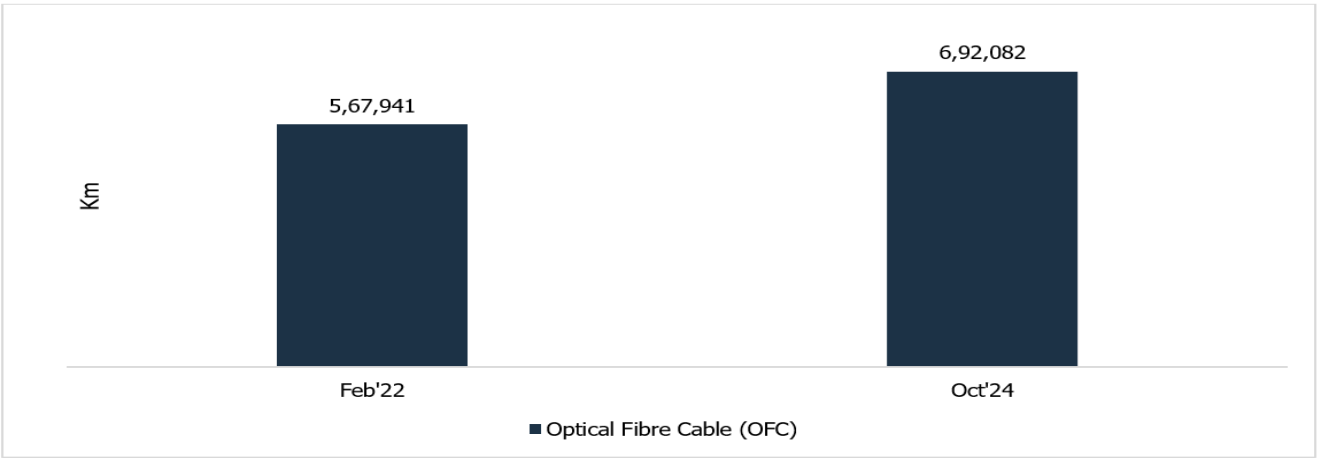
The Indian optic fibre sector is a critical part of India's telecommunication and data transmission infrastructure. With the increasing digitization across industries and the proliferation of high-speed internet, there is a growing demand for reliable and high-capacity fibre optic cables in the country. The optic fibre ensures seamless data transfer and supports advanced communication networks.

Fibre is a fast-growing infrastructure asset class. Fibre demand in India is increasing at a rapid pace. Deployment of a large amount of high-frequency 4G and 5G spectrum needs a fibre backhaul. Whereas government initiatives such as BharatNet's and Digital India's focus on telecom infrastructure, especially fibre, is also contributing to increased fibre deployment.

Historical Growth and Current Scenario

BharatNet, one of the biggest rural telecom projects in the world, implemented in a phased manner to all Gram Panchayats (approximately 2.5 lakh) in the country for providing non-discriminatory access to broadband connectivity to all the telecom service providers with an objective to enable access providers like mobile operators, Internet Service Providers (ISPs), Cable TV operators, content providers to launch various services such as applications like e-health, e-education and e-governance in rural and remote India. The project has been approved by Union Cabinet on 25.10.2011. A Special Purpose Vehicle (SPV) is executing the project namely Bharat Broadband Network Limited (BBNL), which has been incorporated on 25 February 2012 under Indian Companies Act 1956. On 30 April 2016, the Telecom Commission approved to implement the project in three phases. As of October 2024, 2,14,679 Gram Panchayats are connected through the BharatNet project and 6,92,082 Km of OFC has been laid. Additionally, 11,69,571 Fibre-To-The-Home (FTTH) connections are commissioned, and 1,04,574 Wi-Fi hotspots are installed to ensure last-mile connectivity.

Optical Fiber Network Connectivity



Source: Ministry of Communications

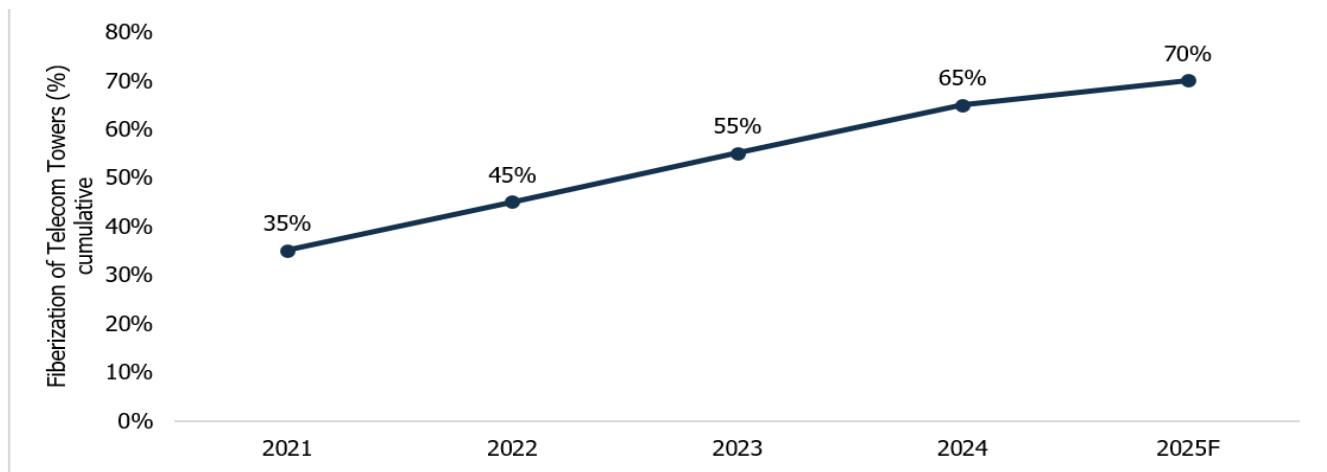
Expected Growth in India's OFC Network

Optical fibre has evolved as the most practical wired solution for backhaul, considering its extraordinary capacity. Owing to its almost limitless capacity and scalability, it is the right choice for high-capacity routes where logistics are manageable, the capacity need is high, and the potential revenue gain offsets the expense. In the coming years, its share in the mobile backhaul network is likely to go up owing to the expected growth in the data traffic and the increasing requirement of backhaul for new technologies such as LTE, LTE Advanced, IMT-2020, etc.

The National Broadband Mission released by DoT in December 2019, envisaged to increase by around two and half times the number of fiberized telecom towers in the country.

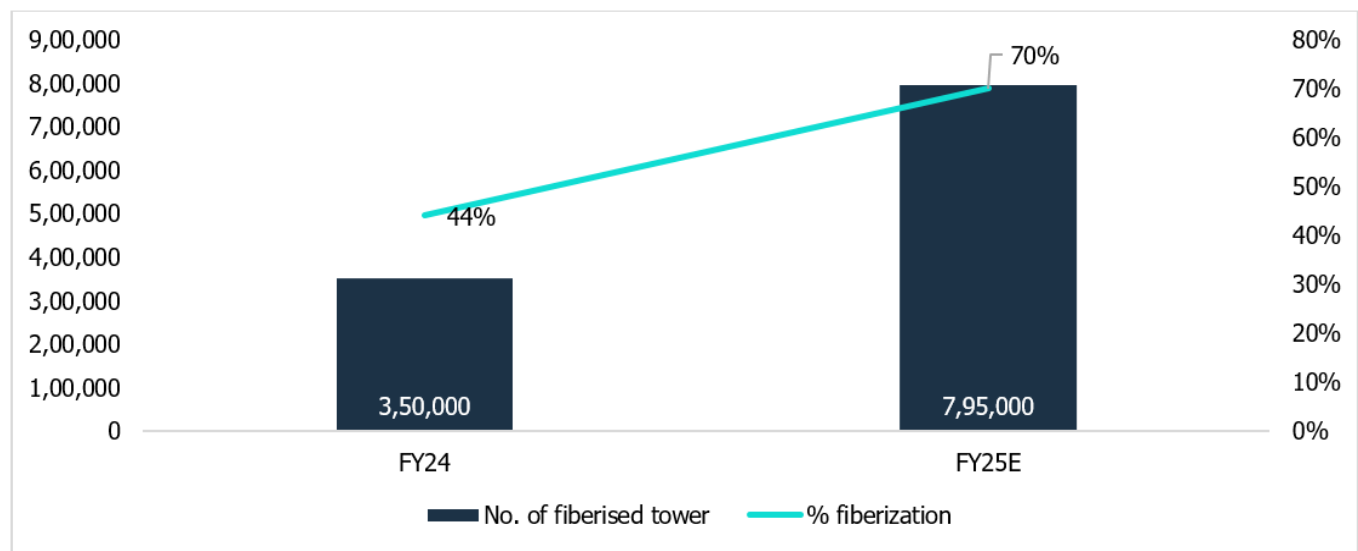
The National Broadband Mission, 2019 has set the 5-year target as below:

Fiberization of Telecom Towers



Source: Consultant Report, TRAI

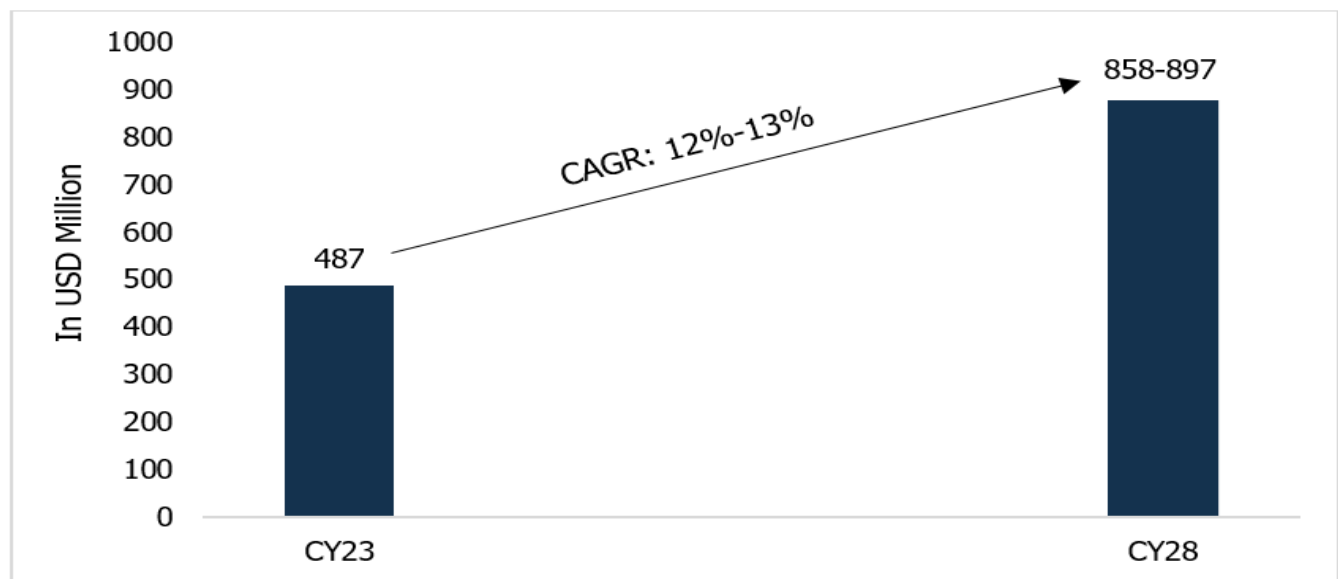
Number of Fiberized towers in India



Source: CareEdge Research

About 3,50,000 towers have been fiberized i.e. 44% of the total tower installed and an estimated 7,95,000 at the end of FY25 i.e. 70% of the total tower installed.

Market Size of Optic Fibre



Source: Industry Sources

India's Optical Fibre Cable (OFC) and accessories market is poised for substantial growth, driven by strategic government initiatives and rising demand for advanced broadband connectivity.

Key Demand Drivers of the Industry

Over the past few years, OFC has emerged as a core component for supporting India's fledgling digital ecosystem. OFC rollouts are increasing in India having an OFC footprint of around 6,92,082 Kms as of October 2024. These rollouts have been driven largely by the government's push to increase internet penetration across the country through its projects like Digital India, BharatNet, Smart Cities Mission, National Broadband Mission as well as through telcos growing focus on site Fiberization and fiberizing the last mile.

Some of the key growth factors for telecom OFC are:

BharatNet Phase III

BharatNet project is being implemented by BBNL (Bharat Broadband Network) for connecting approximately 2.6 lakh Gram Panchayats of the country for providing broadband access to rural India. Under BharatNet, the connectivity is being provided, primarily by laying of Optical Fibre Cable (OFC), in the middle mile between Block and the Gram Panchayats. BharatNet Phase III is a critical extension of the BharatNet project, which aims to provide high-speed broadband connectivity to rural and remote areas across India. The primary goal is to enhance digital access, foster economic growth, and bridge the digital divide.

NHAI Demand for Optical Fibre Cables

NHAI is working towards development of around 10,000 km of Optic Fibre Cables (OFC) infrastructure across the country by FY24-25. National Highways Logistics Management Limited (NHLML), a fully owned SPV of NHAI, will implement the network of Digital Highways by developing integrated utility corridors along the National Highways to develop OFC infrastructure. Around 1,367 km on Delhi - Mumbai Expressway and 512 km on Hyderabad - Bangalore Corridor have been identified as pilot routes for the Digital Highway development.

Providing internet connectivity to remote locations across the country, the OFC network will help to expedite the roll out of new age telecom technologies like 5G & 6G. Recently inaugurated, 246 km long Delhi – Dausa – Lalsot section of the Delhi - Mumbai Expressway features a three-meter-wide dedicated utility corridor used to lay Optical Fibre Cables, which will serve

as the backbone for the roll out of the 5G network in the region. OFC laying work along the National Highways has started and is targeted for completion in about a year.

### Increasing Demand for High-Speed Internet

The increasing use of smartphones, OTT platforms, digital services, and cloud computing has caused a surge in data consumption, driving the need for faster, more reliable internet connectivity. The growth of 5G technology in India is significantly boosting the optic fibre market. As 5G networks expand, they require extensive fibre optic infrastructure to support the high-speed, high-capacity, and low-latency demands of 5G applications. Currently, only a few number telecom towers in India are connected with fibre, which needs to increase for full 5G capabilities. The deployment of 5G and fibre optics is also expected to improve connectivity in rural areas, providing essential services and boosting economic development. The synergy between 5G technology and the optic fibre market in India is creating a robust foundation for future technological advancements. This growth is driven by the need for high-speed internet and advanced applications like autonomous vehicles and remote healthcare. Overall, 5G is a key driver for the optic fibre market's expansion. The rise of smart cities and the Internet of Things (IoT) technologies also fuel the demand for faster, stable, and high-capacity data transmission networks, which can be efficiently provided by optical fibre infrastructure

### Private Sector Investment and Competition

Leading telecom companies in India, including Reliance Jio, Bharti Airtel, and Vodafone Idea, are heavily investing in optical fibre networks to meet the growing demand for high-speed data and stay competitive in the market. However, Telecom companies often collaborate on sharing optical fibre infrastructure, which reduces capital expenditure and accelerates the rollout of fibre networks across the country. Furthermore, these operators are replacing outdated copper networks with optical fibre networks to improve speed, reliability, and service delivery. This modernization aligns with the global trend toward fibre-first approaches for broadband infrastructure.

### Indian Optic Fibre Cable Manufacturing Companies:

Name of the Company	Year of Incorporation	About the company
Systematics Industries Limited	2000	Systematic Industries Limited is one of the established companies in the manufacture and supplies of range of products, particularly in the fields of Power & Transmission, Infrastructure, Automobile, Agriculture and Telecom. The company has multiple plants at different locations with an annual capacity of 1,00,000 MT across various products, industries and regions. The company also manufactures Optical Ground Wire (OPGW – 6,000 KM Annual Capacity), Optic fibre cables (48,000 KM Annual Capacity), galvanized wire, wires for power industries, high and low carbon steel wires etc. Systematic has been approved by Power Grid and BSNL. Systematic offers customization, surface treatments and coatings to meet future industry demands, with exports to more than 30 countries.
Sterlite Technologies Limited	2000	Sterlite Technologies is a provider of telecom and broadband products and services. The company offers optical fibre cables, optical fibre, and other related technologies, catering to global markets. They are a player in the manufacturing of optical fibre cables in India and have expanded their reach to international markets.
Himachal Futuristic Communications Limited	1987	The company designs, manufactures, and delivers products for the telecommunications industry. HFCL caters to both domestic and international markets.
Apar Industries Ltd.	1958	Apar Industries Limited is a diversified company headquartered in Mumbai, India, specializing in electrical and metallurgical engineering. One of its key products is Optical Ground Wire (OPGW). They have supplied over 6,000 km of OPGW, ranging from 33kV to 765kV, including 800kV in India and abroad. The company has a presence in over 140 countries.

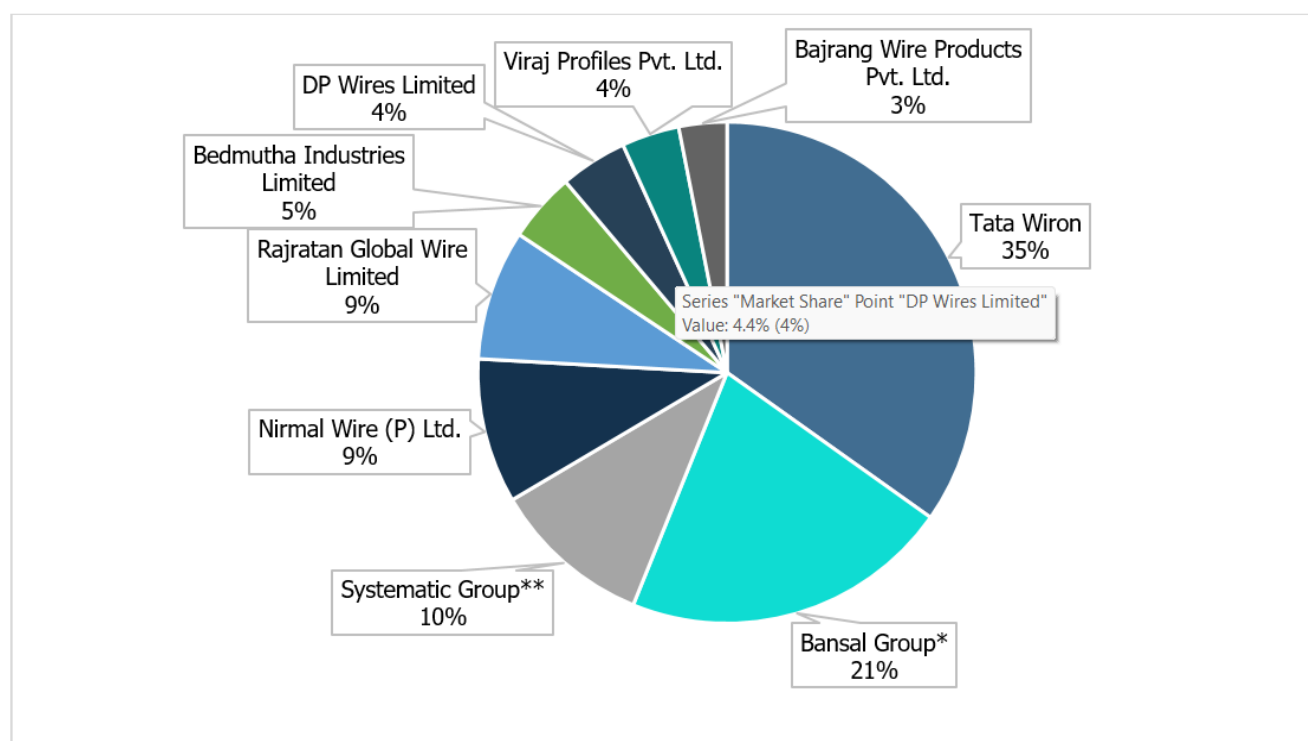
Finolex Cables Ltd	1958	Finolex Cables specializes in producing a wide range of products, primarily catering to the power, telecom, and infrastructure sectors. Finolex manufactures optical fibre cables, which are used for high-speed data transmission in telecommunications, internet services.
Vindhya Telelinks Ltd	1983	Vindhya Telelinks Limited is an Indian manufacturer and supplier of telecommunication cables, specializing in a diverse range of optical fibre cables (OFC) for trunk, access, and FTTH networks. Its portfolio includes unarmoured cables for duct applications, armoured cables for added protection, and aerial cables for overhead installations. The company has exported its telecommunication cables, including OFC, to countries like France, Denmark, the United Arab Emirates, and Italy.

## COMPETITIVE LANDSCAPE

### Overview of Steel Wire Players in India

The market size of Steel Wire Industry in India, by installed capacity, is in the range of 95-100 lakh MTPA. The top players in the industry include Tata Wires, Bansal Group, Systematic Group, and others. Among the below companies considered as our peer set, Systematic Group holds the 3rd position in terms of installed capacity.

### Installed Capacity wise share of Major Players in Steel Wire Industry



Source: Company Website and Annual Reports, CareEdge Research

Note: \*Bansal Group includes Bansal Wire Industries Limited, Bansal Steel and Power Limited, Balaji Wires, and Bansal High Carbon

\*\*Systematic Group includes the following - Veritas (75,000 MTPA), Systematic (1,00,000 MTPA), and Wire Brigade (25,000 MTPA)

## Company-Select Products Mapping

	Steel wire	Galvanized Steel Wire	Optical Fibre Cable	Optical Ground Wire	Cable Armour	Bead Wire	LRPC
Tata Wiron							
Bansal Group							
Systematic Group							
Nirmal Wire (P) Ltd.							
Rairatan Global Wire <small>Chart Area</small>							
Bedmutha Industries Limited							
DP Wires Limited							
Viraj Profiles Pvt. Ltd.							
Bajrang Wire Products Pvt. Ltd.							

Source: Company Website

## PEER BENCHMARKING

The following companies have been selected for competitive landscape as they are comparable on the basis of their scale of operations, product mix, etc.

## Systematic Industries Limited

**Description:** Systematic Industries Limited is one of the established companies in the manufacture and supplies of range of products, particularly in the fields of Power & Transmission, Infrastructure, Automobile, Agriculture and Telecom. The company has multiple plants at different locations with an annual capacity of 1,00,000 MT across various products, industries and regions. The company also manufactures Optical Ground Wire (OPGW – 6,000 KM Annual Capacity), Optic fibre cables (48,000 KM Annual Capacity), galvanized wire, wires for power industries, high and low carbon steel wires etc. Systematic has been approved by Power Grid and BSNL. Systematic offers customization, surface treatments and coatings to meet future industry demands, with exports to more than 30 countries. Additionally, the company aims to establish its presence in the OPGW segment.

- **Year of Incorporation:** 2000
- **Headquarters:** Mumbai India
- **Installed Capacity:** Annual capacity of 1 Lakh MT, Optical Ground Wire (6,000 KM Annual Capacity), Optic fibre cables (48,000 KM Annual Capacity)
- **Key Products Manufactured:** Galvanized Wire, Wires for Power Industry, High Carbon and Low Carbon Steel Wires, Wire and Wire Products. Further, new products introduced include Optic Fibre Cables, Optical Ground Wire, and Aluminium Clad Steel Wire in 2025.
- **Plan Ahead:** In the near future, Systematic will mainly focus on cable and conductor manufacturers as large demand is expected from the Indian power sector.

## Bansal Wire Industries Limited

**Description:** Bansal Wire Industries Limited is the stainless steel wire manufacturing company in India. Company's portfolio caters to sectors such as automotive, general engineering, infrastructure, hardware, consumer durables, power and transmission, agriculture and auto replacement. It manufactures over 3,000 stock keeping units ("SKUs"), with sizes ranging from 0.04 mm to 15.65 mm.

- **Year of Incorporation:** 1985
- **Headquarters:** Delhi, India
- **Installed Capacity:** 2.62 Lakh MTPA

- **Key Products Manufactured:** High Carbon and Low Carbon Wires, Galvanized wires, Stainless Steel Wires and Bars, Aluminium Alloy Wires, Copper Coated Wires, Welding Wires.
- **Plan Ahead:** Company plans to expand its current production capacity from 262,000 MTPA to 600,000 MTPA by the end of 2025.

#### **Nirmal Wires Private Limited**

**Description:** Nirmal Wires Private Limited incorporated in year 1981, one of names in the industry which is fulfilling the requirements of high-quality industrial products. The Company is primarily engaged in manufacture and sale of various Engineering products e.g. Galvanized Wires, Black Wires, Barbed Wires, Aluminium Wires, Conductors and Cables, etc. The Company is also engaged in Trading of Ferrous and Non-Ferrous Metals.

- **Year of Incorporation:** 1981
- **Headquarters:** Kolkata, West Bengal, India
- **Installed Capacity:** 0.96 Lakh MTPA
- **Key Products Manufactured:** GI Wires, Aluminium Conductors, Deformed Steel Bars, Galvanized Stranded Wires, Barbed Wires, Galvanized Steel Wires, High Carbon Steel Wire, ACSR Core Wires, Mig Wire, Umbrella Rib Wires, etc.
- **Plan Ahead:** Nirmal's future product range will include zinc wires, zinc-aluminium wires, low relaxation prestressed concrete wires, and patented steel wires.

#### **Advait Energy Transition Limited**

**Description:** Advait Energy Transitions Limited incorporated in year 2009, delivering products and solutions tailored for power transmission, substation, and telecommunication infrastructure. They are engaged in the business of providing products and solutions for power transmission, power substation, and telecommunication infrastructure fields. Also, it operates with various verticals such as Turnkey Telecommunication Projects, Installation of the Power Transmission, Sub Station and Telecom Products, etc.

- **Year of Incorporation:** 2009
- **Headquarters:** Ahmedabad, India
- **Installed Capacity:** NA
- **Key Products Manufactured:** Stringing Tools, OPGW, OFC cables, ACS, ERS, and OPGW joint boxes, etc.
- **Plan Ahead:** Company plans to expand its electrolyzer manufacturing capacity to 200 MW per year by 2025.

#### **Key Risks and Threats as per latest SEBI Guidelines**

##### **Regulatory Compliance and Governance Risks**

Corporate governance and regulatory compliance for publicly listed companies. For OPGW, Optic Fibre, Galvanized wire and Steel wire manufacturing companies, this means adhering to safety, environmental, and industry-specific regulations. Non-compliance could result in penalties, litigation, or loss of market access. Regular disclosures and financial transparency are also critical to mitigate risks related to corporate governance and regulatory non-compliance.

##### **Market Volatility, Financial Risk, Supply Chain Disruptions and Operational Risks**

Fluctuating raw material costs, such as those for steel and optical fibres, pose a significant risk for OPGW, Optic Fibre, Galvanized wire and Steel wire manufacturers. Adverse market conditions, including changes in commodity prices or currency fluctuations, could lead to increased operational costs or reduced profitability for OPGW manufacturers. It is necessary for companies to disclose risks related to supply chains and operational continuity. In this sector, disruptions such as natural disasters, geopolitical tensions, or trade restrictions can delay production or increase costs. These risks must be identified, and companies must have contingency plans in place to minimize the impact on their financials and operations.

### **Technological Risks and Product Innovation**

The OPGW, Optic Fibre, Galvanized wire and Steel wire manufacturing industry faces the challenge of keeping up with technological advancements and avoiding product obsolescence. As telecom and power sectors evolve, companies must innovate to meet the growing demand for more efficient and reliable solutions. Failure to adapt to new technologies, such as advancements in fibre optics or smart grids, could harm competitiveness. Importance of disclosing these technological risks, including the potential for obsolescence and the need to invest in continuous innovation to stay relevant in a rapidly changing market.

### **Financial Reporting & Transparency Risks, Environmental and Sustainability Risks**

OPGW, Optic Fibre, Galvanized wire and Steel wire manufacturers must ensure accurate reporting on their financial status, operational performance, and potential risks. Failure to comply with disclosure standards could lead to penalties, regulatory scrutiny, and loss of investor confidence. Additionally, with growing emphasis on sustainability, companies must disclose their environmental and social risks. For OPGW, Optic Fibre, Galvanized wire and Steel wire manufacturers, this includes managing their environmental footprint, such as energy usage and waste disposal. Non-compliance with environmental regulations could result in legal repercussions.

### **Cybersecurity and Data Protection Risks**

As OPGW, Optic Fibre, Galvanized wire and Steel wire are integrated into communication networks and smart grids, cybersecurity risks become more prominent. Any cyber-attack or data breach could not only disrupt operations but also lead to reputational damage, financial losses, and legal implications. Companies in the OPGW, Optic Fibre, Galvanized wire and Steel wire manufacturing industry must ensure robust cybersecurity measures to meet SEBI's expectations on data security and operational risk management.

## **OUR BUSINESS**

*Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section “Forward-Looking Statements” for a discussion of the risks and uncertainties related to those statements and also the section “Risk Factors” for a discussion of certain factors that may affect our business, financial condition, or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the Twelve-month period ended March 31 of that year. In this section, a reference to the “Company” or “we”, “us” or “our” means Systematic Industries Limited.*

*All financial information included herein is based on our “Financial information of the Company” included on page 211 of this Red Herring Prospectus.*

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled “Industry Research Report on Steel Wire” dated May 08, 2025 (the “CareEdge Report”), which was prepared by CARE Analytics and Advisory Private Limited (“CARE”). We commissioned CARE to prepare the CareEdge Report specifically for the purpose of the Offer for an agreed fee pursuant to the engagement letter dated January 10, 2025. For more details on the CareEdge Report, see “Certain Conventions, Presentation of Financial Information, Industry and Market Data – Industry and Market Data” beginning on page 23 of this Red Herring Prospectus. The CareEdge Report forms part of the material contracts for inspection and will be accessible on our Company’s website at <https://systematicindustries.com/>.*

### **OVERVIEW:**

Incorporated in year 2000, we are an ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018 certified company operating in the steel wire industry and engaged in the business of manufacturing and supplying of various steel wires and cables, catering to the needs of power transmission, infrastructure, telecommunications, agro-based and allied industries. Our product portfolio includes Steel wires such as Carbon steel wire (MS Wire), High carbon wire (HC Wire), Mild Steel (MS) Wire, Galvanized Iron (GI) Wire, Cable Armour Wire, Aluminium conductor steel-reinforced cable (ACSR Core wire), Aluminium Clad Steel (ACS) Wire etc. along with Optical Ground Wires (OPGW) and Optical Fibre Cable (OFC), which has electrical and mechanical properties that are suitable for applications in power generation, data transmission and distribution, thus, ensuring efficiency and reliability across various aforementioned industries.

Our company started its operations with a factory situated at Village Sayli, Silvassa in Dadra & Nagar Haveli and Daman & Diu, whereby we manufactured and supplied Steel Wires. Gradually, our company expanded its verticals by venturing into manufacturing of various other Steel wire products such as Mild Steel (MS) Wire, Galvanized Iron (GI) Wire, Aluminium Clad Steel (ACS) Wire etc. Currently we operate from four of our factories which are situated at:

- a) Survey No. 269, Village Sayli, Silvassa, Dadra & Nagar Haveli – 396230, UT of Dadra & Nagar Haveli and Daman & Diu, India, measuring 2415 Sq. mtr.
- b) Survey No. 172/P, Near Kanadi Phatak, Village Naroli, Silvassa, Dadra & Nagar Haveli – 396235, UT of Dadra & Nagar Haveli and Daman & Diu, India, measuring 4000 Sq. mtr.
- c) 174/1/2, Village Umerqui, Silvassa, Dadra & Nagar Haveli – 396230, UT of Dadra & Nagar Haveli and Daman & Diu, India, measuring 2300 Sq. mtr.
- d) Plot No. 1717 to 1734, G.I.D.C., Village Sarigam, Tal. Umbergaon, Valsad – 396155, Gujarat, India, measuring 11988 Sq. mtr.

Our factories have a combined installed capacity of 1,00,000 MTPA for producing various steel wires such as galvanized wire, wires for power industries, high and low carbon steel wires etc. and are equipped with various machines such as Wire Drawing Machine, GI Plant, Flattening Machine, Fiber coloring Machine, Buffering Machine, SZ standing Machine, Sheathing Machine, Wire Drawing Machine, ACS Rewinding Machine, Lath Machine, Drilling Machine, High carbon machine, Torsion machine etc.

We have our own Research & Development department that adheres to safety and quality standards as required by the customers. Our emphasis on R&D enables us to constantly develop quality products, offering technological & economical solutions to customers. Our factories are staffed with a workforce of approximately 413 employees as of July 31, 2025, of which 17 employees are there in Quality Department & 15 employees are there in Research & Development Department.

We sell our products in approx. 25 states & Union Territories in India and also export our products to more than 30 countries such as Sri Lanka, Japan, Bhutan, Canada, Brazil etc. The Geographical breakup of our revenue from operations during the last 3 financial years is tabulated below:

*Amount in Rs. Lakhs*

Activity	For the year ending					
	FY 2025	% to total sales	FY 2024	% to total sales	FY 2023	% to total sales
Domestic Sales	41432.69	92.85	33497.81	90.54	29505.45	92.19
Export sales	3189.03	7.15	3498.27	9.46	2499.56	7.81
<b>Total</b>	<b>44621.72</b>	<b>100.00</b>	<b>36996.08</b>	<b>100.00</b>	<b>32005.01</b>	<b>100.00</b>

Our Company is managed by our Promoter Siddharth Rajendra Agarwal who has been on the Board of Directors of the Company since incorporation and has an overall experience of 24 years in steel wire and cable industry. He is playing vital role in formulating business strategies and effective implementation of the same. He is currently involved in managing the overall business operations of the Company including business planning & development, Production & Operations, Quality Control, Accounts & Finance, Secretarial, Legal operations & Compliance of our Company. He is supported by our Whole Time Director, Vikas Navin Hegde and Chief Financial Officer, Dwarika Prasad Agrawal who has approx. 14 years & 13 years of experience, respectively, in same industry. Vikas Navin Hegde is responsible for Production & Operations, Quality Control, Design & development and Dwarika Prasad Agrawal is responsible for financial aspects of the company along with statutory compliance. The experience, knowledge and insight of our promoters and senior management along with the support of our employees have helped in the growth and development of our Company.

#### AWARDS AND ACCREDITATION

- Indian Achievers Award, in year 2021-22, for Promising Company.
- Top 10 Steel Wire & Wire Rope manufacturers in year 2022 by Industry outlook.
- Accorded with the status of One Star Export House in accordance with the provisions of the Foreign Trade Policy, 2015-2020- a recognition awarded by Ministry of Commerce & Industry, Government of India
- Accorded with ISO 9001:2015 for Quality Management System.
- Accorded with ISO 14001:2015 for Environmental Management System.
- Accorded with ISO 45001:2018 for Occupational Health & Safety Management System.
- Accorded with Bureau of Indian Standards licence for IS 280: 2006 vide license number CM/L- 7700005111
- Accorded with Bureau of Indian Standards licence for IS 3975: 1999 vide license number CM/L- 7100039637
- Accorded with Bureau of Indian Standards licence for IS 398: PART 2: 1996 vide license number CM/L- 7800023314
- Accorded with Bureau of Indian Standards licence for IS 398: PART 5: 1992 vide license number CM/L- 3871474
- Technical Specification Evaluation Certificate approved by BSNL vide certificate number TSEC/AMD/B/OFC-85170:2011/124.Nov 2024
- Approval by Power Grid Corporation of India Limited vide letter number CC/QA&I/2024/Letter/10331/596 for Aluminium Clad Steel Wires (ACS)
- Accorded with Sri Lanka Standards Institution for SLS 139: 2003 vide permit number 3831
- Type tested products from ERDA, DRDO, CPRI
- Certified by ET NOW as the “Best Organisations to Work” in Year 2025.
- Development vendor for Fibre Armoured Optical Fibre Cable as per RDSO specification no. RDSO-SPN-TC-110-2020 Rev.-0.0 & STR No. TCQ-0157 vide letter no. RDSO/108/1901/00058059 dated July 29, 2025
- Approval for supply of Optical Ground Wire (OPGW) for POWERGRID Projects vide certificate no. CC/GA&C/OPGW/Systematic/01 dated June 26, 2025.

#### MEMEBRSHIPS

- Indian Electrical and Electronic Manufacturer Association (IEEMA)
- Steel Wire Manufacturers Association of India (SWMAI)
- Engineering Exports Promotion Council (EEPC)
- Weldmesh Manufacturers Association (WMA)
- Sarigam Industries Association (SIA)
- Silvassa Industries and Manufacturers Association (SIMA)

We have a strong track record of revenue growth and profitability. The following table sets forth certain key performance indicators for the years indicated:

Key Financial Performance	(Amount in Rs. Lakhs, except percentages and ratios)		
	For the year ended		
	FY 2024-25	FY 2023-24	FY 2022-23
Revenue from Operations <sup>(1)</sup>	44,651.15	37,030.70	32,047.72
EBITDA <sup>(2)</sup>	3,397.12	2,409.98	1,295.58
EBITDA Margin <sup>(3)</sup>	7.61%	6.51%	4.04%
PAT <sup>(4)</sup>	1,846.15	1,240.51	631.20
PAT Margin <sup>(5)</sup>	4.13%	3.35%	1.97%
RoE(%) <sup>(6)</sup>	25.78%	22.15%	13.58%
RoCE (%) <sup>(7)</sup>	16.44%	15.01%	9.90%
Net Worth <sup>(8)</sup>	8,083.07	6,236.92	4,963.46

**Notes:**

<sup>(1)</sup> Revenue from operation means revenue from sale of services and other operating revenues

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

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

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

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

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

<sup>(7)</sup> Return on Capital Employed is calculated as EBIT divided by capital employed, where capital employed is defined as shareholders' equity plus total borrowings {current & non-current} and EBIT is defined as profits before taxes and interest expenses less other income.

<sup>(8)</sup> Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss) - Preliminary Expenses to the extent not written-off.

## OUR STRENGTHS

We believe that the following are our primary strengths:

### a) Established factories with equipped machines and processes and research and development

Systematic Industries Limited is one of the established companies in the manufacture and supplies of range of products, particularly in the fields of Power & Transmission, Infrastructure, Automobile, Agriculture and Telecom. The company has multiple factories at different locations with capacity of 1,00,000 MTPA across various products, industries and regions. The company also manufactures Optical Ground Wire (OPGW - 6000 KM Annual Capacity), Optic fibre cables (48000 KM Annual Capacity), galvanized wire, wires for power industries, high and low carbon steel wires etc. (Source: CareEdge Report) As on date of the Red Herring Prospectus, we operate from our four factories of which three units are situated in Union Territory of Dadra & Nagar Haveli and Daman & Diu, India and one unit is situated in Valsad, Gujarat. We have comprehensive in-house manufacturing capabilities along with own Research & Development Department and in house testing lab for quality testing. Our factories are equipped with the required machinery, equipment and infrastructure such as Wire Drawing Machine, GI Plant, Flattering Machine, ACS Cladding / Aluminum tubing Machine, Fiber coloring Machine, Buffering Machine, SZ standing Machine, Sheathing Machine, ACS Wire Drawing Machine, ACS Rewinding Machine, Lath Machine, Drilling Machine, High carbon machine, Torsion machine etc. to carry out the requisite manufacturing activities as per required standards. All raw materials procured for our manufacturing activities are sourced from trusted vendors and our quality control team applies quality measurements to ensure low rejection rate such that our finished product confirms to the exact requirement of our customers and successfully passes all validations and quality checks. Our experience and established factories have enabled us to deliver our products and provide timely solution to our customers in accordance with their requirements and specifications, in a cost-effective manner without compromising on quality. We regularly analyse production processes of our Company which enable us to identify the areas of bottlenecks and correct the same. This helps us in improving efficiency and putting resources to optimal use.

### b) Catering to wide range of industries:

Our company enjoys a wide range of products with diverse applications across various industries such as power transmission, infrastructure, telecommunications, agro-based and allied industries.

The **power industry** relies on steel wires, particularly for transmission lines, power cables, and wind power systems. As global energy demand continues to rise, these wires are integral to the efficient storage and transmission of energy. The market size of steel wire usage by energy industry has grown at a CAGR of 6.8% from CY19 to CY24 reaching an estimated value of USD 8.7 billion by CY24. It is projected to grow at a CAGR of 5.3% from CY24 to CY30 reaching market value of USD 11.9 billion by CY30. (Source: CareEdge Report)

The growing need for new **infrastructure** and industrial development is driving the demand for steel wire in construction projects. The market size of steel wire usage by construction industry has grown at a CAGR of 8% from CY19 to CY24 reaching an estimated value of USD 18.3 billion by CY24. It is projected to grow at a CAGR of 6% from CY24 to CY30 reaching market value of USD 26 billion by CY30. (Source: CareEdge Report)

The market size of steel wire usage by **agriculture industry** has grown at a CAGR of 7.1% from CY19 to CY24 reaching an estimated value of USD 15 billion by CY24. It is projected to grow at a CAGR of 5.6% from CY24 to CY30 reaching market value of USD 20.8 billion by CY30. (Source: CareEdge Report)

In the **telecommunications industry**, steel wires are integral to the production of cables, providing strength for long-distance transmission. The market size of steel wire usage by telecommunication industry has grown at a CAGR of 7.1% from CY19 to CY24 reaching an estimated value of USD 18.2 billion by CY24. It is projected to grow at a CAGR of 5.7% from CY24 to CY30 reaching market value of USD 25.4 billion by CY30. (Source: CareEdge Report)

Our diversification of revenue across multiple verticals allow us to prevent any possible industry concentration in any of our product categories. It also ensures that our revenues are consistent across periods on account of our customers serving different industry verticals with different business or industry cycles.

The table set forth below provides industry segment split of our revenue from operations for the Fiscal 2025, Fiscal 2024 and Fiscal 2023.

**(Rs. in lakhs)**

Industries Served	FY 2024-25	% to Total Sales	FY 2023-24	% to Total Sales	FY 2022-23	% to Total Sales
Power And Transmission	30,551.14	68.47	21,397.51	57.84	15,674.47	48.98
Infrastructures	10,862.07	24.34	12,517.07	33.83	13,172.79	41.16
Agriculture	2,680.32	6.01	2,726.65	7.37	2,075.28	6.48
Others	322.47	0.72	354.85	0.96	1,082.46	3.38
Telecommunication	205.71	0.46	-	-	-	-
<b>Total</b>	<b>44,621.72</b>	<b>100.00</b>	<b>36,996.08</b>	<b>100.00</b>	<b>32,005.01</b>	<b>100.00</b>

**c) Focus on Quality, Environment, Health and Safety**

Quality plays an important role in the success of our business. We have taken membership of Green Gene Enviro Protection & Infrastructure Private Limited for solid Waste Disposal Facility. We adhere to quality standards as prescribed by our customers to meet the desired requirement; hence we get repetitive orders from our customers and also attract new customers, thus, building reputation, brand image and gaining competitive advantage over our competitors. We have a quality control system that ensures consistent product quality, efficient resource allocation, minimizing waste and maximizing productivity. We perform quality control checks that begin upon the intake of raw materials and continue at each individual stage of the manufacturing process. Company also have in house testing lab equipped with Horizontal Tensile Testing machine, Cable Bend Testing Machine, Sheave testing Machine, Torsion Testing Machine, Crush Testing Machine, Abrasion Testing Machine, Impact Testing Machine, galloping testing machine, Aeolian Vibration Testing Machine, Creep Testing Machine, Humidity Test Chamber etc. which test our products based on various parameters as per quality control measures to meet the quality specifications of our customers.

We have a dedicated quality assurance team of 17 employees, which closely monitors the quality of our products. Our major testing equipment's are calibrated by National Accreditation Board for Testing and Calibration Laboratories i.e. NABL approved & accredited agencies and are capable for routine test as per industry standards along with tests such as Abrasion Test, Impact Test, Stress-Strain Test, Fibre Strain Test, Sheave Test, Crush Test, Cable bend Test, Torsion test, Tensile Test, galloping test, Aeolian Vibration Test, Creep Test, Humidity Test, Cable Cut- off Wavelength Test, Water Ingress Test, Zinc Coating test etc. Our factories located at Survey No. 269, Village Sayli, Silvassa – 396230, UT of Dadra & Nagar Haveli and Daman & Diu, India and Plot No. 1717 to 1734, G.I.D.C., Village Sarigam, Tal. Umbergaon, Valsad – 396155, Gujarat, India is accredited with ISO 9001:2015 Quality Management System, Certificate of Registration of ISO 14001:2015 (Environment Management System) and Certificate of Registration of ISO 45001:2018 (Occupational Health & Safety Management System). We believe that our focus on quality of products has enabled us to sustain and grow our business model to benefit our customers.



**d) Revenue from multiple geographies:**

Our product portfolio and quality assurance has helped us establish strong relationships with our major customers. Our Company has diversified revenue from multiple geographical locations across India and a portion of revenue from outside India from more than 30 countries such as Sri Lanka, Japan, Bhutan, Canada, Brazil etc. We have generated around 92.85 %, 90.54%, and 92.19 % of our total revenue from domestic sales for the fiscal year ending 2025, 2024 and 2023 respectively and generated around 7.15 %, 9.46 % and 7.81% of our total revenue from export sales for the for the fiscal year ending 2025, 2024 and 2023 respectively. Currently, we market our products to more than 30 countries and gradually we intend to expand our business operations to other geographical locations as well. This consistent growth underscores our commitment to exploring new opportunities and strengthening our global reach. Our presence in multiple geographies not only helps us in expanding our customer base but also helps us by keeping ourselves in tune with the latest technological advancements world-wide and help us to mitigate risk for any unforeseen circumstances in the domestic market and expand our business operations. For the Fiscal year 2025, 2024 and 2023, our top 10 customers contributed approximately 34.39%, 39.51% and 43.46% of our revenue from operations respectively and top 05 customers contributed approximately 22.71%, 25.14% and 27.54% of our revenue from operations respectively.

**Our revenue from top five geographies in India in last three years are as follows:**

**Rs. in Lakhs**

Name of state	For the year ending					
	FY 2025	% to total sales	FY 2024	% to total sales	FY 2023	% to total sales
Gujarat	11,525.96	25.83	9,221.54	24.93	8,160.08	25.50
Maharashtra	11,238.80	25.19	6,527.94	17.64	6,703.67	20.95
Dadra and Nagar Haveli and daman and Diu	6,067.22	13.60	8,176.68	22.10	5,934.74	18.54
Telangana	3,571.41	8.00	2,742.22	7.41	2,938.57	9.18
Karnataka	2,332.31	5.23	1,348.13	3.64	1,264.12	3.95
<b>Total</b>	<b>34,735.70</b>	<b>77.85</b>	<b>28,016.51</b>	<b>75.73</b>	<b>25,001.18</b>	<b>78.12</b>

**e) Experienced Promoter backed by quality, R & D and sales & marketing team**

We have an experienced and qualified team led by our Promoter and Managing Director Siddharth Rajendra Agarwal, who has an overall experience of 24 years in steel wire and cable industry. He is playing vital role in formulating business strategies and effective implementation of the same, thus, managing the overall business operations of the Company. Our experienced promoter is backed by a qualified team which includes quality team of 17 employees along with research & development team of 15 employees as on July 31, 2025. Further, our sales network is aided by our capable in house sales and marketing team of 28 employees, which liaise with the customers on a regular basis for their inputs, marketing of our Products as well as positioning of our products vis-à-vis products of our competitors. Our initiatives have enabled our sales personnel to establish a strong relationship with our customers and improve our understanding of customer requirements.

For details on the qualifications and experience of our Promoters and senior management team, please refer to section titled "**Our Management**" beginning on page 188 of this Red Herring Prospectus.

**OUR STRATEGIES:**

**a) Technological advancement of factories**

The market for carbon steel wire has grown by a CAGR of 6.7% from CY19 to CY24, reaching an estimated value of USD 71.4 billion in CY24. Looking ahead, it is projected to grow at a CAGR of 5.2% from CY24 to CY30, reaching a market size of USD 96.7 billion by CY30. Further, the market size of Galvanized Steel Wire Industry grew at a CAGR of 7.4% from CY19 to CY24 reaching an estimated market size of USD 1.7 billion by CY24. It is further projected to grow at a CAGR of 6.2% from CY24 to CY30 reaching market size of USD 2.5 billion by CY30. Further some, The Indian optic fibre sector is a critical part of India's telecommunication and data transmission infrastructure. With the increasing digitization across industries and the proliferation of high-speed internet, there is a growing demand for reliable and high-capacity fibre optic cables in the country. (Source: CareEdge report)

Accordingly, in order to capitalize on the future demand and expand our business growth, recently we have expanded our existing capital set-up by strategically implementing technological advancements in our factories. These innovations focus on enhancing productivity, ensuring operational efficiency and maintaining high product quality.

**b) Augmenting growth in domestic and global markets**

We sell our products in approx. 25 states & Union Territories in India and also export our products to more than 30 countries such as Sri Lanka, Japan, Bhutan, Canada, Brazil etc. and we plan to continue our strategy of diversifying and expanding our presence in other countries as well as other untouched regions within the country for the growth of our business. We intend to focus on penetrating further in existing markets with an appetite for increased demand and high growth potential. Over the years of experience and successful growth in our core markets, we believe that we are well positioned to take advantage of the growth potential and opportunities offered to further expand our market share. We are selective in expanding to new locations and look at new geographies where we can deliver our products without experiencing significant delays and interruptions. Through further diversification of our operations geographically, we hope to hedge against risks of operations in only specific areas and protection from fluctuations resulting from business concentration in limited geographical areas. We intend to cater to the increasing demand of our existing customers and also to increase our existing customer base by enhancing the reach of our products in different parts of the country and world. We aim to achieve this by adding value to our customers through quality assurance, timely delivery and reliability.

Steel wire exports grew at a CAGR of 9.3% from FY19 to FY24. As of FY24, the top three major export destinations of India are UAE, United Kingdom, and the United States of America with export shares of 12.6%, 12.1%, and 9.6% respectively. During 8MFY25, steel wire exports stood at 0.18 MT (Source: CareEdge report).

**c) Branding and promotional activities**

Our wide spread presence and scale of operations allows us to increasingly focus on branding and promotional activities to enhance our visibility in steel wires & cable industry. We are enhancing brand awareness and customer loyalty through our promotional and marketing efforts. Our selling & distribution expenses including sales promotion & advertisement expenses,

commission, brokerage & discount expenses and exhibition expenses were Rs. 116.37 Lakhs, Rs. 79.99 lakhs and Rs. 95.29 lakhs respectively for the financial years ending 2025, 2024 & 2023.

As a part of our marketing and promotional strategy, we employ various marketing techniques such as participation in National and International Level Events & Exhibitions like India Fence Expo, Delhi, 2024, Transtech India, Delhi, 2024, International Wire and Cable Trade Fair Dusseldorf, Germany, 2024, Wire India, Mumbai, 2024, Wire & Tube India – Mumbai, Middle East Energy – Dubai, Transtech India - Delhi, India Fence Expo- New Delhi, India Fence Expo- Chennai , Cable and Wire- New Delhi, Elecrama- Noida, Krishi Darshan- Haryana , Sangli Krushi Pradashan – Sangli , Maharashtra etc. and displaying hoardings to promote & sell our products. Such exhibitions and advertisements gives us a platform to exhibit our products.



**India Fence Expo, Delhi, 2024**



**Transtech India, Delhi, 2024**



**International Wire and Cable Trade Fair Dusseldorf, Germany, 2024**



**Wire India, Mumbai, 2024**



Cable & Wire 2023 – New Delhi

ELECRAMA 2023 – Noida, Delhi NCR

*d) Continue to invest in R&D capabilities*

We believe that R&D is critical in maintaining our competitive position, addressing changing consumer trends and industry developments, developing innovative processes and developing costs and operating efficiencies. Currently, we have a dedicated team of 15 Employees in our Research & Development department. Our R&D team is committed to develop process which will help our customers with quality products and cost savings. We believe that investment in R&D provides us a long-term growth opportunity, and accordingly, we intend to continue to make investments in development of products which have higher market demand.

*e) Maintaining cordial relationship with our Suppliers and Customer*

We believe in maintaining long standing relationship with our suppliers and customers which are the most important factor to keep our Company growing. Our efficient and timely delivery of products has helped us build strong relationships with our existing customers over a number of years. Further, we believe that establishing strong, mutually beneficial long-term relationships with suppliers is a critical step in improving performance across the supply chain, generating cost efficiency and enabling the business to grow and develop. Longer association with employees will help in enhanced productivity and efficiency with reduced training time.

**OUR PRODUCTS:**

I. **STEEL WIRES:** Steel wire can come in different grades and coatings e.g., Carbon Steel Wire, Galvanized Iron Wire (GI Wire), Cable Armour Wire (CA Wire), Galvasys Wire, etc., each offering specific properties suited for different purposes.

- (a) **Carbon Steel Wire:** Carbon Steel wire is a versatile and durable material made from steel, commonly used in a wide range of applications due to its strength, flexibility etc. It is produced through a process of drawing steel through a series of dies to reduce its diameter to the desired thickness.

**Applications of Carbon Steel Wire:**

- **Infrastructure:** It is used in reinforced concrete, suspension bridges and for cable constructions.
- **Electrical Industry:** It is used in the manufacturing of cables as a strength member.
- **Manufacturing:** It is used in the production of springs, wire ropes, fasteners and mesh products.
- **Construction:** It is also used for applications such as binding wires and mesh products for concrete reinforcement.

**Properties of Carbon Steel Wire:**

- **Strength:** They are known for their high tensile strength, which allows them to withstand heavy loads and stress without breaking. This makes them ideal for use in applications like suspension cables, reinforcement bars and wire ropes.
- **Ductility/Flexibility:** They are often ductile/flexible i.e. they can be stretched or drawn into thin strands without breaking. This property is especially important for applications that require flexibility, such as in ropes, cables, and springs.
- **Hardness:** They are generally hard, which makes them resistant to wear and abrasion. Hardness is particularly important in applications like wire ropes, where the wire is subjected to constant friction.
- **Magnetic Properties:** Steel is generally magnetic, especially in the case of low-carbon and mild steel, which can be useful in applications where magnetic properties are needed, such as in transformers or electrical motors.
- **Wear Resistance:** Carbon Steel wires can be treated or alloyed to improve their wear resistance. For example, hardened steel wires are used in abrasive environments, such as in the manufacturing of brushes or in mining.
- **Fatigue Resistance:** Carbon Steel wires have good fatigue resistance i.e. they can withstand repeated loading and unloading cycles without failure, which is crucial for applications like springs or cable systems subjected to dynamic forces.

- (b) **Galvanized Iron Wire (GI Wire):** It is a type of steel wire that is coated with zinc, through a hot-dipped galvanizing process. The wires are given a bright and smooth finish to ensure superior quality. Due to its high resistance to moisture and mechanical damage, GI wires are extensively used in farming, fencing and poultry.

**Applications of Galvanized Iron Wire:**

- **Chain Link Fence:** Hot Dipped Galvanized Iron Chain Link Fence are made from galvanized Steel Wires that are woven together to form the fence panels. It is often used in construction projects, as it is strong and durable. Galvanized wires provide benefits such as long lifespan, strong & durable, resistant to corrosion etc.
- **Wire for Agriculture & fencing:** Galvanized wire is used for applications such as creeper cage, tomato cage, plant supports, tying cage or for the construction of animal enclosures due to its durability in outdoor environments.
- **Wire for Gabions:** Gabions made from galvanised wires provide added protection for use in polluted environments or wherever the risk of corrosion is present.

**Properties of Galvanized Wire:**

- **Corrosion Resistance:** The zinc coating provides a protective barrier against environmental elements such as moisture, salt and chemicals, significantly improving the wire's resistance to rust and degradation.
- **Durability:** Galvanized wires are designed for long-term use, withstanding harsh weather conditions such as rain, snow and wind. This makes them ideal for outdoor applications.
- **Strength:** The underlying steel in galvanized wire provides the necessary tensile strength, making the wire strong and capable of handling mechanical loads.

- (c) **Zinc and Aluminium alloy coated steel wire:** Zinc and Aluminium alloy coated steel wires also termed as *Galvasys Wires*, are versatile material, merging the advantageous properties of Zinc and Aluminium to create a wire that is strong, durable and resistant to corrosion. Its broad applications and favourable characteristics make it a valuable choice across multiple industries.

**Applications of Zinc and Aluminium alloy coated steel Wire (Galvasys Wires):**

- **Fencing:** It is widely used for manufacturing fencing materials such as chain-link fences because it resists corrosion in harsh environmental conditions.
- **Wire Ropes and Cables:** These wires are often used in the production of wire ropes, which are critical in industries like construction, mining and transportation, where durability is essential.
- **Agriculture:** It is used in agricultural applications like barbed wire or netting, for livestock control and crop protection, as it can withstand exposure to elements without deteriorating quickly.
- **Electrical Transmission Lines:** The wire's durability makes it suitable for overhead transmission lines, especially in coastal areas or locations with high humidity where corrosion is a concern.
- **Construction:** It is often used in reinforcing concrete structures, as it resists rust and degradation over time, ensuring longer service life for the construction.
- **Marine Applications:** Due to its resistance to rust, it is employed in marine environments, for things like mooring lines or ship construction where saltwater corrosion is a significant issue.

**Properties of Zinc and Aluminium alloy coated steel Wire:**

- **Material:** These are steel wires coated with Zinc-Aluminium Alloy via the hot-dipped galvanizing process.
  - **Extended Lifespan:** These wires give longer lifespan to protected materials as compared to galvanized wires.
  - **Diameter:** These wires are available in various size and diameters, providing flexibility for various applications.
  - **Surface Finish:** The zinc-aluminium alloy coating gives the wire a smooth, shiny appearance and provides a uniform coating that is useful in many applications.
  - **Low Friction:** These wires have low friction properties, which makes them ideal for use in applications like cable pulleys or wire ropes, where smooth operation is important.
  - **Environmental Resistance:** It performs well in a wide range of environmental conditions, including extreme weather, UV exposure and chemical exposure (such as from industrial chemicals or agricultural treatments).
- (d) **Aluminium Clad Steel (ACS) Wire:** ACS is a type of electrical conductor where the steel core is clad or coated with a layer of aluminium. This design combines the high strength of steel with the lightweight and corrosion-resistant properties of aluminium, making it suitable for various overhead transmission and distribution applications in the electrical industry.

It serves as the core material in ACSR/AW, overhead ground conductors, extra high voltage transmission lines, optical fibre composite ground wires, self-damping conductors, bare overhead conductors, OPGW, ground wires, messenger wires etc.. Additionally, it is used in formed wires for protecting, terminating and splicing transmission and distribution lines, as well as in fences, barbed wires and various hardware applications.

**Applications of Aluminium Clad Steel Wire:**

- **Overhead Power Lines:** ACS is most commonly used in overhead electrical power transmission and distribution lines, especially for long spans and high-voltage lines.

- **Transmission Towers:** It is used for both primary transmission and secondary distribution lines in power grid networks.
- **Substation Connections:** ACS wires are also used to connect substations, facilitating the flow of electricity from the grid to local areas.
- **Utility Lines in Harsh Environments:** In areas prone to extreme weather conditions (e.g., snow, ice, or strong winds), ACS is chosen for its durability and strength.

#### **Properties of Aluminium Clad Steel Wire:**

- **Corrosion resistance:** Steel wires such as Aluminium Clad Steel (ACS) wire and Galvanized wires has enhanced corrosion resistance compared to traditional steel-core wires due to the aluminium cladding & zinc coating, which forms a protective barrier against environmental elements such as moisture and oxidation, ensuring long life and reliability in outdoor and corrosive environments.
- **Electrical Conductivity:** Steel wires such as ACS wire combines the mechanical strength of steel with the high electrical conductivity of aluminium due to the outer aluminium layer. This design allows ACS wire to efficiently transmit electricity while maintaining durability and reducing overall weight compared to conventional steel wires.
- **Strength:** Steel ACS wires are known for their high tensile strength, which makes them ideal for applications where high strength and load-bearing capacity are needed. Lightweight yet strong, it is ideal for overhead transmission applications.
- **Formability:** Steel ACS wire can be formed into different shapes and sizes through processes like wire drawing, bending, and twisting, making it suitable for a wide variety of uses.



- II. **OPTICAL GROUND WIRES (OPGW):** OPGW (Optical Ground Wire) integrates optical fibres into overhead power transmission lines, combining grounding and high-speed data transmission in one solution. It boosts grid reliability with robust construction for both electrical conductivity and telecommunications efficiency. OPGW plays a pivotal role in modernizing and optimizing overhead power transmission systems. Whether required the robustness of steel, the lightweight efficiency of aluminium or a combination thereof, our OPGW solutions are engineered to deliver reliability, performance and innovation.

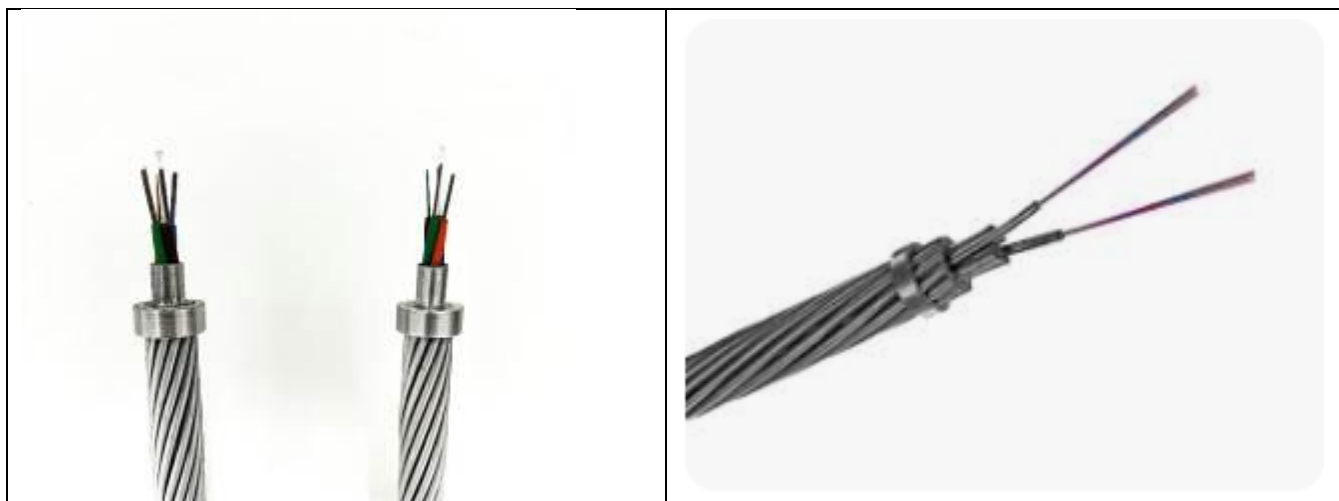
#### **Applications of Optical Ground Wires:**

- **Power Grids:** OPGW is used extensively in high-voltage transmission lines, enabling utilities to both manage grid operations and communicate across vast distances.

- **Smart Grids:** OPGW enables remote monitoring, real-time data collection and control of energy flows within the grid.
- **Telecommunications:** In some cases, OPGW also carries data for commercial telecommunications, particularly in areas where installing separate communication lines would be difficult.

**Properties of OPGW:**

- **Dual Functionality:** Integrates optical fibres for high-speed data transmission with traditional grounding wire function in power transmission lines.
- **High Reliability:** Enhances grid reliability with robust construction that withstands environmental challenges.
- **Improved Efficiency:** Facilitates real-time monitoring and proactive maintenance, reducing downtime.
- **Long-Distance Communication:** Enables high-speed data transmission over expansive geographical areas.
- **Security and Monitoring:** Supports various monitoring systems and enhances security measures along transmission lines.



- III. **OPTICAL FIBRE CABLE (OFC):** An optical fibre cable is a type of cable that transmits data as light signals through thin strands of glass or plastic fibres. It is used for high-speed data transmission over long distances with minimal signal loss. The growing digital population and increasing data consumption highlight Optical Fibre Cable (OFC) as vital infrastructure in the digital age, offering superior bandwidth and transmission speeds over copper cables. With data demands rising sharply, enhancing OFC networks is crucial to meet these needs effectively. Optic Fibre cables are of two types i.e. Single-mode Fibre and Multi-mode Fibre.

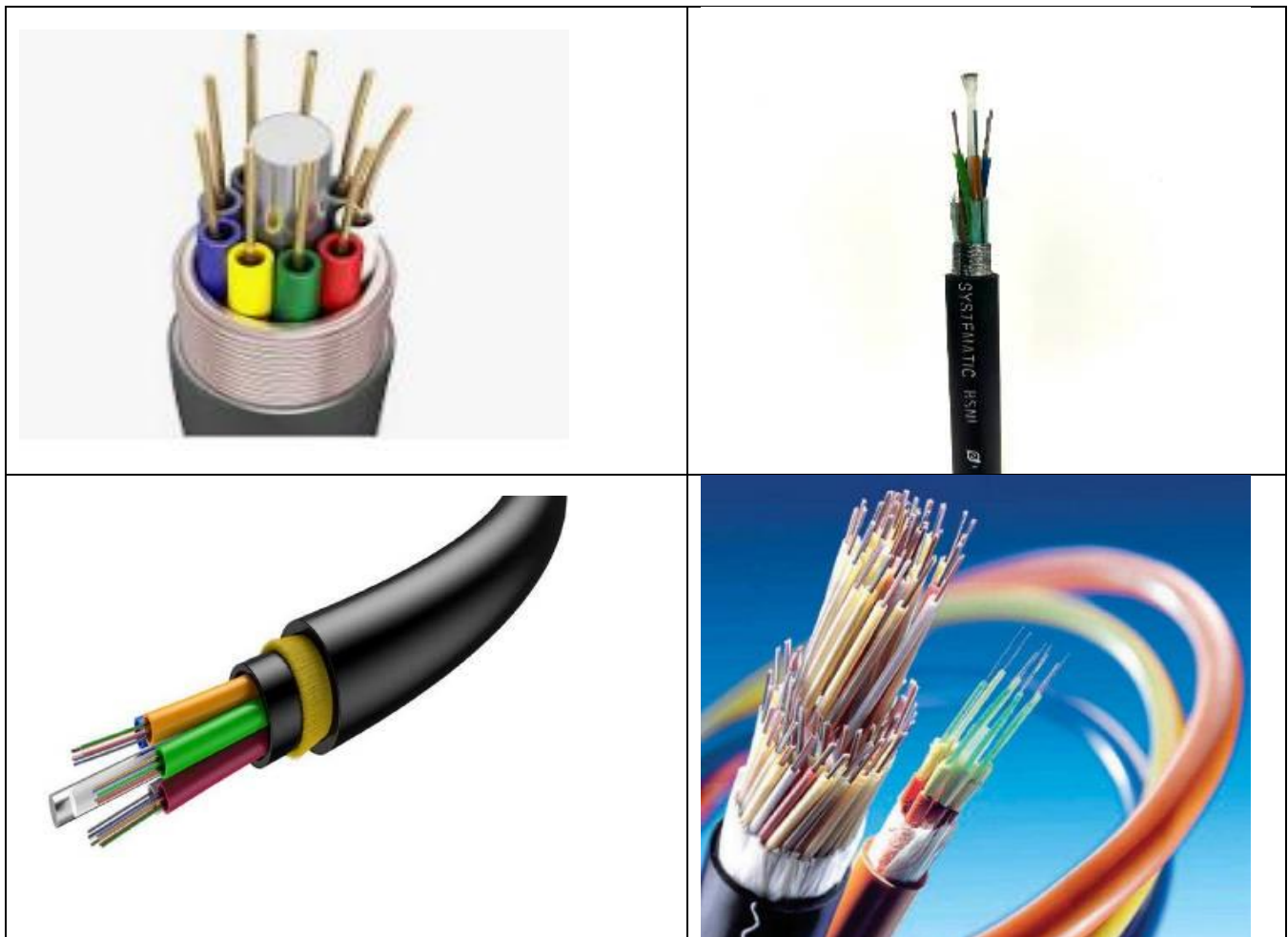
**Applications of Optical Fibre Cable:**

- **Telecommunications:** Used extensively in telecom networks for high-speed internet, telephone and TV signals, often serving as the backbone for large-scale communication systems.
- **Internet Connections:** Optical Fibre is a core part of modern broadband networks, providing fast, reliable internet connections for residential, business, and data centre applications.
- **Medical:** Optical Fibres are used in medical equipment such as endoscopes, to transmit light and images in procedures requiring minimal invasiveness.

- **Military and Aerospace:** Optical Fibres are used in secure, high-performance communication systems for defense and aerospace applications due to their immunity to interference and tapping.
- **Broadcasting:** Optical Fibre is used to transmit high-quality video and audio signals in broadcasting networks, providing clarity and reliability.

**Properties of Optical Fibre Cable:**

- **Higher bandwidth:** Fibre optics support much greater data rates.
- **Longer distances:** They can transmit data over much longer distances without significant signal loss.
- **Less interference:** Optical fibres are immune to electromagnetic interference.
- **Smaller size and weight:** They are thinner and lighter than copper cables.

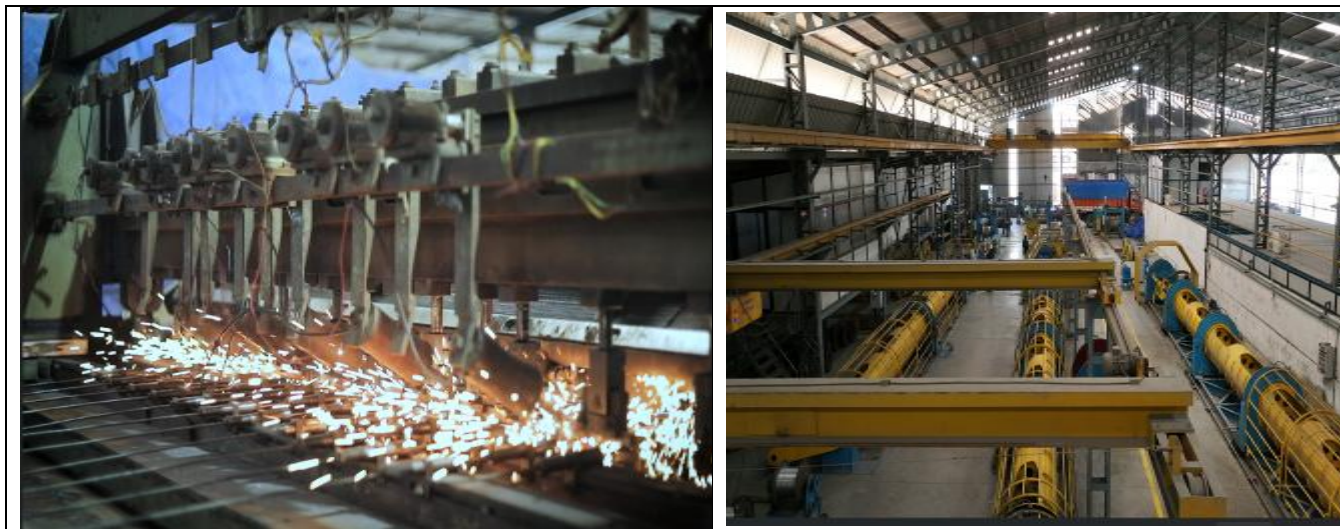


### **OUR LOCATIONS:**

Currently we are operating from the following offices in India:

<b>Registered Office</b>	418, 4 <sup>th</sup> Floor, Nirmal Corporate Center, L.B.S. Marg, Mulund (West), Mumbai - 400080, Maharashtra, India.
<b>Factory-I</b>	Survey No. 269, Village Sayli, Silvassa, Dadra & Nagar Haveli – 396230, UT of Dadra & Nagar Haveli and Daman & Diu, India.
<b>Factory-II</b>	Survey No. 172/P, Near Kanadi Phatak, Village Naroli, Silvassa, Dadra & Nagar Haveli – 396235, UT of Dadra & Nagar Haveli and Daman & Diu, India.
<b>Factory-III</b>	174/1/2, Village Umerqui, Silvassa, Dadra & Nagar Haveli – 396230, UT of Dadra & Nagar Haveli and Daman & Diu, India.
<b>Factory-IV</b>	Plot No. 1717 to 1734, G.I.D.C., Village Sarigam, Tal. Umbergaon, Valsad – 396155, Gujarat, India.



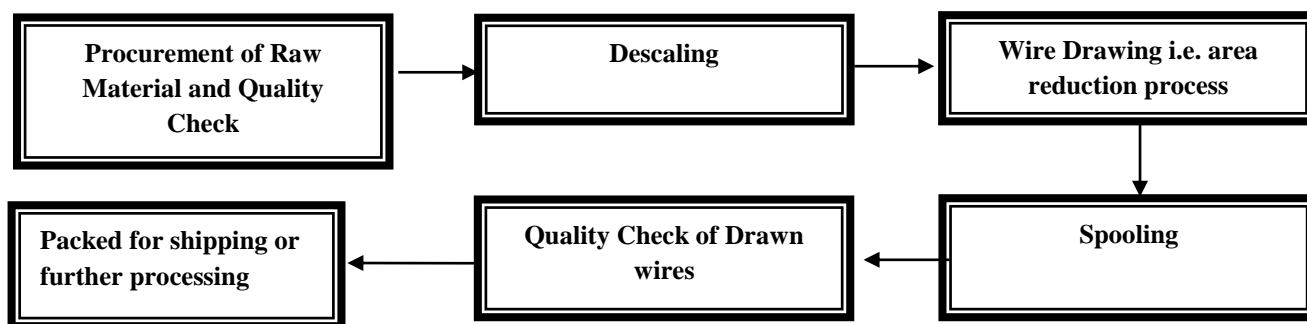


### OUR MANUFACTURING PROCESS –

#### ➤ Manufacturing Process for Steel Wire:

The manufacturing process for Steel wire involves several stages. This process improves the wire's durability and extends its life, making it suitable for a variety of applications like construction, fencing and electrical wiring.

Below is a detailed explanation of the process of manufacturing of Steel Wire:

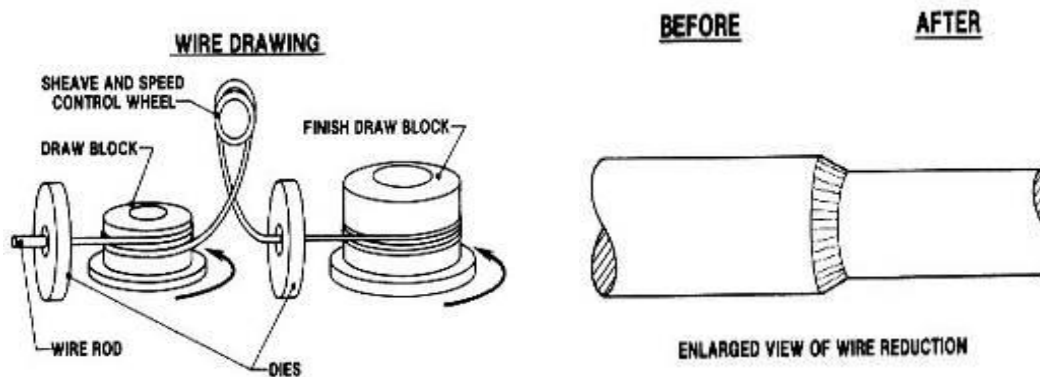


The manufacturing operations described through above diagram is explain as follows:

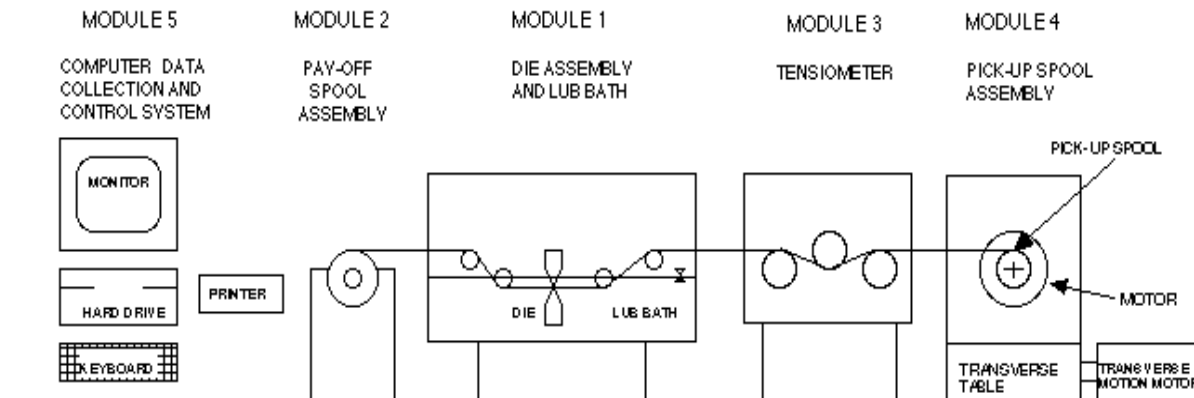
- 1. Procurement of Raw Material and Quality Check:** Required raw material i.e. Steel Wire Rod is procured from various suppliers. The Wire Rod is tested for various parameters like chemical composition, tensile strength etc. Wire rod is chosen based on the properties required for the final application.
- 2. Descaling:** It is the process of removing scales and other impurities from the surface of the wire rod. It is done on descaling machine.
- 3. Wire Drawing:** The wire drawing is a process in which the wire is drawn from higher size to lower size as per requirement. This process is also known as area reduction process. It is a metal-reducing process in which a wire rod is pulled or drawn through a single die or a series of continuous dies, thereby reducing its diameter. Because the volume of the wire remains the same, the length of the wire changes according to its new diameter. Wires with different tempers (toughness) can be produced by a series of drawing and annealing operations. Such tempering of wire can be controlled by swaging, drawing, and annealing treatments.

Wire drawing is of two types:

- **Dry Drawing:**



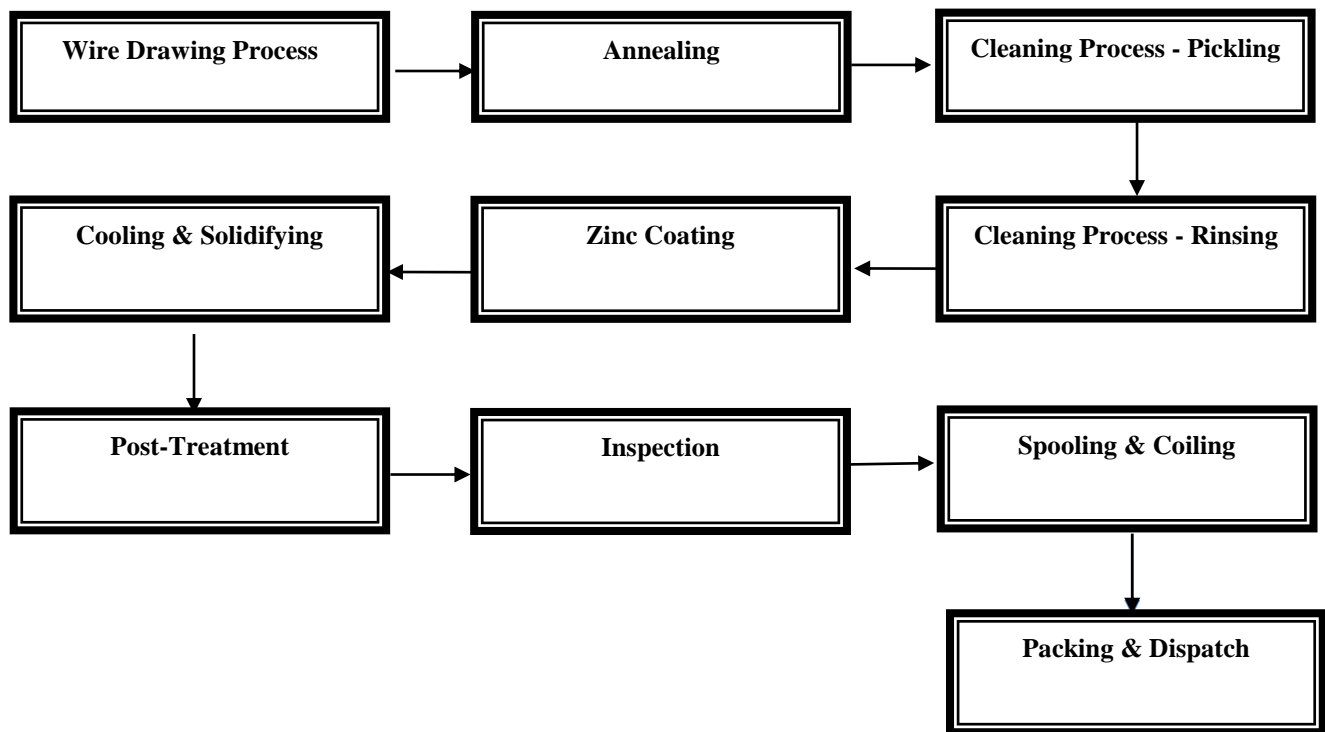
- **Wet Drawing:**



4. **Spooling:** The wires so drawn are fed through machines that wind it neatly and uniformly onto a spooler or reel. Spools provide a convenient way to store long lengths of wire in an organized manner.
5. **Quality Check:** The drawn steel wires are then checked by the quality team to assess the quality of drawn wires.
6. **Packed for shipping or further processing:** Later the goods will be packed to be dispatched to the ultimate customers or will be transferred for further processing like Galvanized Iron (GI) Wire, Aluminium clad steel (ACS) wire etc.

**Manufacturing Process for Galvanized Iron Wires:**

The manufacturing process of galvanized steel wire involves several steps, which generally include drawing the wire to the desired thickness, coating the wire with a layer of zinc and then post-treatment to ensure quality and durability. Here's an overview of the typical process:



The manufacturing operations described through above diagram is explained as follows:

### 1. Wire Drawing (Cold Drawing):

**Steel Wire Rod:** The process begins with a steel wire rod, which is usually produced from high-quality steel. These rods have a relatively large diameter and need to be drawn down to the desired size.

**Drawing the Wire:** The wire rod is passed through a series of dies to reduce its diameter to the required thickness. This is typically done in stages, with each die reducing the wire's diameter a desired extent at a time. The process is done at room temperature, which is why it's called "cold drawing."

**Lubrication:** Lubrication is used during this stage to reduce friction and heat, preventing damage to the wire during the drawing process.

### 2. Annealing (Optional):

Depending on the application, the wire may be heat-treated (annealed) to relieve stresses and improve its ductility. This makes the wire more flexible, which is important for certain applications.

### 3. Cleaning the Wire:

Before galvanizing, the wire needs to be cleaned to remove any surface contaminants, oils or oxides that might affect the adhesion of the zinc coating.

**Pickling:** The wire is often cleaned by pickling, which involves immersing the wire in a dilute acid solution, such as hydrochloric acid to remove rust and scale.

**Rinsing:** After pickling, the wire is thoroughly rinsed in water to remove any remaining acid or contaminants.

#### 4. Galvanizing (Zinc Coating):

**Hot-Dip Galvanizing:** In this method, the cleaned steel wire is dipped into a bath of molten zinc at a temperature of around 450°C (840°F). The molten zinc reacts with the surface of the steel, forming a zinc-iron alloy layer, which provides excellent corrosion resistance. This is the most common method used for galvanizing steel wire.

**Zinc Coating:** The wire is immersed in the molten zinc bath and once removed the zinc adheres tightly to the wire's surface. The thickness of the coating can be controlled by adjusting the immersion time in the zinc bath and the temperature of the molten zinc.

#### 5. Cooling and Solidifying:

After the wire is removed from the zinc bath, it is allowed to cool and solidify. As the wire cools, the zinc coating hardens and forms a protective layer around the steel. The cooling process also helps to ensure that the zinc coating adheres well to the steel surface, creating a strong bond.

#### 6. Post-Treatment:

**Passivation (Optional):** In some cases, a post-galvanizing passivation treatment is applied to improve the corrosion resistance of the wire further. This can involve applying a chemical treatment that creates a protective layer on top of the zinc coating.

#### 7. Inspection:

The galvanized wire is then thoroughly inspected for quality. This includes checking for uniformity of the zinc coating, coating thickness, wire strength and any surface defects like roughness or poor adhesion. Testing for corrosion resistance is often done in controlled environments.

#### 8. Spooling or Coiling:

Once the wire has been galvanized and inspected, it is wound into coils or spooled onto reels for transport and further use in manufacturing or construction. The wire can be sold as-is or further processed, such as by being twisted into strands, braided, or made into wire ropes or cables.

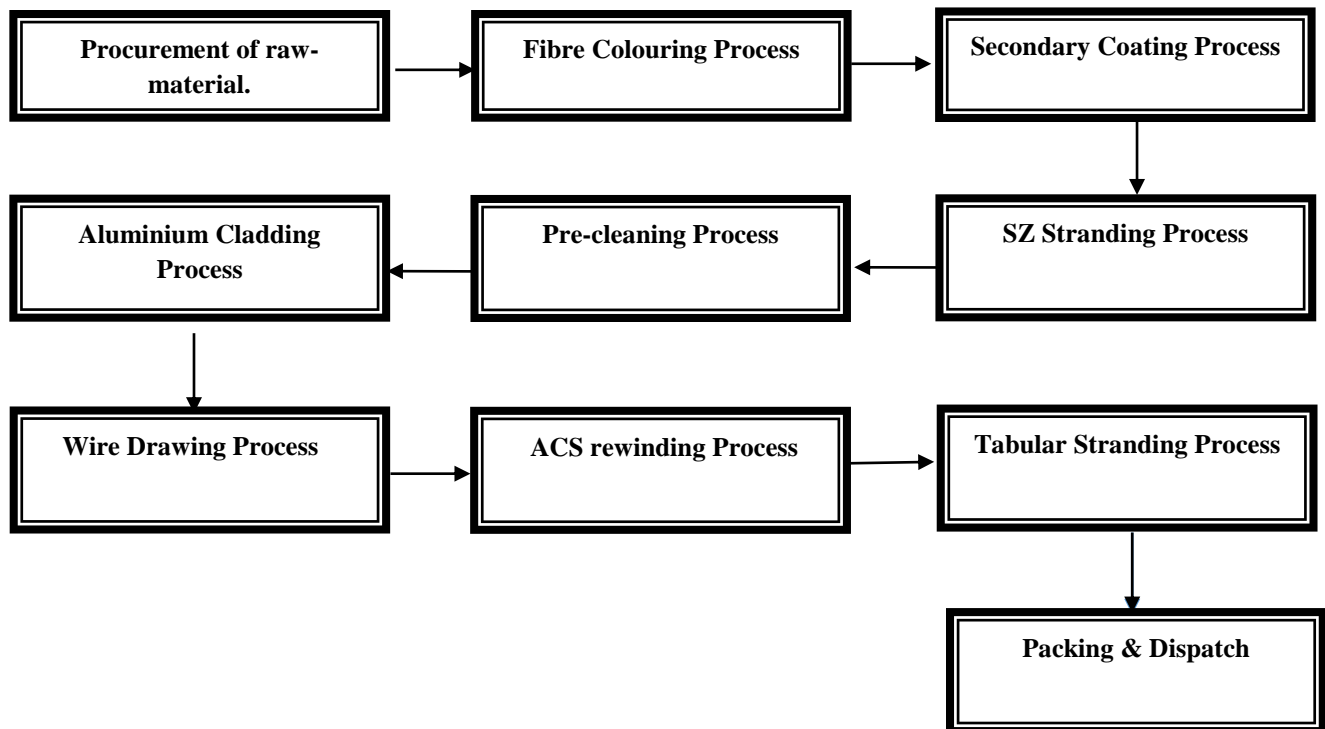
#### 9. Packaging:

The final step involves packaging the galvanized steel wire for delivery to customers or manufacturers. Packaging helps to prevent damage during transit and ensures that the wire remains clean and free from corrosion.



➤ **Manufacturing Process for Optical Ground Wires:**

The manufacturing process of Optical Ground Wires involves several steps as explained below.



The manufacturing operations described through above diagram is explained as follows:

**1. Procurement of Raw Material and Quality Check:** Required raw material i.e. Mild Steel wire rod, Natural fibre, colouring ink, Polybutylene terephthalate (PBT), Jelly, High-Carbon (HC) wire, Aluminium rod & Polyamide Tape is procured from various suppliers. Quality of raw-material so procured is checked before further processing.

**2. Fibre Colouring Process:**

**Process:**

1. **Surface Preparation:** Fibre is cleaned and dried to ensure proper adhesion of the colour ink.
2. **Ink Application:** The fibre passes through a colorant or ink reservoir where UV-curable ink is applied.
3. **Curing:** The ink is cured using ultraviolet (UV) light to ensure a durable finish.
4. **Inspection:** The coloured fibre is inspected for consistency and quality.

**Purpose:**

- To identify and distinguish optical fibres during and after cable assembly.
- To apply a colour coating to optical fibres for identification during cable manufacturing and installation.
- Enables easy recognition and management of individual fibres in multi-fibre cables.

**3. Secondary Coating Process (Loose Tube Buffering):**

**Process:**

1. **Fibre Feeding:** Single or multiple fibres are fed into a buffering machine.
2. **Tube Extrusion:** A thermoplastic material (e.g., PBT or PP) is extruded around the fibre(s) to form a loose tube.
3. **Gel Filling (Optional):** The tube may be filled with water-blocking gel for moisture resistance.
4. **Cooling:** The extruded tube passes through a cooling system to solidify.

5. **Winding:** The buffered fibre is wound onto a spool for further processing.

**Purpose:**

- To protect the optical fibre from mechanical stress and environmental factors.
- Provides flexibility and space for the fibre to expand or move without damage.

4. **SZ Stranding Process:**

**Process:**

1. **Tube Feeding:** Loose tubes are fed into the SZ stranding machine.
2. **Stranding:** The machine twists the tubes alternately in S and Z patterns around a central strength member.
3. **Binding (Optional):** A binder or tape may be applied to hold the structure in place.
4. **Tension Control:** Ensures consistent tension during stranding to avoid fibre damage.
5. **Inspection:** The stranded assembly is checked for uniformity and alignment.

**Purpose:**

- To arrange multiple loose tubes, strength members or fillers in an alternating "S" and "Z" pattern.
- Ensures flexibility, reduces stress on fibres and maintains structural integrity under bending or torsion.

5. **Pre-cleaning Process of High Carbon Wire:**

**Process:**

1. High-carbon steel wires are cleaned using chemical or mechanical methods (e.g., acid pickling, ultrasonic cleaning, or brushing).
2. The wires are dried and inspected for cleanliness.

**Purpose:** To remove surface contaminants and improve bonding in subsequent processes.

6. **Aluminium Cladding Process:**

**Process:**

1. Steel wires are fed through a continuous cladding line where a layer of aluminium is metallurgically bonded to the steel.
2. The process involves heating, rolling and bonding in controlled conditions.

**Purpose:** To enhance corrosion resistance and conductivity of steel wires.

7. **Wire Drawing Process:**

**Process:**

1. Steel or aluminium rods are pulled through a series of dies.
2. Each die reduces the diameter incrementally.
3. The wires are lubricated to prevent damage and ensure smooth operation.

**Purpose:** To achieve the desired diameter and tensile strength for steel or aluminium wires.

8. **ACS (Aluminium-Clad Steel) Rewinding Process:**

**Process:**

1. ACS wires are unwound from large spools, inspected for defects and rewound onto smaller spools or bobbins.
2. This ensures uniform tension and smooth feeding during stranding.

**Purpose:** To prepare aluminium-clad steel wires for stranding and cable formation.

9. **Tabular Stranding Process:**

**Process:**

1. Tubular stranding machines arrange layers of fibre tubes and ACS/aluminium wires in a helical or concentric configuration.
2. The stranding is precisely controlled to maintain cable symmetry and mechanical performance.

**Purpose:** To assemble OPGW by stranding optical fibre tubes and metallic wires around a central strength member.

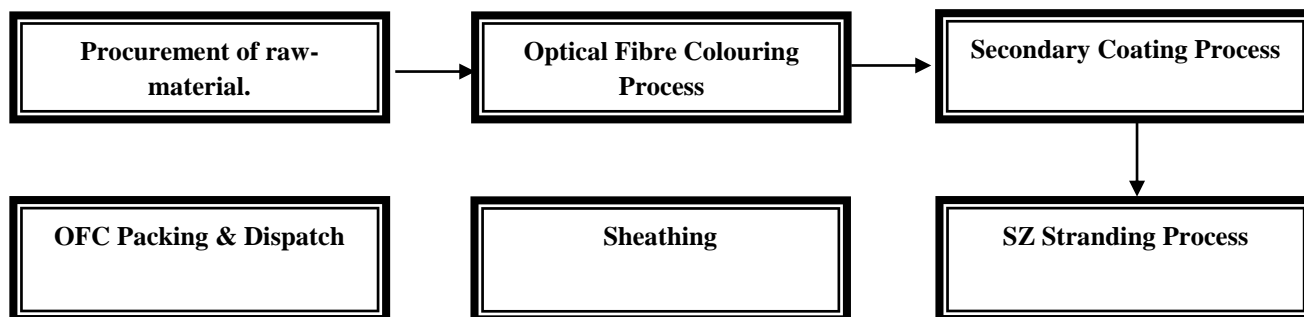
- 10. Packing & Dispatch:** The cable is coiled onto drums or reels of specified dimensions. Protective materials like plastic wraps, moisture barriers and cushioning are applied. Labels indicating product specifications are affixed.

Packed reels are then loaded onto transport vehicles. Documentation, including test certificates, material data sheets and shipping details are prepared. The shipment is tracked to ensure timely delivery to the site or customer.



**Manufacturing Process for Optical Fibre Cable:**

The manufacturing process of Optical Fibre Cable involves several steps as explained below.



The manufacturing operations described through above diagram is explain as follows:

1. **Procurement of Raw Material and Quality Check:** Required raw material i.e. Natural fibre, colouring ink and Nitrogen is procured from various suppliers. Quality of raw-material so procured is checked before further processing.

## 2. Fibre Colouring Process:

### Process:

1. **Surface Preparation:** Fibre is cleaned and dried to ensure proper adhesion of the colour ink.
2. **Ink Application:** The fibre passes through a colorant or ink reservoir where UV-curable ink is applied.
3. **Curing:** The ink is cured using ultraviolet (UV) light to ensure a durable finish.
4. **Inspection:** The coloured fibre is inspected for consistency and quality.

### Purpose:

- To apply a colour coating to optical fibres for identification during cable manufacturing and installation.
- Enables easy recognition and management of individual fibres in multi-fibre cables.

## 3. Secondary Coating Process (Loose Tube Buffering):

### Process:

1. **Fibre Feeding:** Single or multiple fibres are fed into a buffering machine.
2. **Tube Extrusion:** A thermoplastic material (e.g., PBT or PP) is extruded around the fibre(s) to form a loose tube.
3. **Gel Filling (Optional):** The tube may be filled with water-blocking gel for moisture resistance.
4. **Cooling:** The extruded tube passes through a cooling system to solidify.

5. **Winding:** The buffered fibre is wound onto a spool for further processing.

### Purpose:

- To protect the optical fibre from mechanical stress and environmental factors.
- Provides flexibility and space for the fibre to expand or move without damage.

## 4. SZ Stranding Process:

### Process:

1. **Tube Feeding:** Loose tubes are fed into the SZ stranding machine.
2. **Stranding:** The machine twists the tubes alternately in S and Z patterns around a central strength member.
3. **Binding (Optional):** A binder or tape may be applied to hold the structure in place.
4. **Tension Control:** Ensures consistent tension during stranding to avoid fibre damage.
5. **Inspection:** The stranded assembly is checked for uniformity and alignment.

### Purpose:

- To arrange multiple loose tubes, strength members or fillers in an alternating "S" and "Z" pattern.
- Ensures flexibility, reduces stress on fibres and maintains structural integrity under bending or torsion.

## 5. Sheathing Process:

### Process:

1. **Cable Feeding:** The SZ-stranded core is fed into the sheathing machine.
2. **Extrusion:** A layer of polymer (e.g., polyethylene, Polyvinyl chloride (PVC), or High Density Poly Ethylene (HDPE)) is extruded around the cable core.
3. **Armoring (Optional):** For additional protection, metal or non-metallic armor may be applied before or after the sheath.
4. **Cooling:** The extruded sheath is cooled using water or air.
5. **Printing (Optional):** Identification marks or logos are printed on the sheath.
6. **Winding:** The completed cable is wound onto reels for storage or shipping.

6. **Packing & Dispatch:** Completed Optical Fibre Cables are packed in wooden drums for dispatch.



#### **QUALITY MANAGEMENT:**

Our Company is committed to provide quality products to our customers and endeavour to maintain a quality system, which provides products and services in a timely manner and at competitive prices. Products are manufactured under controlled conditions & suitable working environment is provided. We have adopted standard operating procedures to ensure product quality and customer satisfaction, which are focused on providing products conforming to applicable standards, meeting customer requirements and improving performance and effectiveness of our quality management system. We have quality testing laboratories at our factories that are equipped with Horizontal Tensile Testing machine, Cable Bend Testing Machine, Sheave testing Machine, Torsion Testing Machine, Crush Testing Machine etc., which test our products based on various parameters as per quality control measures. Our testing facility is capable for routine test as per industry standards along with tests such as Stress-Strain Test, Fibre Strain Test, Sheave Test, Crush Test, Cable Cut- off Wavelength Test, Water Ingress Test etc. As on July 31, 2025 we have 17 employees under Quality & maintenance, who are taking care of Quality management.

#### **PLANT AND MACHINERY:**

The major plant & machineries installed at our factories are Wire Drawing Machine, GI Plant, Flattering Machine, ACS Cladding / Aluminum tubing Machine, Fiber coloring Machine, Buffering Machine, SZ standing Machine, Sheathing Machine, ACS Wire Drawing Machine, ACS Rewinding Machine, Konforming Machine, Annealing Furnace, Lath machine, Drilling Machine, Torsion Machine, Effluent Treatment Plants (ETP) etc. which are owned by the Company.

#### **PRODUCTION AND INSTALLED CAPACITY:**

Particulars	For the year		
	Year 2022-23	Year 2023-24	Year 2024-25
<b>Steel Wire (In MT)</b>			
Installed Capacity	60,000	80,000	1,00,000
Actual Production	43,373	60,167	71,423
<b>Capacity Utilization (%)</b>	<b>72.29%</b>	<b>75.21%</b>	<b>71.42%</b>
<b>Optical Ground Wires (OPGW) (In KM)</b>			
Installed Capacity	NA	NA	6,000
Actual Production	NA	NA	152
<b>Capacity Utilization (%)</b>	<b>NA</b>	<b>NA</b>	<b>2.53%</b>
<b>Optical Fibre Cable (OFC) (In KM)</b>			
Installed Capacity	NA	NA	48,000
Actual Production	NA	NA	3,307
<b>Capacity Utilization (%)</b>	<b>NA</b>	<b>NA</b>	<b>6.89%</b>

The information related to the installed capacity is based on the certificate received from Anjaria Enviro Tech Private Limited, Chartered Engineers, vide their certificate dated September 10, 2025.

#### COLLABORATIONS/TIE UPS/ JOINT VENTURES

Except as disclosed in this Red Herring Prospectus and in the normal course of business, we do not have any Collaboration/Tie Ups/ Joint Ventures as on date.

#### SALES AND MARKETING: -

Our sales & distribution network is aided by our capable in-house sales and marketing team of 28 employees, which liaise with the customers on a regular basis for their inputs, market demands as well as positioning of our products vis-à-vis products of our competitors. We focus our sales efforts on key industrial sectors where our products are in high demand such as telecommunication, power sector etc. Our senior management is actively involved in maintaining client relationships and business development through interaction at different levels in the client organization. As a part of our marketing strategy, we employ various marketing techniques such as displaying hoardings and participating in National and International Level Events & Exhibitions like India Fence Expo in Delhi, Transtech India, Delhi, Wire India, Mumbai, International Wire and Cable Trade Fair Dusseldorf, Germany etc. Such exhibitions and advertisements gives us a platform to exhibit our products.

#### COMPETITION:

Our industry is competitive where the key factors of competition primarily comprise of product quality, cost, delivery, development and management. In this competitive industry, we compete with other suppliers in the world and in India. Some of our competitors have better penetration in some of the geographical locations that we operate in. We believe that our cost effective and integrated facility, our focus on customer satisfaction and our reliability combined with our quality consciousness provides us with competitive advantage in many of our products. Some of our significant competitors in the organized segment includes Advait Infratech Limited and Bansal Wire Industries Limited.

#### INFRASTRUCTURE & UTILITIES:

- **Raw Material:** The essential raw materials used by our factories for manufacturing of Steel Wires, Optical Ground Wires (OPGW) and Optical Fibre Cable are Aluminium rod, zinc ingots, WR coil etc. which we procure from various global suppliers located in China & Brazil along with domestic suppliers. The Geographical breakup of our purchases of raw-material during the last 3 financial years is tabulated below:

Rs. in Lakhs

Particulars	For the year ending					
	FY 2025	% to total sales	FY 2024	% to total sales	FY 2023	% to total sales
Domestic Purchases	34413.53	97.83%	29,142.99	98.24	26,774.52	100.00
Import Purchases	762.64	2.17%	520.79	1.76	-	-
<b>Total</b>	<b>35716.18</b>	<b>100.00%</b>	<b>29,663.78</b>	<b>100.00</b>	<b>26,774.52</b>	<b>100.00</b>

- **Power:** We have made necessary arrangements for regular uninterrupted power supply at our registered office and factories. The requirement of power like power for lighting at our registered office and operating the plant/machinery/equipment at our Factory-I is met through the state electricity board i.e. Maharashtra State Electricity Distribution Co. Ltd. & Dakshin Gujarat Vij Company Ltd. respectively and requirement of power for our operations in our other three factories is met through DNHDD Power Distribution Corporation Limited.
- **Water:** Our water requirement is fulfilled through Notified area water supply for factory located in GIDC, through Borewell for other three factories and through local sources in registered office.

## HUMAN RESOURCES

We believe that our employees are key contributors to our business success and thus we focus on attracting and retaining the best possible talent. As on July 31, 2025 our Company has employed 413 employees at various levels of the Organization.

For the month of July 2025, our Company has deposited amount of Rs. 4.83 lakhs with the Employee Provident Fund Organization for its 153 Employees covered under Employees' Provident Fund.

In addition, we contract with third-party manpower for labours for our factories. The number of contract labours varies from time to time based on the nature and extent of work.

Below is the bifurcation of employees as on July 31, 2025

Sr. No.	Department	No. of Employee
1.	Production	237
2.	Sales and Marketing	28
3.	Maintenance	26
4.	Admin	24
5.	Quality Control	17
6.	Accounts and Finance	14
7.	R&D	15
8.	HR	8
9.	Production Planning and Logistics	8
10.	office boy	7
11.	Operations	7
12.	Projects	6
13.	Stores	7
14.	purchase	3
15.	Security	3
16.	Director	2
17.	IT	1
	<b>Total</b>	<b>413</b>

## INSURANCE

Our operations are subject to accidents which are inherent to any business such as risks of employee accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions including accidents that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environment. We have taken Bharat Laghu Udyam



Suraksha Policy and Burglary & housebreaking insurance policy and fire and terrorism policy from Universal Sompo General Insurance Co. Ltd. and Future Generali India Insurance Company Limited for our registered office and various factories situated at Valsad in Gujarat, Village Sayali in Silvassa and Village Naroli in Silvassa in UT of Dadra & Nagar Haveli and Daman & Diu, which provide insurance to Building, Plant & machinery, stock & furniture, against loss from fire, terrorism, theft, Riots, strike & malicious damage. Additionally, we have also taken various vehicle insurance policies from Future Generali India Insurance Co. Ltd. & Bajaj Allianz General Insurance Company Ltd. For further details, please refer to Risk factor ***“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”*** on page 47 of this Red Herring Prospectus.



## CORPORATE SOCIAL RESPONSIBILITY

Our Company has adopted a CSR policy in compliance with the requirements of the Companies Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014. Our Company contributed ₹10.06 lakhs towards CSR activities during Fiscal 2023. Further, an amount of ₹11.76 lakhs was transferred to the CSR Account in Fiscal 2024, and ₹11.77 lakhs was contributed towards CSR expenses in Fiscal 2025.” . For more details, please refer to the chapter titled ***“Financial Information of the Company”*** beginning on page 211 of this red herring prospectus.

## INTELLECTUAL PROPERTIES

The details of trademark used by our Company are: -

Sr. No.	Brand Name/Logo/ Trademark	Class	Trade Mark Type	Applicant	Application No./ Certificate Number	Issuing Authority	Date of Application	Current Status
1.		37	Device	Systematic Industries Private Limited	Application No.: 4814514 Certificate Number: 3552516	Registrar of Trademark	January 01, 2021	Registered
2.		6	Device	Systematic Industries Private Limited	Application No.: 4814515 Certificate Number: 3228578	Registrar of Trademark	January 01, 2021	Registered
3.	SYSTEMATIC	6	Word	Systematic Industries Private Limited	Application No.: 4814516 Certificate Number: 3333932	Registrar of Trademark	January 01, 2021	Registered
4.	WIREBRIGADE	6	Word	Systematic Industries Private Limited	Application No.: 4814517 Certificate Number: 2765788	Registrar of Trademark	January 01, 2021	Registered
5.	WIREBRIGADE	16	Word	Systematic Industries Private Limited	Application No.: 4814519 Certificate Number: 2765789	Registrar of Trademark	January 01, 2021	Registered

Sr. No.	Brand Name/Logo/ Trademark	Class	Trade Mark Type	Applicant	Application No./ Certificate Number	Issuing Authority	Date of Application	Current Status
6.	WIREBRIGADE	42	Word	Systematic Industries Private Limited	<b>Application No.:</b> 4814520 <b>Certificate Number:</b> 2765790	Registrar of Trademark	January 01, 2021	Registered
7.		6	Device	Systematic Industries Private Limited	<b>Application No.:</b> 5535743 <b>Certificate Number:</b> 3325036	Registrar of Trademark	July 19, 2022	Registered
8.		9	Device	Systematic Industries Private Limited	<b>Application No.:</b> 6791846	Registrar of Trademark	January 07, 2025	Formalities Chk Pass

For further details, please refer to chapter titled **“Government And Other Approvals”** beginning on page 285 of this Red Herring Prospectus.

## IMMOVABLE PROPERTIES

The following table sets forth the locations and other details of the properties of our Company:

Sr. No.	Details of the Properties	Actual use	Owned/ Leased/Rented
1.	418, 4th Floor, Nirmal Corporate Center, L.B.S. Marg, Mulund (West), Mumbai - 400080, Maharashtra, India.	Registered Office	<b>Rented</b> - The said property has been obtained from Shweta Siddharth Agarwal on rent vide Rent agreement dated March 11, 2025, for a period of 11 months.
2.	Survey No. 269, Village Sayli, Silvassa, Dadra & Nagar Haveli – 396230, UT of Dadra & Nagar Haveli and Daman & Diu, India.	Factory –I	<b>Owned</b>
3.	Survey No. 172/P, Near Kanadi Phatak, Village Naroli, Silvassa, Dadra & Nagar Haveli – 396235, UT of Dadra & Nagar Haveli and Daman & Diu, India.	Factory -II	<b>Owned</b>
4.	174/1/2, Village Umerqui, Silvassa, Dadra & Nagar Haveli – 396230, UT of Dadra & Nagar Haveli and Daman & Diu, India.	Factory -III	<b>Rented</b> - The said property has been obtained from Siddhant Ispat Private Limited on rent vide Rent agreement dated March 19, 2025, for a period of 11 months.
5.	Plot No. 1717 to 1734, G.I.D.C., Village Sarigam, Tal. Umbergaon, Valsad – 396155, Gujarat, India.	Factory-IV	<b>Leased</b> - The said property has been obtained from Gujarat Industrial Development Corporation (GIDC) on lease vide lease deed dated June 01, 2022 for a period of 99 years.
6.	Plot No. A-13, Ground Floor and Two upper Floor, Thane Industrial Area (TIA), Wagle Estate, Village Panchpakhadi, Thane - 400604, Maharashtra, India.	Investment	<b>Leased</b> - The said property has been obtained from Maharashtra Industrial Development Corporation (MIDC) on lease vide lease deed dated August 26, 2024 for a period of 99 years.

7.	419 & 420, 4th Floor, Nirmal Corporate Center, L.B.S. Marg, Mulund (West), Mumbai - 400080, Maharashtra, India.	Office Purpose	<b>Rented-</b> The said property has been obtained from Shweta Siddharth Agarwal on rent vide Rent agreement dated March 11, 2025, for a period of 11 months.
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## **KEY INDUSTRY REGULATIONS AND POLICIES**

*The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable.*

*For details of Government and Other Approvals obtained by the Company in compliance with these regulations, see section titled “Government and Other Approvals” beginning on page 285 of this Red Herring Prospectus.*

**This chapter has been classified as under:**

- A. Core Business Laws**
- B. Corporate and Commercial laws**
- C. Industrial Laws, Labour and Employment Laws**
- D. Environment Laws**
- E. Tax Laws**
- F. Foreign Regulations**
- G. Intellectual Property Laws**

### **A. CORE BUSINESS LAWS**

#### **The Electricity Act, 2003 and The Electricity Rules, 2005; Central Electricity Authority (Measures Relating to Safety and Electric Supply) Regulation, 2010**

The Electricity Act, 2003 (“Electricity Act”) was enacted to regulate the generation, transmission, distribution, trading and use of electricity by authorizing a person to carry on the above acts either by availing a license or by seeking an exemption under the Electricity Act. Additionally, the Electricity Act states no person other than Central Transmission Utility or State Transmission Utility, or a licensee shall transmit or use electricity at a rate exceeding 250 watts and 100 volts in any street or place which is a factory within the meaning of the Factories Act, 1948 or a mine within the meaning of the Mines Act, 1952 or any place in which 100 or more persons are ordinarily likely to be assembled. An exception to the said rule is given by stating that the applicant shall apply by giving not less than 7 days’ notice in writing of his intention to the Electrical Inspector and to the District Magistrate or the Commissioner of Police, as the case may be, containing the particulars of electrical installation and plant, if any, the nature and purpose of supply of such electricity. The Electricity Act also lays down the requirement of mandatory use of meters to regulate the use of electricity and authorizes the Commission so formed under the Electricity Act, to determine the tariff for such usage. The Electricity Act also authorizes the State Government to grant subsidy to the consumers or class of consumers it deems fit from paying the standard tariff required to be paid.

#### **The Electrical Wires, Cables, Appliances and Protection Devices and Accessories (Quality Control) Order, 2003 (the “Quality Control Order”)**

This order is issued under section 3 of the section 3 of the Essential Commodities Act, 1955. The Quality Control Order prohibits the manufacture, storage for sale, sale and distribution of electrical wires, cables, appliances, protection devices (including low voltage switchgear and fuses) that do not conform to the standards specified in such order and that do not bear the standard mark issued by the BIS. The Quality Control Order directs a manufacturer of electric wires, cables and protection devices, amongst others, to commence manufacture of such electric equipment only after obtaining a license from the BIS for the use of standard mark. Further, it requires any sub-standard or defective electrical wires, cables, appliances, protection devices or accessories to be deformed by such manufacturer beyond use and disposed of as scrap. The Central Government is authorized to appoint an officer who is empowered to require any person engaged in the manufacture, storage, sale or distribution of electrical equipment to furnish information and samples in relation to the electric equipment manufactured, stored, sold or distributed, as the case may be, inspect any books or documents and search any premises and seize electric equipment in case of contravention of the Quality Control Order.

### **Steel and Steel Products (Quality Control) Order, 2024 (the “QC Order”)**

This order is issued under section 3 of the section 3 of the Essential Commodities Act, 1955. The QC Order was notified by the Ministry of Steel, Government of India, to vide Gazette Notification No. S.O. 574(E) dated February 5, 2024 to bring certain steel products under mandatory certification of Bureau of Indian Standards. All manufacturers of steel and steel products are required to apply for certification and ensure compliance with the QC Order. The QC Order further provides that certain steel and steel products stated therein 225 shall bear the standard mark under a license from Bureau of Indian Standards, as provided in Bureau of Indian Standards (Conformity Assessment) Regulations, 2018. The sub-standard or defective steel and steel product, which do not conform to the specified standard, shall be disposed off as scrap in such a way so that there is no violation of the Bureau of Indian Standards Act, 2016. Any person who contravenes any of the provisions of this Order shall be punishable under section 29 of the Bureau of Indian Standards Act, 2016.

### **National Steel Policy, 2017 (“NSP 2017”)**

The NSP 2017 covers, inter alia, steel demand, steel capacity, raw materials, including iron ore, iron ore pellets, manganese ore, chromite ore, ferroalloys, land, water, power, infrastructure and logistics, and environmental management. The NSP 2017 seeks to enhance domestic steel production with focus on creating a technologically advanced and globally competitive steel industry in India that promotes economic growth. The NSP 2017 aims to create an environment for attaining self-sufficiency in steel production by providing policy support and guidance to private manufacturers. The intent is to strengthen the research and development of national importance in the iron and steel sector by utilizing tripartite synergy among industry, national research and development laboratories and academic institutions.

### **Steel Wires or Strands, Nylon or Wire Ropes, and Wire Mesh (Quality Control) Order, 2023**

This order is issued under section 3 of the section 3 of the Essential Commodities Act, 1955. It mandates BIS certification for these products to ensure safety, reliability, and standardization. It aims to prevent substandard materials in critical industries, enhance consumer protection, and promote quality-focused manufacturing. It mandates taking Standard Mark license from the Bureau of Indian Standards for Galvanized Steel Barbed Wire for Fencing. Non-compliance attracts penalties, restricting the sale, distribution, or import of uncertified products in India.

### **The Aluminium (Control) Order, 1970**

The order got published vide in Gazette of India Extraordinary, Part 2, Section 3(2), on 20th March, 1970, pp. 419, 421 (i.e. 20th March, 1970) In exercise of the powers conferred by Section 3 of the Essential Commodities Act, 1955 (10 of 1955), the Central Government hereby makes the following Order, namely the Aluminium (Control) Order, 1970. In this Order, unless the context otherwise requires, 2(a) says “aluminium” [means indigenous aluminium or imported aluminium] in any of the forms specified in the Schedule and includes manufactures and semi-manufactures thereof. The substance called Aluminium Polymer Composite (APC) is used for component manufacturing by the company.

### **Aluminium and Aluminium Alloy Products (Quality Control) Order, 2023**

On September 25, 2023, the Ministry of Commerce and Industry, under the powers conferred by section 16 of the Bureau of Indian Standards Act, 2016, introduced the “Aluminium and Aluminium Alloy Products (Quality Control) Order, 2023.” This order aims to ensure the quality and conformity of various aluminium and aluminium alloy products in the Indian market.

- a) The order mandates that goods or articles specified in the table must conform to the corresponding Indian Standard, as mentioned in the Table.
- b) These products shall bear the Standard Mark, and the manufacturers must obtain a license from the Bureau of Indian Standards (BIS) as per Scheme-1 of Schedule-II to the Bureau of Indian Standards (Conformity Assessment) Regulations, 2018.
- c) An important exception is that this order does not apply to goods or articles manufactured domestically for export purposes.
- d) Additionally, different commencement dates are specified for micro enterprises and small enterprises as per the Micro, Small and Medium Enterprises Development Act, 2006.

The Bureau of Indian Standards (BIS) is designated as the certifying and enforcing authority for the goods or articles specified in the Table. This signifies BIS’s role in ensuring adherence to quality standards in the production of these aluminium and

aluminium alloy products. The order imposes penalties on individuals or entities found contravening its provisions. Violations are punishable under the provisions of the Bureau of Indian Standards Act, 2016.

#### **ISO 9001 Standard/ ISO 14001/ ISO 45001**

ISO 9001 is a globally recognized standard for quality management. It helps organizations of all sizes and sectors to improve their performance, meet customer expectations and demonstrate their commitment to quality. Its requirements define how to establish, implement, maintain, and continually improve a quality management system (QMS). ISO 14001 provides for Environmental Management System. ISO 45001 provides for Occupational Health and safety Management System.

#### **The Legal Metrology Act 2009 and Legal Metrology (Packaged Commodities) Rules, 2011; The Daman And Diu Legal Metrology (Enforcement) Rules, 2011; Gujarat Legal Metrology (Enforcement) Rules, 2011.**

The Legal Metrology Act, 2009 (“LMA”) provides for establishing and enforcing standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number uniform standards of weights and measures, regulate trade in weights, and other goods which are sold or distributed by weight, measure or number. Every manufacturer, repairer and seller shall have to obtain a license from the respective Controller. The Act allows Govt. approved test centers to verify weights and measures.

In this regard, the Legal Metrology (Packaged Commodities) Rules, 2011 (“LM Rules”) were framed which lays down specific provisions governing the packaging and labelling of commodities. These rules are applicable to packages intended for retail sale, wholesale packages and for export of packaged commodities and registration of manufacturers, packers and importers. Also, States may frame State specific rules under the Act to provide for the time limits for verification of weights and measures, maintenance of registers and records, stipulating the manner of notifying government authorities, fees for compounding of offences etc.

Further, the Legal Metrology (Government Approved Test Centre) Rules, 2013 have laid down specifications regarding verification of weights and measures specified therein by Government approved test centres.

#### **Bureau of Indian Standards Act, 2016**

The Bureau of Indian Standards Act, 2016, as amended, provides for the standardization, marking and quality certification of goods or articles of any scheduled industry, process, system or service which it considers necessary in the public interest or for the protection of human, animal or plant health, safety of the environment, or prevention of unfair trade practices, or national security. The Bureau of Indian Standards Act provides for the functions of the bureau which include, among others (a) recognize as an Indian standard, any standard established for any goods, article, process, system or service by any other 129 institutions in India or elsewhere; (b) specify a standard mark to be called the Bureau of Indian Standards Certification Mark; and (c) make such inspection and take such samples of any material or substance as may be necessary.

### **B. CORPORATE AND COMMERCIAL LAWS**

#### **The Micro, Small and Medium Enterprises Development Act, 2006**

The Micro, Small, and Medium Enterprises Development (MSMED) Act, 2006, in India categorizes MSMEs based on investment levels and promotes their growth through registration benefits such as easier credit access and government support schemes. It mandates banks to offer collateral-free credit to MSMEs, encourages technological advancement, and simplifies statutory compliance. The Act aims to enhance MSMEs' competitiveness, foster innovation, and provide efficient dispute resolution mechanisms to support their contribution to the national economy.

#### **Companies Act, 2013**

Companies Act primarily regulates the formation, financing, functioning and restructuring of separate legal entity as companies. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law lays down transparency,

corporate governance and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

### **Competition Act, 2002**

The Competition Act, 2002 came into effect on June 1, 2011 and has been enacted to “prohibit anti- competitive agreements, abuse of dominant positions by enterprises” and regulates “combinations” in India. The Competition Act also established the Competition Commission of India (the “CCI”) as the authority mandated to implement the Competition Act. The Act prohibits Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is likely to have an appreciable adverse effect on competition in India.

### **Indian Contract Act, 1872**

Indian Contract Act codifies the way we enter into a contract, execute a contract, implementation of provisions of a contract and effects of breach of a contract. The Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced as amended from time to time. It determines the circumstances in which promise made by the parties to a contract shall be legally binding on them.

### **The Sale of Goods Act, 1930 (“Sale of Goods Act”)**

Initially, a Committee of the Legislature had enacted the *Indian Sale of Goods Act, 1930* (III of 1930), section 65 of which repealed Chapter VII of the Indian Contract Act, 1872 which provides for Sale of Goods. Later, with an amendment in 1963, the name of the Act was changed to ***The Sale of Goods Act, 1930***. The Act governs contracts relating to the sale of goods. The contracts for sale of goods are subject to the general principles of the law relating to contracts, i.e., the Indian Contract Act, 1872. A contract for sale of goods has, however, certain peculiar features such as, transfer of ownership of the goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract, conditions and warranties implied under a contract for sale of goods, etc. which are the subject matter of the provisions of the Sale of Goods Act.

### **The Specific Relief Act, 1963**

The Specific Relief Act is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. Specific performance means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

### **Negotiable Instruments Act, 1881**

In India, any negotiable instruments such as cheques are governed by this Act, Section 138 of the Act, makes dishonour of cheques a criminal offence if the cheque is dishonoured on the ground of insufficiency of funds in the account maintained by a person who draws the cheque which is punishable with imprisonment as well as fine.

### **The Registration Act, 1908 (“Registration Act”)**

The Registration Act was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

### **Indian Stamp Act, 1899 (the “Stamp Act”)**

Under the Indian Stamp Act, 1899 (the “Stamp Act”) stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments

chargeable with duty vary from state to state. Instruments chargeable to duty under the Stamp Act, which are not duly stamped, are incapable of being admitted in court as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all.

### **The Arbitration and Conciliation Act, 1996**

This act was enacted by Parliament in the Forty-seventh Year of the Republic of India to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation.

### **The Insolvency and Bankruptcy Code, 2016**

The Insolvency and Bankruptcy Code, 2016 (the “code”) cover Insolvency of individuals, unlimited liability partnerships, Limited Liability partnerships (LLPs) and companies. The Insolvency Regulator (The Insolvency and Bankruptcy Board of India) has been established to exercise regulatory oversight over (a) Insolvency Professionals, (b) Insolvency Professional Agencies and (c) Information Utilities.

### **The Consumer Protection Act, 2019**

The Consumer Protection Act provides better protection to the interests of consumers. This is enabled with the establishment of consumer councils and other authorities for the settlement of consumers’ disputes and matters connected therewith. The Consumer Protection Act protects the consumers against any unfair/restrictive trade practice that has been adopted by any trader or service provider or if the goods purchased by him suffer from any defect or deficiency. In case of consumer disputes, the same can be referred to the redressal forums set up under the Act.

### **The Payment and Settlement Systems Act, 2007**

The Act provides for the regulation and supervision of payment systems in India and to designate the Reserve Bank of India as the authority for that purpose and for matters connected therewith or incidental thereto. The Act states that no person shall commence or operate a payment system without authorization of the RBI. Legal Entity Identifier [LEI] is a unique identity code assigned to a person by an issuer for the purpose of identifying that person in such derivatives or financial transactions, as may be specified by the Reserve Bank from time to time.

### **Motor Vehicles Act, 1988 and the Central Motor Vehicle Rules, 1989; the Dadra and Nagar Haveli and Daman and Diu Motor Vehicles Tax Act, 1984**

The Motor Vehicles Act, 1988, and the Central Motor Vehicle Rules, 1989 framed thereunder aim to ensure quality, safety, and performance standards in relation to any part, component, or assembly to be used in the manufacture of automobiles. In 2019, by way of an amendment, the Central Government has introduced a mandatory recall provision for automobiles if any defects were found in the vehicle or a component of the vehicle, which were harmful to the environment, driver or occupant or other road users or which contains defects which are reported to the Central Government. Further, if a manufacturer notices a defect in a motor vehicle manufactured by them, they are required to inform the Central Government of the defect and initiate recall proceedings.

*The Dadra and Nagar Haveli and Daman and Diu Motor Vehicles Tax Act, 1984* is law relating to levy of tax on motor vehicles which is used or kept for use in the union territory of Dadra and Nagar Haveli and Daman and Diu at rates specified in the schedule annexed to the Act.

### **The Gujarat Land Revenue (Third Amendment) Act, 2019 and the Gujarat Land Revenue (Amendment) Rules 2022**

The Gujarat Land Revenue (Third Amendment) Act, 2019, and the Gujarat Land Revenue (Amendment) Rules, 2022, amend the Gujarat Land Revenue Code, 1879, which governs land revenue administration in Gujarat. Originally, the Bombay Land Revenue Code, 1879, applied to both Maharashtra and Gujarat. After the bifurcation of Bombay State in 1960, Maharashtra enacted the Maharashtra Land Revenue Code, 1966, while Gujarat continued with the Gujarat Land Revenue Code, 1879. The recent amendments aim to modernize land governance, streamline procedures for land use and revenue collection, and align with contemporary needs, including the integration of digital platforms for transparency and efficiency.

### **The Gujarat Public Premises (Eviction of Unauthorised Occupants) Act, 1973**

The Gujarat Public Premises (Eviction of Unauthorised Occupants) Act, 1973 governs the eviction of unauthorized occupants from public premises in Gujarat. It applies to properties owned or controlled by the State Government, statutory bodies, and public sector undertakings. The Act defines unauthorized occupation and provides a mechanism for eviction through a designated competent authority. This authority is empowered to issue notices, hear objections, and order eviction if the occupation is deemed unlawful. It also facilitates the recovery of damages for unauthorized use and prescribes penalties for obstruction or illegal reoccupation.

## **C. INDUSTRIAL LAWS, LABOUR AND EMPLOYMENT LAWS**

### **Industrial (Development and Regulation) Act, 1951 along with the Registration and Licensing of Industrial Undertakings Rules, 1952**

This Act has been liberalized under the New Industrial Policy dated July 24<sup>th</sup>, 1991, and all industrial undertakings have been made exempt from licensing except for certain industries such as distillation and brewing of alcoholic drinks, cigars and cigarettes of tobacco and manufactured tobacco substitutes, all types of electronic aerospace and defense equipment, industrial explosives including detonating fuses, safety fuses, gun powder, nitrocellulose and matches and hazardous chemicals and those reserved for the small scale sector. An industrial undertaking, which is exempt from licensing, is required to file an Industrial Entrepreneurs Memorandum ("IEM") with the Secretariat for Industrial Assistance, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and no further approvals are required.

The Registration and Licensing of Industrial Undertakings Rules, 1952, provides the rules for granting registration certificates and licenses to industrial undertakings. These rules are related to the Industries (Development and Regulation) Act, 1951 (IDRA), which regulates the development and control of certain industries in India. The IDRA was enacted to ensure fair competition and equitable distribution of economic opportunities.

### **The Gujarat Industrial Development Act, 1962**

The Act makes special provision for securing the orderly establishment and organisation of industries in industrial areas and industrial estates in the state of Gujarat and for the purpose of establishing commercial centres in Connection with the establishment and organisation of such industries and for that purpose to establish an Industrial Development Corporation, and for purposes connected with the matters aforesaid.

### **The Maharashtra Industrial Development Act, 1961**

The Act makes special provision for securing the orderly establishment in industrial areas and industrial estates of industries in the State of Maharashtra, and to assist generally in the organization thereof, and for that purpose to establish an Industrial Development Corporation, and for purposes connected with the matters aforesaid. It gives the state government the power to provide infrastructure to businesses, such as land, water, roads, and drainage.

### **Child Labour (Prohibition and Regulation) Act, 1986**

This statute prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. The main objective of the Child Labour (Prohibition and Regulation) Act is to regulate, prevent and protect underage children from being employed in hazardous occupations and to regulate the working conditions in other occupations.

### **The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SHWW Act")**

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 provides for the protection of women at work place and prevention of sexual harassment at work place. The Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behaviour namely, physical contact and advances or a demand or request for sexual favours or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a

woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to Rs. 50,000/- (Rupees Fifty Thousand Only).

#### **The Employees Provident Fund and Miscellaneous Provisions Act, 1952 ("EPF Act") and the schemes formulated there under ("schemes")**

The Employees Provident Funds and Miscellaneous Provisions Act, 1952 ("EPF Act") was introduced with the object to institute compulsory provident fund for the benefit of employees in factories and other establishments. The EPF Act provides for the institution of provident funds and pension funds for employees in establishments where more than 20 (twenty) persons are employed and factories specified in Schedule I of the EPF Act. Under the EPF Act, the Central Government has framed the "Employees Provident Fund Scheme", "Employees Deposit-linked Insurance Scheme" and the "Employees Family Pension Scheme". Liability is imposed on the employer and the employee to contribute to the funds mentioned above, in the manner specified in the statute. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

#### **The Employees State Insurance Act, 1948**

All the establishments to which the Employees State Insurance (ESI) Act applies are required to be registered under the Act with the Employees State Insurance Corporation. The Act applies to those establishments where 20 or more persons are employed. The Act requires all the employees of the factories and establishments to which the Act applies to be insured in the manner provided under the Act. Further, employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the ESI department. The Employees' State Insurance Rules, 1950 ensure implementation of the provisions of the Employees' State Insurance Act, 1948.

#### **The Maharashtra Shops and Establishment (Regulation of Employment and Condition of Service) Act, 2017**

The provisions of the Shops and Establishments (Regulation of Employment and Conditions of Service) Act regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of inter alia registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures, and wages for overtime work, work conditions, rules for employment of children, records maintenance, etc. Whoever, contravenes the provisions Act or the rules made there under shall be punished with fine.

#### **Factories Act, 1948**

The Factories Act, 1948 ("Factories Act") seeks to regulate labour employed in factories and makes provisions for the safety, health and welfare of the workers. The term 'factory', as defined under the Factories Act, means any premises which employs or has employed on any day in the previous 12 (twelve) months, 10 (ten) or more workers and in which any manufacturing process is carried on with the aid of power, or any premises wherein 20 (twenty) or more workmen are employed at any day during the preceding 12 (twelve) months and in which any manufacturing process is carried on without the aid of power. An occupier of a factory under the Factories Act, means the person who has ultimate control over the affairs of the factory. The occupier or manager of the factory is required to obtain a registration for the factory. The Factories Act also requires inter alia the maintenance of various registers dealing with safety, labour standards, holidays and extent of child labour including their conditions. Further, notice of accident or dangerous occurrence in the factory is to be provided to the inspector by the manager of the factory. State Government sets out rules in respect of the prior submission of plans, their approval for the registration of the establishment, and licensing of factories.

#### **The Gujarat Factory Rules, 1963**

According to the *Gujarat Factories Rules, 1963*, no building in a factory shall be constructed reconstructed or extended nor shall any manufacturing process be carried or in any building constructed or extended or taken into use as a factory or part of a factory after the date of the enforcement of this rule, unless previous permission in writing is obtained from the State

Government or the Chief Inspector. The said Rules were amended through a notification in Official Gazette in the year 2021 wherein 68-B was amended.

According to the Factories Act, any person who wants to construct, extend or take into use any building a factory in any state including Gujarat has to get prior permission from the respective authority in advance before the commencement of the manufacturing business. The Act is applicable to all factories, including State and Central Government, in the premises wherein:

- 10 or more workers are employed with the use of power.
- 20 or more workers are employed without the use of power.
- Less than 10 workers, if activity is notified by the State Government.
- Engaged in manufacturing activities.

#### **The Dadra and Nagar Haveli (Amendment) Rules 2003 and the Dadra and Nagar Haveli Factories (Amendment) Rules 2015**

The Dadra and Nagar Haveli (Amendment) Rules, 2003, and the subsequent Amendment Rules, 2015, came into force in exercise of the power conferred under Section 112 of the Factories Act, 1948 and collectively govern factory operations under the Factories Act in the Union Territory of Dadra and Nagar Haveli. These amendments focus on ensuring compliance with safety, health, and welfare standards, streamlining procedural requirements, and incorporating updates to align with evolving industrial and factory regulations.

#### **National Building Code of India, 2005; and National Building Code of India 2016**

The National Building Code of India (NBC), a comprehensive building Code, is a national instrument providing guidelines for regulating the building construction activities across the country. It serves as a Model Code for adoption by all agencies involved in building construction works be they Public Works Departments, other government construction departments, local bodies or private construction agencies. The Code mainly contains administrative regulations, development control rules and general building requirements; fire safety requirements; stipulations regarding materials, structural design and construction (including safety); building and plumbing services; approach to sustainability; and asset and facility management. The revised Code has been brought out in 2016 as National Building Code of India 2016 reflecting the state-of-the-art and contemporary applicable international practices.

#### **Maharashtra Fire Prevention and Life Safety Measures Act, 2006; Maharashtra Fire Prevention and Life Safety Rules in 2009; and Maharashtra Fire Prevention and Life Safety Measures (Amendment) Act, 2023**

The Maharashtra Fire Prevention and Life Safety Measures Act, 2006, also known as the Fire Act, is a law that establishes fire safety standards and regulations for buildings in the state of Maharashtra. Building owners must comply with these norms to obtain occupancy certificate. In the year 2009, the Maharashtra Fire Prevention and Life Safety Rules were notified by the Government of Maharashtra. These rules are in addition to the Act, and covered specific issues and procedures relating to fire inspections, license applications, and reporting, among others. The Government of Maharashtra on June 27, 2023, published the Maharashtra Fire Prevention and Life Safety Measures (Amendment) Act, 2023 to further amend the Maharashtra Fire Prevention and Life Safety Measures Act, 2006.

#### **Gujarat Fire Prevention and Life Safety Measures act, 2013; Gujarat Fire Prevention and Life Safety Measures Rules 2014; Gujarat Fire Prevention and Life Safety Measures (Amendment) Rules, 2021**

Gujarat Fire Prevention and Life Safety Measures act, 2013 is a law that provides effective provisions for the fire prevention, safety and protection of life and property for the buildings in the state of Gujarat. In 2014, Gujarat Fire Prevention and Life Safety Measures Rules were notified by the government of Gujarat. These rules are in addition to the Act, and covered specific issues and procedures relating to fire inspections, license applications, and reporting, among others. These were further amended in the year 2021 through Gujarat Fire Prevention and Life Safety Measures (Amendment) Rules, 2021 which mandates that industrial building having height more than 15 meters or more requires fire safety certificate to be obtained from the fire department.

### **The Goa, Daman and Diu Fire Force Act, 1986; Dadra and Nagar Haveli Fire Force Rules, 2002**

The Goa, Daman and Diu Fire Force Act was enacted to provide effective provisions for the fire prevention, safety and protection of life and property for the buildings in Goa, Daman and Diu. Later on this Act was extended to the Union Territory of Dadra and Nagar Haveli *vide* notification no. ADM/LAW/585/1989 dated 24<sup>th</sup> July, 1989 to make it a necessary requirement for all owners/occupiers of commercial/industrial unit and high rise building of 15 meters and above to obtain No Objection Certificate from fire Service in the Union Territory of Dadra and Nagar Haveli. Later on in the year 2002 Dadra and Nagar Haveli Fire Force Rules were notified which is in addition to the Act by the Administrator of Dadra and Nagar Haveli.

### **Industrial Employment Standing Orders Act, 1946**

The Industrial Employment Standing Orders Act, 1946 is an act of the Parliament of India that provides a framework for regulating conditions of employment in certain industries. It was enacted as a part of the post-independence labour reform efforts. The Act defines an 'industrial establishment' as one where at least 100 persons are employed at any time during the preceding 12 months. A standing order is a rule made by an employer establishing a system or method of working or regulating any aspect of employment in an industrial establishment. The standards ensure that employees have access to safe working conditions, social security benefits, education facilities etc. These agreements must be registered with a labour officer, who can enforce compliance with them.

The Industrial Employment Standing Orders Act seeks to improve the living and working conditions of workers by providing better pay and benefits such as leave, health care, etc. It also aims to ensure that employers do not abuse their power by making unilateral decisions about wages, benefits or other conditions of employment without consulting workers' representatives (if any).

### **Industrial Disputes Act, 1947**

The act was drafted to make provision for the investigation and settlement of industrial disputes and to secure industrial peace and harmony by providing mechanisms and procedures for the investigation and settlement of industrial disputes by conciliation, arbitration and adjudication which is provided under the statute.

This Act was passed with the key objective of “Maintenance of Peaceful work culture in the Industry in India” which is mentioned under the Statement of Objects & Reasons of the statute.

The Industrial Dispute Act also lays down:

1. The provision for payment of compensation to the workman on account of closure or layoff or retrenchment.
2. The procedure for prior permission of the appropriate Government for laying off or retrenching the workers or closing down industrial establishments
3. The actions to be taken against unfair labour practices on the part of an employer, a trade union or workers.

### **The other Labour laws applicable to the Company are:**

- Minimum Wages Act, 1948
- Payment of Wages Act, 1936
- Employees' Provident Funds and Miscellaneous Provisions Act, 1952
- Payment of Gratuity Act, 1972
- Payment of Bonus Act, 1965
- The Maternity Benefit Act, 1961
- The Equal Remuneration Act, 1976 And Equal Remuneration Rules, 1976
- The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986
- Apprentices Act, 1961

**The Government of India has consolidated 29 central Labour laws into four Codes Namely Code of Wages 2019, The Code on Social Security, 2020, The Industrial Relations Code, 2020 and Occupational Safety, Health and Working Conditions Code, 2020. All these codes have received the assent of President of India. Brief descriptions of each of the codes are given below:**

### **Code of Wages, 2019**

The Code aims to consolidate the laws relating to wages and bonus and matters connected therewith or incidental thereto. It received the assent of President of India on August 08, 2019. The Code contains procedure for fixing minimum wage, limit for fines and deductions in wages, minimum and maximum bonus, calculation of allocable and available surplus, as well as gender neutral consideration in fixing wages. The Code has given the power to Central Government to fix a “floor wage” and the State governments cannot fix any minimum wage less than the “floor wage”. The Code will apply to all employees. The central government will make wage-related decisions for employments such as railways, mines, and oil fields, among others. State governments will make decisions for all other employments. Wages include salary, allowance, or any other component expressed in monetary terms. This does not include bonus payable to employees or any travelling allowance, among others. The central or state government may fix the number of hours that constitute a normal working day. In case employees work in excess of a normal working day, they will be entitled to overtime wage, which must be at least twice the normal rate of wages. The Code prohibits gender discrimination in matters related to wages and recruitment of employees for the same work or work of similar nature. Work of similar nature is defined as work for which the skill, effort, experience, and responsibility required are the same.

### **The Code on Social Security, 2020**

The Code on Social Security, 2020, is a comprehensive legislation in India designed to consolidate and amend existing laws relating to social security with the aim of extending social security benefits to all employees and workers, including those in the unorganized sector. This Code merges nine existing laws: the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952; the Employees’ State Insurance Act, 1948; the Employees’ Compensation Act, 1923; the Maternity Benefit Act, 1961; the Payment of Gratuity Act, 1972; the Cine Workers Welfare Fund Act, 1981; the Building and Other Construction Workers Welfare Cess Act, 1996; the Unorganised Workers’ Social Security Act, 2008; and the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959.

The Code on Social Security, 2020, aims to create a universal social security system for all workers, including those in the gig and platform economy. It mandates the establishment of a Social Security Fund to provide benefits such as provident fund, employment injury benefits, housing, educational schemes for children, skill upgradation, funeral assistance, and old-age homes. The Code also outlines the roles and responsibilities of various bodies such as the Central Board of Trustees of the Employees’ Provident Fund and the Employees’ State Insurance Corporation in administering social security schemes. Additionally, the Code includes provisions for the registration of all employees and workers to ensure they receive their entitled benefits. It emphasizes the use of technology for the implementation and monitoring of social security schemes to improve transparency and efficiency. Employers are required to contribute to various social security funds, and the government may provide financial support to ensure the sustainability of these schemes.

### **The Industrial Relations Code, 2020**

This Code received the assent of President of India on September 28, 2020 though the implementation of the same is yet to be notified. The Code aims to streamline the laws regulating industrial disputes and trade unions in India. For the benefit of the employers, the Code has introduced various aspects such as increasing the threshold of workers to three hundred (300) for obtaining the consent of the concerned government in case of lay off, retrenchment or closure of the establishment, notice of change not required to be given subject to the conditions stipulated in the Code, increasing the wage threshold to INR 18,000 (Indian Rupees Eighteen Thousand) for exclusion from the definition of worker, etc. the Industrial Relations Code also introduces the concept of deemed certification of standing orders. The Code subsumes three labour laws relating to industrial relations, namely, the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947

### **Occupational Safety, Health and Working Conditions Code, 2020**

The Occupational Safety, Health and Working Conditions Code, 2020 (OSH Code) is one of three new labor codes that will consolidate the bulk of labor legislation in India and streamline labor compliance besides expanding the social security net for workers. This Code received the assent of President of India on September 28, 2020 though the implementation of the same is yet to be notified. Rules to implement the Code are expected to be finalized in the next few weeks.

New establishments covered by the OSH Code must register themselves (within 60 days of commencement of the Code) with registering officers appointed by the appropriate government. Establishments already registered under any other federal law will not be required to register again.

Every employer is directed to undertake the following obligations by the OSH Code:

- Ensure that the workplace is free from hazards can cause injury or occupational disease to the employees and comply with the OSH Code and the government's directions on the same;
- Provide free annual health examination or testing, free of cost, to certain classes of employees;
- Provide and maintain, as reasonably practical, a working environment that is safe and without risk to the health of the employees;
- Issue letters of appointments to employees; and
- Ensure that no charge is levied on any employee for maintenance of safety and health at workplace, including the conduct of medical examination and investigation for the purpose of detecting occupational diseases.

This Code shall subsume more than 10 labour laws including Factories Act 1948, Contract Labour Act 1970 and Mines Act 1952.

### **The Maternity Benefit Act, 1961**

The Maternity Benefit Act, 1961, as amended from time to time including by the Maternity Benefit (Amendment) Act, 2016 ("Maternity Benefit Act"), is aimed at regulating the employment of women in certain establishments for certain periods before and after childbirth and for providing for maternity benefit and certain other benefits. It applies to every establishment being a factory, mine or plantation including any such establishment belonging to the government and to every establishment wherein persons are employed for the exhibition of equestrian, acrobatic and other performances. It also applies to every shop or establishment wherein ten or more persons are employed or were employed on any day of the preceding twelve months.

According to the Maternity Benefit Act, every woman is entitled to 26 weeks of maternity leave, and her employer is liable for, the payment of maternity benefit at the rate of the average daily wage for the period of her actual absence, including the period immediately preceding the day of her delivery, the actual day of her delivery and any period immediately following that day.

### **The Equal Remuneration Act, 1976**

The Equal Remuneration Act, 1976 as amended from time to time ("Remuneration Act") aims to provide for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. According to the Remuneration Act, no employer shall pay to any worker, employed by him/ her in an establishment, a remuneration (whether payable in cash or in kind) at rates less favourable than those at which remuneration is paid by him to the workers of the opposite sex in such establishment for performing the same work or work of a similar nature.

In addition, no employer shall for complying with the foregoing provisions of the Remuneration Act, reduce the rate of remuneration of any worker. No employer shall, while making recruitment for the same work or work of a similar nature, or in any condition of service subsequent to recruitment such as promotions, training or transfer, make any discrimination against women except where the employment of women in such work is prohibited or restricted by or under any law for the time being in force.

### **The Child Labour and Adolescent (Prohibition & Regulation) Act, 1986**

The Child and Adolescent Labour (Prohibition & Regulation) Act, 1986, as amended from time to time ("Child Labour Act") was enacted to prohibit the engagement of children below the age of fourteen years and adolescents below the age of eighteen years in certain specified occupations and processes and to regulate their conditions of work in certain other employments. No child and adolescent shall be required or permitted to work in any establishment in excess of such number of hours, as may be prescribed for such establishment or class of establishments. Every child and adolescent employed in an establishment shall be allowed in each week, a holiday of one whole day, which day shall be specified by the occupier in a notice permanently

exhibited in a conspicuous place in the establishment and the occupier shall not alter the day so specified more than once in three months.

### **The Employees Compensation Act, 1923**

The Employees Compensation Act, 1923 ("EC Act"), provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the EC Act, the amount of compensation to be paid depends on the nature and severity of the injury. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees' Compensation a report regarding any fatal or serious bodily injury suffered by an employee within seven days of receiving a notice.

### **Contract Labour (Regulation and Abolition) Act, 1970**

The purpose of Contract Labour (Regulation and Abolition) Act 1970, ("CLRA") is to regulate the employment and protect the interests of the workers who are hired on the basis of individual contracts in certain establishments. In the event that any activity is outsourced, and is carried out by labourers hired on contractual basis, then compliance with the CLRA, including registration will be necessary and the principal employer will be held liable in the event of default by the contractor to make requisite payments towards provident fund etc.

## **D. ENVIRONMENTAL LAWS**

### **Environment Protection Act, 1986 and Environment (Protection) Rules, 1986 ("Environment Rules") and Guidelines to regulate and control ground water extraction in India, 2020 as amended in 2023**

The Environmental Protection Act, 1986 is an "umbrella" legislation designed to provide a framework for coordination of the activities of various central and state authorities established under various laws. The potential scope of the Act is broad, with "environment" defined to include water, air and land and the interrelationships which exist among water, air and land, and human beings and other living creatures, plants, micro-organisms and property.

The Environment Rules were notified by the Central Government, in exercise of its powers under the Environment Act. Pursuant to the Environment Rules, every person who carries on an industry, operation or process requiring consent under Water (Prevention and Control of Pollution) Act, 1974 or Air (Prevention and Control of Pollution) Act, 1981, shall submit to the concerned Pollution Control Board ("PCB") an environmental statement for that financial year in the prescribed form.

The Environment Impact Assessment Notification 2006, under India's Environment Protection Act, 1986, mandates environmental assessments for projects with potential ecological impacts. It requires prior Environmental Clearance (EC) for activities in sectors like industry, infrastructure, and mining. Projects are categorized into Category A (central-level appraisal) and Category B (state-level appraisal) based on their environmental impact. The process involves Screening, Scoping, Public Consultation, and Appraisal, ensuring public participation and sustainable development.

For a wire manufacturing unit, the notification applies if the unit's operations involve significant use of resources, hazardous chemicals, or emissions affecting air, water, or soil quality. Depending on the scale and impact, such units might require EC, ensuring compliance with environmental norms and sustainable practices before establishment or expansion.

The Guidelines to regulate and control Groundwater Extraction ensure sustainable use through mandatory registration and NOCs for industries and commercial users. Areas are categorized as safe, semi-critical, critical, or over-exploited based on groundwater levels. Exemptions may apply to agriculture and rural drinking water. Monitoring mechanisms track extraction and ensure compliance. Violations attract penalties to prevent over-extraction and misuse. These measures balance development needs with groundwater sustainability.

### **Water (Prevention and Control of Pollution) Act, 1974**

The Water (Prevention and Control of Pollution) Act, 1974 prohibits the discharge of pollutants into water bodies beyond a given standard, and lays down penalties for non-compliance. The Water Act also provides that the consent of the State Pollution

Control Board must be obtained prior to opening of any new outlets or discharges, which is likely to discharge sewage or effluent.

#### **The Water (Prevention and Control of Pollution) Cess Act, 1977**

Provides for the levy and collection of a cess on water consumed by persons carrying on certain industries and by local authorities, with a view to augment the resources of the Central Board and the State Boards for the prevention and control of water pollution constituted under the Water (Prevention and Control of Pollution) Act, 1974.

#### **Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”)**

The Air Act aims to prevent, control and abate air pollution, and stipulates that no person shall, without prior consent of the relevant state pollution control board, establish or operate any industrial plant which emits air pollutants in an air pollution control area. Such person also cannot discharge or cause or permit to be discharged the emission of any air pollutant in excess of the standards laid down by the State Boards. The central pollution control board and the state pollution control boards constituted under the Water Act perform similar functions under the Air Act as well. 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 Noise Pollution (Regulation & Control) Rules 2000 (“Noise Regulation Rules”)**

The Noise Regulation Rules regulate noise levels in industrial, commercial and residential zones. The Noise Regulation Rules also establish zones of silence of not less than 100 meters near schools, courts, hospitals, etc. The rules also assign regulatory authority for these standards to the local district courts. Penalty for non-compliance with the Noise Regulation Rules shall be under the provisions of the Environment (Protection) Act, 1986.

### **E. TAX LAWS**

#### **Income Tax Act, 1961**

The Income Tax Act, 1961 deals with the taxation of individuals, corporate, partnership firms and others. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act. Filing of returns of Income is compulsory for all assesses. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act.

#### **The Central Goods and Services Tax Act, 2017**

The Central Goods and Services Tax Act, 2017 received assent of the President on 12th April 2017 and came into force from 1st July 2017. Goods and Service Tax (GST) is an indirect tax levied on the supply of goods and services. This law has replaced many indirect tax laws that previously existed in India such as Service tax, Central Excise Act, Entry Tax, Octroi, Additional customs duty and other draconian indirect taxes. There are 3 taxes applicable under this system- CGST, SGST, IGST.

**CGST:** is collected by the Central Government on an intra-state sale;

**SGST:** Collected by the State Government on an intra-state sale;

**UTGST:** Collected by the Central Government on a sale within the respective Union Territories.

**IGST:** Collected by the Central Government for inter-state sale.

**Following laws which have been subsumed in GST Acts were applicable to the Company till 30th June 2017 and shall remain applicable here after as stated in the GST ACTS.**

#### **Customs Act, 1962**

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any

Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code).

**The Union Territory Goods and Services Tax Act, 2017; and Union Territory Goods and Services Tax (Dadra and Nagar Haveli) Rules, 2017**

The Union Territory Goods and Services Tax Act, 2017 (UTGST Act) governs the implementation of GST in Union Territories without legislatures, such as Dadra and Nagar Haveli. It complements the CGST Act, ensuring the levy and collection of taxes on intra-UT supplies of goods and services. It applies to transactions within the Union Territory. The tax is collected by the Union Territory administration and shared with the central government.

**The Gujarat State Tax on Professions, Trades, Callings and Employments Act, 1976**

The Gujarat Professional Tax Act, 1976 mandates the collection of professional tax from individuals engaged in professions, trades, callings, and employment within Gujarat. Employers must deduct the tax from employees' salaries and deposit it with the state government, while self-employed individuals are required to pay it directly. The tax is levied based on income slabs, with a maximum limit of ₹2,500 annually. Employers must obtain a Professional Tax Registration Certificate (PTRC), and self-employed individuals must secure a Professional Tax Enrollment Certificate (PTEC). Exemptions include senior citizens, disabled persons, and those below the income threshold. Non-compliance results in penalties and interest charges, and the Commercial Tax Department oversees its enforcement.

**The Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975**

The **Maharashtra Professional Tax Act, 1975** regulates the levy of professional tax on individuals engaged in professions, trades, employments, and businesses in Maharashtra. Employers are responsible for deducting the tax from salaries and remitting it, while self-employed individuals must register and pay directly. The tax is based on income slabs, with a maximum annual limit of ₹2,500. Returns and payments must be made monthly or annually as applicable. Non-compliance results in penalties and interest. Certain groups, such as senior citizens and individuals with disabilities, are exempt. The Act generates state revenue and is administered by the Profession Tax Officer.

**F. FOREIGN REGULATIONS**

**The Foreign Trade (Development & Regulation) Act, 1992**

The Foreign Trade (Development & Regulation) Act, 1992 [herein after FTA], provides for the development and regulation of foreign trade by facilitating imports into and augmenting exports from India and for matters connected therewith or incidental thereto. As per the provisions of the FTA, the Government: (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorised to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorised to appoint a 'Director General of Foreign Trade' for the purpose of the Act, including formulation and implementation of the Export-Import Policy. FTA read with the Indian Foreign Trade Policy inter-alia provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

**Foreign Exchange Management Act, 1999 (“the FEMA”) and Rules and Regulations thereunder**

Export of goods and services outside India is governed by the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”), read with the applicable regulations. The Foreign Exchange Management (Export of goods and services) Regulations, 2000 have been superseded by the Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 (“Export of Goods and Services Regulations 2015”) issued by the RBI on January 12, 2016 [last amended on June 23, 2017]. The RBI has also issued a Master Circular on Export of Goods and Services. The export is governed by these Regulations which make provisions such as declaration of exports, procedure of exports as well as exemptions.

## **Foreign Trade Policy 2023**

Foreign Trade Policy 2023 The Central Government of India in exercise of powers conferred under Section 5 of the Foreign Trade (Development & Regulation) Act, 1992 (No. 22 of 1992) [FT (D&R) Act], as amended, has notified Foreign Trade Policy (FTP) 2023 which is effective from April 01, 2023, and shall continue to be in operation unless otherwise specified or amended. It provides for a framework relating to export and import of goods and services. All exports and imports made up to 31.03.2023 shall, accordingly, be governed by the relevant FTP, unless otherwise specified.

## **G. INTELLECTUAL PROPERTY LAWS**

### **The Trademarks Act, 1999 (“Trademarks Act”)**

Under the Trademarks Act, a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trade mark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewal fee.

## **HISTORY AND CORPORATE STRUCTURE**

### **Brief History and Background of our Company:**

Our Company was incorporated on March 24, 2000 as “Systematic Intel Industries Limited” a Public Limited Company under the provisions of the Companies Act, 1956 pursuant to a Certificate of Incorporation issued by the Registrar of Companies, Mumbai bearing registration number 11-125313. We commenced commercial operations pursuant to a Certificate for Commencement of Business dated November 14, 2002 issued by the Registrar of Companies, Mumbai. Thereafter, our Company was converted into a private limited company, pursuant to a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on May 20, 2003 and consequently, the name of our Company was changed from “Systematic Intel Industries Limited” to “Systematic Intel Industries Private Limited” vide a fresh Certificate of Incorporation consequent upon Change of Name was issued by the Registrar of Companies, Mumbai dated August 01, 2003. Further, a fresh Certificate of Registration of the Special Resolution consequent upon Alteration of Object Clause(s) dated September 10, 2003 issued by Registrar of Companies, Mumbai.

Thereafter, pursuant to a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on April 09, 2012, the name of our Company was changed from “Systematic Intel Industries Private Limited” to “Systematic Industries Private Limited” vide a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Mumbai vide certificate on April 26, 2012 bearing U25200MH2000PTC125313. Subsequently, our Company was converted into a public limited company, pursuant to a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on November 12, 2024 and consequently, the name of our Company was changed from “Systematic Industries Private Limited” to “Systematic Industries Limited” vide a fresh Certificate of Incorporation consequent upon Conversion to public company dated December 06, 2024, issued to our Company by the Registrar of Companies, Central Processing Centre, Manesar bearing U25200MH2000PLC125313. Further, a fresh Certificate of Registration of the Special Resolution consequent upon Alteration of Object Clause(s) dated March 27, 2025 issued by the Registrar of Companies, Central Processing Centre, Manesar, bearing CIN: U27320MH2000PLC125313.

Rajendra Jaganprasad Agrawal, Subhash Rameshchand Mittal, Siddharth Rajendra Agarwal, Rashmi Mittal, Udit Subhash Mittal, Satya Rajendra Agrawal and Shruti Agrwal were the initial subscribers to the Memorandum of Association of our Company. Siddharth Rajendra Agarwal and Satya Rajendra Agrawal are the current Promoters of our Company. For further details of our promoters please refer the chapter titled ***“Our Promoters and Promoter Group”*** beginning on page 205 of this Red Herring Prospectus.

### **Corporate profile of our Company:**

For information on our Company’s profile, activities, products, services, market, growth, technology, managerial competence, capacity built-up, standing with reference to prominent competitors, major vendors and suppliers, please refer the sections titled ***“Our Business”, “Industry Overview”, “Our Management”, “Financial information of the Company” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations”*** on pages 139, 118, 188, 211 and 265 respectively of this Red Herring Prospectus.

### **Our Locations:**

<b>Registered Office</b>	418, 4 <sup>th</sup> Floor, Nirmal Corporate Center, L.B.S. Marg, Mulund (West), Mumbai - 400080, Maharashtra, India.
<b>Factory-I</b>	Survey No. 269, Village Sayli, Silvassa, Dadra & Nagar Haveli – 396230, UT of Dadra & Nagar Haveli and Daman & Diu, India.
<b>Factory-II</b>	Survey No. 172/P, Near Kanadi Phatak, Village Naroli, Silvassa, Dadra & Nagar Haveli – 396235, UT of Dadra & Nagar Haveli and Daman & Diu, India.
<b>Factory-III</b>	174/1/2, Village Umerqui, Silvassa, Dadra & Nagar Haveli – 396230, UT of Dadra & Nagar Haveli and Daman & Diu, India.
<b>Factory-IV</b>	Plot No. 1717 to 1734, G.I.D.C., Village Sarigam, Tal. Umbergaon, Valsad – 396155, Gujarat, India.

For Details on other locations of our Company, please see chapters titled, ***“Our Business”*** beginning on page 139 of this Red Herring Prospectus.

### Changes in the Registered Office of our Company:

Except as stated below, there has not been any change in the address of the Registered Office of our Company since incorporation till the date of filing of this Red Herring Prospectus:

Effective Date of change	From	To	Reason for Change
Upon Incorporation	5, Hetal Apartments, Netaji Subhash Road, Mulund (West), Mumbai-400080, Maharashtra, India.		
October 27, 2007	5, Hetal Apartments, Netaji Subhash Road, Mulund (West), Mumbai - 400080, Maharashtra, India.	111, 1st Floor, Runwal Heights, L. B. S. Marg, Mulund (West), Mumbai - 400080, Maharashtra, India.	For ease of administrative purposes
May 31, 2015	111, 1st Floor, Runwal Heights, L. B. S. Marg, Mulund (West), Mumbai - 400080, Maharashtra, India.	418, Nirmal Corporate Center, 4th Floor, L.B.S. Marg, Mulund (West), Mumbai-400080, Maharashtra, India.	For administrative & operational efficiency and better infrastructure

### Main Objects of our Company:

The main objects of our Company, as set forth in our Memorandum of Association of our Company, are as follows:

1. To carry on the business in India and/or elsewhere as manufacturers, processors, exporters, importers, traders, designers, agents, dealers, distributors, buyers, sellers, developers, consultants, experts, assemblers, and providers of erection and commissioning services of wires, cables, and related products, including but not limited to power cables, conductors, optical fibre cables (OFC), optical ground wires (OPGW), aluminium clad steel (ACS), mild steel wires (MS Wires), galvanized wires (GI Wires), steel wires, wire rods, tapes, strips, flats, aluminium rods/wires, copper rods/wires, ferrous and non-ferrous metals, alloy steel, stainless steel, reinforced and polymer-laminated materials, aluminium tapes, chrome-plated products and other wire-related components; to manufacture, process, and trade in electronic and electromechanical components, equipment, subsystems, systems, and materials, including electronic circuits and allied products; to engage in the business of materials, components, and equipment related to power transmission, substations, power generation, and telecommunication as manufacturers, marketers, traders, and original equipment manufacturers (OEMs); and to act as an engineering, procurement, and construction (EPC) contractor for projects in power transmission, and related infrastructure, alternate energy source systems, telecommunication, equipment, systems packages, consoles and devices of various forms, computer and industrial process control equipment, spares and parts, medical electronic equipment, avionics equipment, optical fibre network and optical equipment solutions, and any kind of software for all the above applications, and also to render services.

The main objects as contained in the MOA enable our Company to carry on the business presently being carried out and the activities proposed to be undertaken pursuant to the objects of this Offer.

### Amendments to the Memorandum of Association of our Company:

Except as stated below there has been no change in the Memorandum of Association of our Company since its Incorporation:

Date of Meeting	Type of Meeting	Nature of Amendments
May 20, 2003	EGM	<p><b><u>Alteration in Name Clause pursuant to conversion:</u></b></p> <p>Our Company was converted from a public limited company to a private limited company, and consequently the name of our Company was changed from “Systematic Intel Industries Limited” to “Systematic Intel Industries Private Limited”.</p> <p>Clause I of the Memorandum of Association was amended to reflect the conversion of our Company from a public limited company to a private limited company.</p>
May 20,	EGM	<b><u>Alteration of the Capital Clause:</u></b>

2003		<p>To alter the existing clause V of the Memorandum of Association of the Company be renumbered as clause V (a) and the following sub-clause (b) be inserted after the said Clause V (a) of the Memorandum of Association:</p> <p>(b) The paid-up Capital of the Company shall be minimum of Rs. One Lakh Only.</p>
August 14, 2003	EGM	<p><b><u>Alteration in Objects Clause:</u></b></p> <p>To delete the sub clause 20 of Clause III (B) The Object Incidental or Ancillary to the Attainment of the Main Object of the Memorandum of Association (MoA) of the Company as follows:</p> <p>20. To furnish and provide deposits and guarantee funds required in relation to any tender or applications for any contract, concessions, decree, enactments, property, or privilege or in relation to the carrying out of any contract, concession decree or enactment.</p>
April 09, 2012	EGM	<p><b><u>Alteration in Name Clause pursuant to Change of Name:</u></b></p> <p>Clause I of the Memorandum of Association was amended to reflect change in name “Systematic Intel Industries Private Limited” to “Systematic Industries Private Limited” and a fresh Certificate of Incorporation consequent upon Change of Name was issued by the Registrar of Companies, Maharashtra, Mumbai vide certificate dated April 26, 2012.</p>
September 27, 2024	EGM	<p>Adoption of new set of Memorandum of Association as per Companies Act, 2013.</p>
September 27, 2024	EGM	<p><b><u>Clause V of our Memorandum of Association was amended to reflect:</u></b></p> <p>Increase in the authorized share capital of the Company from ₹100.00 Lakhs divided into 10,00,000 Equity Shares of ₹10/- each to ₹2500.00 Lakhs divided into 2,50,00,000 Equity Shares of ₹10/- each.</p>
November 12, 2024	EGM	<p><b><u>Alteration in Name Clause pursuant to conversion:</u></b></p> <p>Our Company was converted from a private limited company to a public limited company, and consequently the name of our Company was changed from “Systematic Industries Private Limited” to “Systematic Industries Limited”.</p> <p>Clause I of the Memorandum of Association was amended to reflect the conversion of our Company from a private limited company to a public limited company.</p>
December 23, 2024	EGM	<p><b><u>Alteration in Objects Clause:</u></b></p> <p>To alter the existing sub clause 1 of clause III(A) of the main objects of the Company was deleted and substituted with the following new sub clause 1 as under:</p> <p>To carry on the business in India and/or elsewhere as manufacturers, processors, exporters, importers, traders, designers, agents, dealers, distributors, buyers, sellers, developers, consultants, experts, assemblers, and providers of erection and commissioning services of wires, cables, and related products, including but not limited to power cables, conductors, optical fibre cables (OFC), optical ground wires (OPGW), aluminium clad steel (ACS), mild steel wires (MS Wires), galvanized wires (GI Wires), steel wires, wire rods, tapes, strips, flats, aluminium rods/wires, copper rods/wires, ferrous and non-ferrous metals, alloy steel, stainless steel, reinforced and polymer-laminated materials, aluminium tapes, chrome-plated products and other wire-related components; to manufacture, process, and trade in electronic and electromechanical components, equipment, subsystems, systems, and materials, including electronic circuits and allied products; to engage in the business of materials, components, and equipment related to power transmission, substations, power generation, and telecommunication as manufacturers, marketers, traders, and original equipment manufacturers (OEMs); and to act as an engineering, procurement, and construction (EPC)</p>

		contractor for projects in power transmission, and related infrastructure, alternate energy source systems, telecommunication, equipment, systems packages, consoles and devices of various forms, computer and industrial process control equipment, spares and parts, medical electronic equipment, avionics equipment, optical fibre network and optical equipment solutions, and any kind of software for all the above applications, and also to render services.
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### Major Key Events, Milestone and Achievements of our Company:

The table below sets forth some of the key events, milestones in our history since its incorporation:

Effective Date/ F.Y.	Key Events / Milestone / Achievements
March 24, 2000	Incorporation of our Company as a public limited company under the name “Systematic Intel Industries Limited” under the Companies Act, 1956.
August 01, 2003	Conversion of Company from Public Limited to Private Limited Company i.e. Systematic Intel Industries Private Limited
FY 2002-03	Commencement of commercial production in Factory situated at Sayli, Silvassa.
FY 2011-12	Crossed Revenue of ₹100 crores
April 26, 2012	Change in the name of our Company from “Systematic Intel Industries Private Limited” to “Systematic Industries Private Limited”.
FY 2017-18	Crossed Revenue of ₹200 crores
FY 2019-20	Commencement of commercial production in Factory situated at Naroili, Silvassa
FY 2021-22	Commencement of commercial production in Factory situated at Umerqui, Silvassa
FY 2022-23	Won Certificate of Recognition as One Star Export House from Ministry of Commerce and Industry.
FY 2022-23	Commencement of commercial production in Factory situated at G.I.D.C., Umbergaon, Valsad.
FY 2023-24	Crossed Revenue of ₹350 crores
December 06, 2024	Conversion of the Company from Private Limited to Public Limited Company.

### Key Awards, Certifications, Accreditations and Recognitions

For Key Awards, Certifications, Accreditations, please refer to the section “**Business Overview**” on Page no 139 of this Red Herring Prospectus.

### Other details about our Company:

For details regarding the description of our Company’s activities, products, market, growth, awards & recognitions, capacity, locations, technology, marketing strategy, competition and our customers, managerial competence, standing with reference to prominent competitors, launch of key products, entry in new geographies or exit from existing markets, major distributors and customers, segment, marketing and competition, please refer to the chapters titled “**Our Business**”, “**Management’s Discussion and Analysis of Financial Conditions and Results of Operations**” and “**Basis for Offer Price**” on pages 139, 265 and 109 respectively of this Red Herring Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled “**Our Management**” and “**Capital Structure**” beginning on page 188 and 82 of this Red Herring Prospectus respectively.

### Capital Raising (Debt / Equity):

For details in relation to our capital raising activities through equity, please refer to the chapter titled “**Capital Structure**” beginning on page 82 of this Red Herring Prospectus. For details of our Company’s debt facilities, see “**Statement of Financial Indebtedness**” on page 261 of this Red Herring Prospectus.

### Changes in activities of our Company during the last five (5) Years:

There has not been any change in the activity of our Company during the last five (5) years preceding the date of this Red Herring Prospectus.

### **Revaluation of assets**

Our Company has neither revalued its assets nor has issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves in the last ten years.

### **Our Holding Company:**

As on the date of this Red Herring Prospectus, our Company is not a subsidiary of any company.

### **Our Subsidiary Company**

As on the date of this Red Herring Prospectus, Our Company does not have any Subsidiary Company.

### **Our Associates Company:**

Our Company does not have any Associate Company as on the date of this Red Herring Prospectus.

### **Joint Ventures:**

The Company has not formed any joint ventures as on the date of this Red Herring Prospectus.

### **Details regarding Acquisition of Business/Undertakings, Mergers, Amalgamation, Revaluation of Assets etc.**

Except as disclosed in this Red Herring Prospectus, our Company has not made any material acquisitions or divestments of any business or undertakings, mergers, amalgamation or revaluation of assets in the last 10 years preceding the date of this Red Herring Prospectus.

### **Injunction or Restraining Order:**

Except as disclosed in the section titled *“Outstanding Litigation and Material Developments”* beginning on page 275 of this Red Herring Prospectus, there are no injunctions/restraining orders that have been passed against the Company.

### **Number of shareholders of our Company:**

Our Company has 10 (Ten) shareholders as on the date of this Red Herring Prospectus. For further details on the shareholding pattern of our Company, please refer to the chapter titled *“Capital Structure”* beginning on page 82 of this Red Herring Prospectus.

### **Changes in the Management:**

For details of change in Management, please see chapter titled *“Our Management”* on page 188 of this Red Herring Prospectus.

### **Agreement with Key Managerial Personnel, Senior Management Personnel or Directors or Promoters or any other employee of the Company:**

There are no agreements entered into by Key Managerial Personnel, Senior Management Personnel or Directors or Promoters or any other employee, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

### **Agreement that may impact the management or control of our Company or impose any restriction or create any liability upon our Company**

As of the date of this Red Herring Prospectus, there are no agreements entered into by the Shareholders, Promoters, Promoter Group entity, Related Parties, Directors, KMPs, employees of our Company, among themselves or with our Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of our Company or impose any restriction or create any liability upon our Company, whether or not

our Company is a party to such agreements.

**Shareholders Agreements:**

There are no subsisting shareholder's agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same as on the date of this Red Herring Prospectus.

**Collaboration Agreements:**

As on date of this Red Herring Prospectus, Our Company is not a party to any collaboration agreements.

**Material Agreement:**

Our Company has not entered into any subsisting material agreements including with strategic partners, joint venture partners and/or financial partners, entered into, other than in the ordinary course of business of the Company.

**Strategic or Financial Partners:**

Except as disclosed in this Red Herring Prospectus, Our Company does not have any strategic or financial partners as on the date of this Red Herring Prospectus.

**Time and Cost Overruns in Setting up Projects:**

There has been no time / cost overrun in setting up projects by our Company.

**Defaults or Rescheduling of Borrowings with Financial Institutions/Banks:**

There have been no defaults or rescheduling of borrowings with any financial institutions/banks as on the date of this Red Herring Prospectus.

**Other Agreements:**

**a) Non-Compete Agreement:**

Our Company has entered into a Non-Compete Agreement dated May 09, 2025, with its group companies, namely Veritas Industries Private Limited and Wire Brigade Industries Private Limited. Under this agreement, each entity has identified its respective areas of business operations and have agreed not to compete with each other in their respective business domains.

**b) Joint Venture Agreement:**

Our Company has not entered into any Joint Venture Agreement as on the date of filing of this Red Herring Prospectus.

## **OUR MANAGEMENT**

### **Board of Directors:**

Under Articles of Association of our Company, the number of directors shall not be less than 3 (three) and not be more than 15 (Fifteen), subject to the applicable provisions of the Companies Act, 2013.

As of the date of this Red Herring Prospectus, we have 5 (Five) Directors on our Board, which includes 1 (One) Managing Director, 1 (One) Whole Time Director, 1 (One) Non-Executive Director, and 2 (Two) Independent Directors, out of which, Board of Directors comprises of Two (2) woman directors. The present composition of our Board and its committees is in accordance with the corporate governance requirements prescribed under the Companies Act and the SEBI Listing Regulations.

The following table sets forth details regarding our Board as of the date of this Red Herring Prospectus:

<b>Name, Designation, Age, Date of Birth, Address, Experience, Occupation, Qualifications, Current term, Period of Directorship and DIN</b>	<b>Other Directorships</b>
<b>Name:</b> Siddharth Rajendra Agarwal <b>Designation:</b> Chairman & Managing Director <b>Age:</b> 47 years <b>Date of Birth:</b> January 10, 1978 <b>Address:</b> A/3, Surbhi, Model Town, B R Road, Mulund West, Mumbai – 400080, Maharashtra, India. <b>Experience:</b> 24 years <b>Occupation:</b> Business <b>Qualification:</b> Post Graduate Diploma in Management (PGDM) <b>Current Term:</b> Re-designated as Chairman & Managing Director for a period of 3 years, w.e.f. January 30, 2025 and liable to retire by rotation <b>Period of Directorship:</b> since incorporation <b>DIN:</b> 00515410	<b>Company:</b> <ul style="list-style-type: none"> <li>• Siddhant Ispat Private Limited</li> <li>• Veritas Industries Private Limited</li> <li>• Wire Brigade Industries Private Limited</li> </ul>
<b>Name:</b> Vikas Navin Hegde <b>Designation:</b> Whole Time Director <b>Age:</b> 37 years <b>Date of Birth:</b> May 24, 1988 <b>Address:</b> C-5-2-4-2 Panchsheel Apartment, Sector 1A, Near Gavaskar Maidan, CBD Belapur, Konkan Bhavan, Thane – 400614, Maharashtra, India. <b>Experience:</b> 14 years <b>Occupation:</b> Business <b>Qualification:</b> Bachelor of Engineering (Mechanical) <b>Current Term:</b> Re-designated as Whole Time Director for a period of 3 years, w.e.f. January 30, 2025 and liable to retire by rotation <b>Period of Directorship:</b> w.e.f. November 06, 2024 <b>DIN:</b> 10827553	Nil
<b>Name:</b> Satya Rajendra Agrawal <b>Designation:</b> Non-Executive Director <b>Age:</b> 71 years <b>Date of Birth:</b> March 20, 1954 <b>Address:</b> A/3, Surbhi, Model Town, B R Road, Mulund West, Mumbai – 400080, Maharashtra, India. <b>Experience:</b> 10 Years <b>Occupation:</b> Business <b>Qualification:</b> Qualified Ten (X <sup>th</sup> ) Standard	<b>Company:</b> <ul style="list-style-type: none"> <li>• Siddhant Ispat Private Limited</li> <li>• Veritas Industries Private Limited</li> <li>• Wire Brigade Industries Private Limited</li> </ul>

<p><b>Current Term:</b> Appointed as Non-Executive Director of the Company, w.e.f. December 01, 2015 and shall be liable to retire by rotation.  <b>Period of Directorship:</b> w.e.f. December 01, 2015  <b>DIN:</b> 01063343</p>	
<p><b>Name:</b> Bhagwan Das  <b>Designation:</b> Independent Director  <b>Age:</b> 69 Years  <b>Date of Birth:</b> May 15, 1956  <b>Address:</b> A/102, Silver Birch, Vasant Garden, Mulund West, Mumbai – 400080, Maharashtra, India.  Rajasthan, India.  <b>Experience:</b> More than 30 years  <b>Nationality:</b> Indian  <b>Occupation:</b> Service  <b>Qualification:</b> Bachelor of Science (B.Sc.)  <b>Current Term:</b> Appointed as Independent Director of the Company for a period of 5 years, w.e.f. January 15, 2025 and shall not be liable to retire by rotation  <b>Period of Directorship:</b> 5 years  <b>DIN:</b> 10875356</p>	<p>Nil</p>
<p><b>Name:</b> Archana Surendra Yadav  <b>Designation:</b> Independent Director  <b>Age:</b> 48 years  <b>Date of Birth:</b> December 30, 1976  <b>Address:</b> A-42, Dahisar Pavitra CHS, B/H Parbat Nagar, Ovaripada, Dahisar – East, Mumbai – 400068, Maharashtra, India.  <b>Experience:</b> 15 years  <b>Nationality:</b> Indian  <b>Occupation:</b> Practicing Chartered Accountant  <b>Qualification:</b> Chartered Accountant  <b>Current Term:</b> Appointed as Independent Director of the Company for a period of 5 years, w.e.f. January 15, 2025 and shall not be liable to retire by rotation  <b>Period of Directorship:</b> 5 years  <b>DIN:</b> 07335198</p>	<p><b>Company:</b></p> <ul style="list-style-type: none"> <li>• J. Kumar Infraprojects Limited</li> <li>• V2 Retail Limited</li> <li>• Resonance Specialties Limited</li> <li>• V2 Smart Manufacturing Private Limited</li> </ul>

**Brief Profile of Directors:**

- 1) **Siddharth Rajendra Agarwal**, is the Chairman & Managing Director of our Company. He is also one of the Promoters of our Company and has been associated with our Company since its incorporation. He holds a Post Graduate Diploma in Management from S.P. Jain Institute of Management & Research (SPJIMR), Mumbai, Maharashtra in the year 2000. He has an overall experience of 24 years in steel wire and cable industry. He is playing vital role in formulating business strategies and effective implementation of the same. He is currently involved in managing the overall business operations of the Company including business planning & development, Production & Operations, Customer Relationship Management, Accounts & Finance, Secretarial, Legal operations & Compliance of our Company.
- 2) **Vikas Navin Hegde**, is the Whole Time Director of our Company. He had originally joined our Company as Senior Manager in 2019 and has been promoted as Whole Time Director in our Company w.e.f. January 30, 2025. He holds the degree in Bachelor of Engineering in Mechanical from University of Mumbai, Maharashtra in the year 2010. He holds a Post Graduate Diploma in Management with specialisation in Finance from Institute of Technology & Management (ITM)-

Business School at navi Mumbai in the year 2014. He has an overall experience of 14 years. He is currently involved in Production & Operations, Quality Control, Design & development. His experience and exposure help the Board to take appropriate strategic decisions in the current competitive business era.

- 3) **Satya Rajendra Agrawal**, is the Non-Executive Director of our Company. She is also one of the Promoters of our Company and has been associated with our Company since December 01, 2015 and Regularized as Director September 30, 2016. She has passed Ten (X<sup>th</sup>) Standard from Board of Secondary Education Rajasthan, Ajmer in the year 1969. She has an overall experience of around 10 years.
- 4) **Bhagwan Das** is an independent director of our Company. He holds a bachelor's degree in science from Gorakhpur University, Uttar Pradesh in 1977. He also holds a Post Graduate Diploma in Material Management from Annamalai University Chidambaram, Tamil Nadu in 1986. He holds a post qualification work experience more than 30 years.
- 5) **Archana Surendra Yadav** is an Independent Director of our Company. She is a Qualified Member of Institute of Chartered Accountants of India in 2004. She holds a Post Graduate Diploma in Management (PGDBM) from Xavier Institute of Management, Bhubaneshwar. She has further cleared Forensic Audit & Fraud Detection Course by ICAI in January 2017. She is dynamic professional with more than 15 years of experience.

#### **Confirmations:**

As on the date of this Red Herring Prospectus:

- a) None of our Directors have held or currently hold directorship in any listed company whose shares have been or were suspended from being traded on any of the stock exchanges in the five years preceding the date of filing of this Red Herring Prospectus with the SEBI, during the term of his/ her directorship in such company.
- b) Further, none of our Directors of our Company are or were associated in the capacity of a director with any listed company which has been delisted from any stock exchange(s) at any time in the past.
- c) None of our Directors have been identified as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of SEBI (ICDR) Regulation 2018 and there are no violations of securities laws committed by them in the past and no prosecution or other proceedings for any such alleged violation are pending against them.
- d) Neither Company nor our Directors are declared as fugitive economic offenders as defined in Regulation 2(1) (p) of the SEBI ICDR Regulations, and have not been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.
- e) None of our Directors have been debarred from accessing capital markets by the Securities and Exchange Board of India. Additionally, none of our directors are or were, associated with any other company which is debarred from accessing the capital market by the Securities and Exchange Board of India.

#### **Nature of any family relationship between any of the Directors:**

The following Directors of the Company are related to each other within the meaning of Section 2 (77) of the Companies Act, 2013. Details of which are as follows:

Sr. No.	Name of the Director	Relationship with other Directors
1.	Siddharth Rajendra Agarwal	Son of Satya Rajendra Agrawal
2.	Satya Rajendra Agrawal	Mother of Siddharth Rajendra Agarwal

#### **Arrangements with major Shareholders, Customers, Suppliers or Others:**

We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which any of our Directors were selected as Director or member of the senior management.

#### **Service Contracts:**

The Directors of our Company have not entered into any service contracts with our company which provides for benefits upon termination of their employment.

### **Borrowing Powers of the Board of Directors**

Pursuant to Special Resolution passed in the Extra Ordinary General Meeting of our Company held on December 23, 2024, consent of the members of our Company was accorded to the Board of Directors of our Company in accordance with Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, for borrowing, from time to time, any sum or sums of money, as it may considered fit for the business of the Company on such terms and conditions and with or without security as the Board may deem fit and expedient in the interests of the Company, notwithstanding that the money to be borrowed together with the money already borrowed by our Company (apart from temporary loans obtained or to be obtained from our Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of our Company, its free reserves (that is to say, reserves not set apart for any specific purpose) and securities premium provided that the maximum amount of monies so borrowed or to be borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's banker in the ordinary course of business) shall not at any given point of time to exceed in the aggregate of ₹200 crores (Rupees Two Hundred Crores Only).

### **Compensation of our Managing Director & Whole-time Directors**

The compensation payable to our Managing Director and Whole-time Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2(54), 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force).

### **The following compensation has been approved for Managing Director & Whole time Director:**

#### **Siddharth Rajendra Agarwal: Chairman & Managing Director**

Pursuant to the resolutions passed by our Board and our Shareholders on January 29, 2025 and January 30, 2025 respectively, the designation of Siddharth Rajendra Agarwal changed to Chairman & Managing Director for a period of three years with effect from January 30, 2025 at a remuneration of upto ₹10,00,000 per month, which includes, basic salary, dearness allowance, perquisites and other allowances or any other combination thereof. The remuneration has been approved for a period of 3 years with effect from January 30, 2025.

#### **Vikas Navin Hegde: Whole Time Director**

Pursuant to the resolutions passed by our Board and our Shareholders on January 29, 2025 and January 30, 2025 respectively, the designation of Vikas Navin Hegde changed to Whole Time Director for a period of three years with effect from January 30, 2025 at a remuneration of upto ₹3,50,000 per month, which includes, basic salary, dearness allowance, perquisites and other allowances or any other combination thereof. The remuneration has been approved for a period of 3 years with effect from January 30, 2025.

### **Payments or benefits to Directors:**

### **The remuneration/ Compensation paid to our Directors:**

Except mentioned below, no other current directors have received remuneration during the fiscal year 2024-25:

<b>Name of Directors</b>	<b>Amount (Rs. in lakhs)</b>
Siddharth Rajendra Agarwal	32.00
Vikas Navin Hegde	8.35*
Satya Rajendra Agrawal	Nil

\* Vikas Navin Hegde had originally joined our Company as Senior Manager in 2019 and has been promoted as additional Director w.e.f. November 06, 2024 and further, re-designated as Whole Time Director for a period of 3 years, w.e.f. January 30, 2025. Hence, his salary includes five months' salary for FY 2024-25.

### Bonus or Profit-Sharing plan for our Directors:

We have no bonus or profit sharing plan for our Directors.

### Sitting Fees:

Pursuant to the provision of section 197(5) of the Companies Act, 2013 read with the rule 4 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the remuneration payable in terms of sitting fees to the Directors (including Independent Directors) of the Company, such sum as may be decided by the Board of Directors which shall not exceed ₹1,00,000/- (Rupees One Lakh Only) per meeting of the Board or Committee thereof. Our Board of Directors have resolved in their meeting dated January 22, 2025 for payment of an amount of upto ₹25,000 (Rupees Twenty-Five Thousand Only) each for attending the Board Meeting and Committee meeting thereof, attended by such director.

In Fiscal 2024, our Company has not paid any compensation or granted any benefit on an individual basis to any of our directors (including contingent or deferred compensation) other than the sitting fees and/or commission paid to them for such period.

### Shareholding of our Directors as on the date of this Red Herring Prospectus: -

Sr. No.	Name of the Directors	No. of Shares held	Holding in %
1.	Siddharth Rajendra Agarwal	1,51,21,217	89.99
2.	Satya Rajendra Agrawal	1,52,150	0.91
3.	Vikas Navin Hegde	1,700	0.01
	<b>Total</b>	<b>1,52,75,067</b>	<b>90.91</b>

*None of the Independent Directors of the Company holds any Equity Shares of Company as on the date of this Red Herring Prospectus.*

We do not have Subsidiary Company as defined under Section 2(87) of the Companies Act, 2013.

Our Articles of Association do not require our Directors to hold any qualification Equity Shares in the Company.

### INTEREST OF DIRECTORS

All the Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them under the Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company. For further details, please refer to Chapter titled ***"Our Management"*** beginning on page 188 of this Red Herring Prospectus.

Our Directors may also be regarded as interested to the extent of their shareholding and dividend payable thereon, if any, and to the extent of Equity Shares, if any held by them in our Company or held by their relatives. Further our Directors are also interested to the extent of unsecured loans, if any, given by them to our Company or by their relatives or by the companies/ firms in which they are interested as directors/Members/Partners. Further our Directors are also interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/Members/Partners and for the details of Personal Guarantee given by the Directors towards Financial facilities of our Company please refer to ***"Statement of Financial Indebtedness"*** on page 261 of this Red Herring Prospectus.

Except as stated otherwise in this Red Herring Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of this Red Herring Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them.

Except as stated in this section ***"Our Management"*** or the section titled ***"Financial information of the Company –Note- Y-Related Party Disclosure"*** beginning on page 188 and 251 respectively of this Red Herring Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in our business.

### Interest in the property of Our Company:

Our Directors do not have any interest in any property acquired/rented by our Company in a period of two years before filing of this Red Herring Prospectus or proposed to be acquired by us as on date of this Red Herring Prospectus.

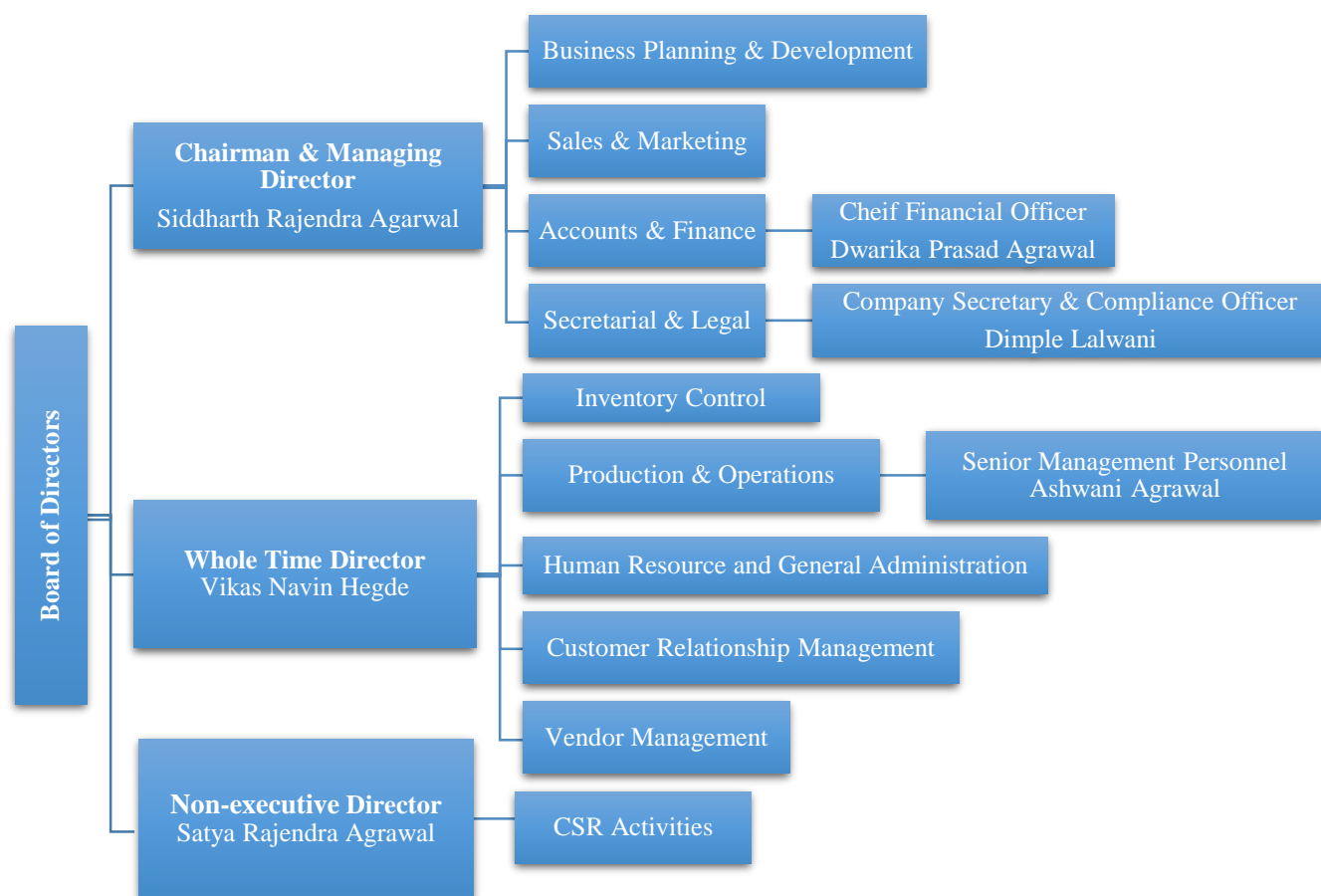
**Changes in Board of Directors in last (3) Three Years**

Except as mentioned hereunder, there is no change in Board of Directors of the Company in last 3 three years: -

<b>Sr. No.</b>	<b>Name of Directors</b>	<b>Date of Change</b>	<b>Reason for Change</b>	<b>Reasons for Change</b>
1.	Siddharth Rajendra Agarwal	January 30, 2025	Re-designated as Chairman & Managing Director	To comply with the provisions of the Companies Act 2013 and to ensure better Corporate Governance
2.	Vikas Navin Hegde	November 06, 2024	Appointed as Additional Director	
		January 30, 2025	Regularized as Director	
		January 30, 2025	Re-designated as Whole Time Director	
3.	Bhagwan Das	January 15, 2025	Appointed as Independent Director	
4.	Archana Surendra Yadav	January 15, 2025	Appointed as Independent Director	

## **MANAGEMENT ORGANISATION STRUCTURE**

The following chart depicts our Management Organization Structure: -



## **COMPLIANCE WITH CORPORATE GOVERNANCE**

In addition to the applicable provisions of the Companies Act, 2013, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and SEBI (ICDR) Regulations, 2018 in respect of corporate governance will be applicable to our Company immediately upon the listing of our Company's Equity Shares on Stock Exchanges. We are in compliance with the requirements of corporate governance with respect to composition of Board and constitution of the committees of the Board, including the Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee, by our Company and formulation and adoption of policies, as prescribed under the SEBI Listing Regulations. Our Board undertakes to take all necessary steps to continue to comply with all the requirements of Listing Regulations and the Companies Act, 2013.

Our Board has been constituted in compliance with the Companies Act, the SEBI (LODR) Regulations. The Board of Directors function either as a full board or through various committees constituted to oversee specific operational areas.

Our Board of Directors consist of five (5) Directors of which two (2) are Independent Directors and we have two (2) women directors on the Board. In compliance with Section 152 of the Companies Act, 2013, not less than two thirds of the Directors (excluding Independent Directors) are liable to retire by rotation.

### **Committees of the Board:**

The Board of Directors functions either as a full board or through various committees constituted to oversee specific operational areas. In addition to the Committees detailed below, our Board of Directors may, from time to time constitute Committees for various functions.

Details of the Committees as on the date of this Red Herring Prospectus are set forth below

#### **1. Audit Committee**

Our Company at its Board Meeting held on January 22, 2025 has constituted an Audit Committee ("Audit Committee") in compliance with the provisions of the Section 177 of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The constituted Audit Committee comprises following members:

<b>Name of the Directors</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Bhagwan Das	Chairman	Independent Director
Archana Surendra Yadav	Member	Independent Director
Siddharth Rajendra Agarwal	Member	Managing Director

The Company Secretary of the Company shall act as a Secretary to the Audit Committee. The scope and function of the Audit Committee and its terms of reference shall include the following:

#### **A. Tenure:**

The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

#### **B. Meetings of the Committee:**

The audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum for audit committee meeting shall either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors. The Chairman of the Audit Committee shall attend the Annual General Meeting of the Company to furnish clarifications to the shareholders on any matter relating to accounts.

#### **C. Role and Powers:**

The audit committee shall have powers to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing Regulations; and to have full access to information contained in records of Company.

**D. Scope and terms of reference:**

The Role of Audit Committee together with its powers as per Part C of Schedule II of SEBI Listing Regulation, 2015 and Companies Act, 2013 shall be as under:

- (a) oversight of Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (b) recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- (c) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (d) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - i. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - ii. changes, if any, in accounting policies and practices and reasons for the same;
  - iii. major accounting entries involving estimates based on the exercise of judgment by management;
  - iv. significant adjustments made in the financial statements arising out of audit findings;
  - v. compliance with listing and other legal requirements relating to financial statements;
  - vi. disclosure of any related party transactions; and
  - vii. modified opinion(s) in the draft audit report.
- (e) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (f) 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 or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;
- (g) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (h) approval or any subsequent modification of transactions of the Company with related parties;
- (i) scrutiny of inter-corporate loans and investments;
- (j) valuation of undertakings or assets of the Company, wherever it is necessary;
- (k) evaluation of internal financial controls and risk management systems;
- (l) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (m) 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;
- (n) discussion with internal auditors of any significant findings and follow up there on;
- (o) 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;
- (p) 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;
- (q) 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;
- (r) to review the functioning of the whistle blower mechanism;
- (s) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (t) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding ₹100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
- (u) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;

- (v) carrying out any other functions and roles as provided under the Companies Act, the SEBI Listing Regulations, SEBI ICDR Regulations, each as amended and other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties; and
- (w) to carry out such other functions as may be specifically referred to the Audit Committee by the Board and/or other committees of directors of the Company.

The Audit Committee shall mandatorily review the following information:

- (a) management discussion and analysis of financial condition and results of operations;
- (b) management letters / letters of internal control weaknesses issued by the statutory auditors;
- (c) internal audit reports relating to internal control weaknesses;
- (d) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- (e) statement of deviations:
  - i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations, as amended.
  - ii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI Listing Regulations, as amended.
- (x) Such information as may be prescribed under the Companies Act, and the rules thereunder, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended.

## **2. Nomination and Remuneration Committee**

Our Company at its Board Meeting held on January 22, 2025 has constituted the Nomination and Remuneration Committee in compliance with the provisions of Section 178, Schedule V and all other applicable provisions of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The constituted Nomination and Remuneration Committee comprises following members:

<b>Name of the Directors</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Bhagwan Das	Chairman	Independent Director
Archana Surendra Yadav	Member	Independent Director
Satya Rajendra Agrawal	Member	Non-Executive Director

The scope and function of the Committee and its terms of reference shall include the following:

### **A. Tenure:**

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

### **B. Meetings:**

The committee shall meet as and when the need arises, subject to at least one meeting in a year. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance. The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries.

### **C. Scope and terms of reference:**

The terms of reference of the Nomination and Remuneration Committee as per Regulation 19 and Part D of Schedule II of SEBI Listing Regulations and Companies Act, 2013 shall be as under:

- (a) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees.
- (b) for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - (i) use the services of an external agencies, if required;
  - (ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - (iii) consider the time commitments of the candidates.

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

- i. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
  - ii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - iii. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- (c) formulation of criteria for evaluation of performance of independent directors and the Board;
- (d) devising a policy on Board diversity;
- (e) 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 their appointment and removal and specify the manner for effective evaluation of performance of the Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;
- (f) Extending or continuing the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- (g) Recommending to the board, all remuneration, in whatever form, payable to senior management;
- (h) Analysing, monitoring and reviewing various human resource and compensation matters, including the compensation strategy;
- (i) Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
- (j) Recommending the remuneration, in whatever form, payable to non-executive directors and the senior management personnel and other staff (as deemed necessary);
- (k) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- (l) Administering, monitoring and formulating detailed terms and conditions of the Employees Stock Option Scheme(s) of the Company;
- (m) Framing suitable policies and systems to ensure that there is no violation, as amended from time to time, of any securities laws or any other applicable laws in India or overseas, including:
  - i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and
  - ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended;
- (n) Performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Companies Act, each as amended or other applicable law or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties;
- (o) Performing such functions as are required to be performed by the Compensation Committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

- (p) engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
- (q) Performing such other functions as may be necessary or appropriate for the performance of its duties.

### 3. Stakeholders Relationship Committee

Our Company at its Board Meeting held on January 22, 2025 has approved the constitution of the Stakeholders Relationship Committee in compliance with the provisions of the Section 178(5) and all other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The constituted Stakeholders Relationship Committee comprises the following:

Name of the Directors	Status in Committee	Nature of Directorship
Bhagwan Das	Chairman	Independent Director
Archana Surendra Yadav	Member	Independent Director
Siddharth Rajendra Agarwal	Member	Managing Director

The scope and function of the Stakeholder Relationship Committee and its terms of reference shall include the following:

#### A. Tenure:

The Stakeholder Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholder Relationship Committee as approved by the Board.

#### B. Meetings:

The Stakeholder Relationship Committee shall meet at least once in a year, and shall report to the Board on a quarterly basis regarding the status of re-dressal of the complaints received from the shareholders of the Company. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. The Chairperson of the Stakeholders Relationship Committee shall be present at the annual general meetings to answer queries of the security holders.

#### C. Scope and terms of reference:

The terms of reference of the Stakeholders Relationship Committee as per Regulation 20 and Part D of Schedule II of SEBI Listing Regulations, 2015 and Companies Act, 2013 shall be as under:

- 1) Redressal of all security holders' and investors' grievances such as complaints related to transfer/transmission of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, dematerialisation and re-materialisation of shares, nonreceipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, issue of new/duplicate certificates, general meetings, etc., assisting with quarterly reporting of such complaints and formulating procedures in line with statutory guidelines to ensure speedy disposal of various requests received from shareholders;
- 2) Resolving the grievances of the security holders of the Company including complaints related to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
- 3) Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and rematerialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
- 4) Reviewing the adherence to the service standards by the Company with respect to various services rendered by the registrar and transfer agent of our Company and to recommend measures for overall improvement in the quality of investor services;
- 5) Review of measures taken for effective exercise of voting rights by shareholders;
- 6) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar & share transfer agent;
- 7) To approve allotment of shares, debentures or any other securities as per the authority conferred / to be conferred to the Committee by the Board of Directors from time to time;

- 8) To approve requests for transfer, transposition, deletion, consolidation, sub-division, change of name, dematerialization, rematerialisation etc. of shares, debentures and other securities;
- 9) To monitor and expedite the status and process of dematerialization and rematerialisation of shares, debentures and other securities of the Company;
- 10) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company; and
- 11) Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
- 12) To approve, register, refuse to register transfer or transmission of shares and other securities;
- 13) To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
- 14) To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
- 15) To perform such functions as may be delegated by the Board and to further delegate all or any of its power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).
- 16) performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations and the Companies Act or other applicable law or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

#### 4. Corporate Social Responsibility Committee

Our company has pursuant to the provisions of Section 135 of the Companies Act 2013 and Schedule VII re-constituted a Corporate Social Responsibility Committee of the Board of Directors vide Resolution dated January 22, 2025. The Corporate Social Responsibility Committee comprises the following:

Name of the Directors	Status in Committee	Nature of Directorship
Siddharth Rajendra Agarwal	Chairman	Managing Director
Vikas Navin Hegde	Member	Whole Time Director
Bhagwan Das	Member	Independent Director

The Corporate Social Responsibility Committee role and responsibilities shall be as provided under section 135 of the Companies Act, 2013 shall be as under:

- a) To formulate and recommend to the board, a corporate social responsibility policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act and the rules made thereunder, monitor the implementation of the same from time to time and make any revisions therein as and when decided by the Board;
- b) To identify corporate social responsibility policy partners and corporate social responsibility policy programmes;
- c) To review and recommend the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;
- d) To formulate and recommend to the Board, an annual action plan in pursuance to the Corporate Social Responsibility Policy, which shall include the following, namely:
  - the list of Corporate Social Responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in the Schedule VII of the Companies Act, 2013;
  - the manner of execution of such projects or programmes as specified in Rule 4 of the Companies (Corporate Social Responsibility Policy) Rules, 2014;
  - the modalities of utilization of funds and implementation schedules for the projects or programmes;
  - monitoring and reporting mechanism for the projects or programmes; and
  - details of need and impact assessment, if any, for the projects undertaken by the company.

Provided that the Board may alter such plan at any time during the financial year, as per the recommendations of the Corporate Social Responsibility Committee, based on the reasonable justification to that effect.
- e) To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;
- f) To disclose the contents of such a policy in its report and to place it on the company's website;

- g) To review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes; and
- h) To perform such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company and exercise such other powers as may be conferred upon the CSR Committee in terms of the provisions of Section 135 of the Companies Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 or other applicable law.”

## KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

Our Company is supported by a team of professionals having exposure to various operational aspects of our business. A brief detail about the Key Managerial Personnel & and Senior Management Personnel of our Company is provided below:

Name, Designation, Educational Qualification & Term of office	Age (Years)	Year of joining	Compensation paid for F.Y. ended 2023-24 (Amount in Rs. Lakhs)	Overall experience (in years)	Previous employment
<b>Siddharth Rajendra Agarwal</b> <b>Designation:</b> Chairman & Managing Director <b>Educational Qualification:</b> Post Graduate Diploma in Management (PGDM) <b>Term of office:</b> For a period of 3 years, w.e.f. January 30, 2025 and liable to retire by rotation	47	2000	32.00	24	-
<b>Vikas Navin Hegde</b> <b>Designation:</b> Whole Time Director <b>Educational Qualification:</b> Bachelor of Engineering (Mechanical) <b>Term of office:</b> For a period of 3 years, w.e.f. January 30, 2025 and liable to retire by rotation	37	2024	-*	14	Savoir Faire Management Services Private Limited
<b>Dwarika Prasad Agrawal</b> <b>Designation:</b> Chief Financial Officer <b>Educational Qualification:</b> Chartered Accountant	40	2022	-#	13	Resonance Specialties Limited
<b>Dimple Lalwani</b> <b>Designation:</b> Company Secretary and Compliance Officer <b>Educational Qualification -</b> Company Secretary	27	2025	-	3	TMF Services India Private Limited
<b>Ashwani Agrawal</b> <b>Designation:</b> General Manager – Operations <b>Educational Qualification -</b> Master of Human Resource Management	44	2005	-^	20	-

\* Vikas Navin Hegde had originally joined our Company as Senior Manager in 2019 and has been promoted as add. Director w.e.f. November 06, 2024 and re-designated as Whole Time Director in our Company w.e.f. January 30, 2025.

# Dwarika Prasad Agrawal had joined the company in year 2022 and was looking after accounts and finance activities of the company and re-designated as Chief Financial Officer vide Board meeting dated December 19, 2024.

^ Ashwani Agrawal had joined the company in year 2005 and was looking after Human resource management, General Administration & Operation activities of the company and re-designated as Senior Management Personnel vide Board meeting dated April 15, 2025.

## BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL:

**Siddharth Rajendra Agarwal, Chairman & Managing Director:**

For details in relation to the biography of our Chairman & Managing Director, see the Chapter titled **“Our Management - Brief profile of our Directors”** at page 188 of this Red Herring Prospectus.

**Vikas Navin Hegde, Whole Time Director:**

For details in relation to the biography of our Whole Time Director, see the Chapter titled **“Our Management - Brief profile of our Directors”** at page 188 of this Red Herring Prospectus.

**Dwarika Prasad Agrawal, Chief Finance Officer:**

**Dwarika Prasad Agrawal**, aged 40 years, is the Chief Financial Officer of our Company. He is an Associate Member of the Institute of Chartered Accountants of India and also holds Bachelor's degree in Commerce (B. Com) from Jiwaji University, Gwalior in 2005. He has a work experience of 13 years in the field of Finance, Accounts, Taxation & Statutory Compliances. He has been associated with our Company since May 2022 as Account and Finance Manager and was promoted to the position of a Chief Financial Officer with effect from December 19, 2024. He looks after all the accounts and finance activities of our Company.

**Dimple Lalwani, Company Secretary and Compliance Officer:**

**Dimple Lalwani**, aged 27 years, is the Company Secretary and Compliance Officer of our Company. She was appointed w.e.f. January 01, 2025. She is a qualified Company Secretary and an associate member of the Institute of Company Secretaries of India. She holds Bachelor's Degree in commerce from Shree M.P. Shah Municipal Commerce College, Jamnagar, Gujarat in the year 2018. She has experience of 3 years in the field of secretarial and corporate law compliances. She is responsible for undertaking various functions in our Company including corporate governance and secretarial matters and ensuring conformity with the regulatory provisions applicable to our company.

**Ashwani Agrawal, Senior Management Personnel:**

**Ashwani Agrawal**, aged 44 years, is a General Manager in Operations department of our Company. He has completed Master's Degree in Human Resource Management from Mohan Lal Sukhadia University, Udaipur. He has an experience of approx. 20 years and has been actively involved in the general operations of the Company and is currently overseeing and controlling the overall commercial operations of the Company. He was appointed as the Plant Head – Operations of our Company on May 25, 2005 and was re-designated as a Senior Management Personnel with effect from April 15, 2025.

**We confirm that:**

- a) All the persons named as our Key Managerial Personnel and Senior Management Personnel above are the permanent employees of our Company.
- b) There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned Key Managerial Personnel and Senior Management Personnel have been recruited.
- c) None of our KMPs except Siddharth Rajendra Agarwal and Vikas Navin Hegde are also part of the Board of Directors.
- d) In respect of all above mentioned Key Managerial Personnel and Senior Management Personnel there has been no contingent or deferred compensation accrued for the financial year ended March 31, 2025.
- e) Except for the terms set forth in the appointment letters, the Key Managerial Personnel and Senior Management Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
- f) Our Company does not have any bonus/profit sharing plan for any of the Key Managerial Personnel and Senior Management Personnel.
- g) None of the Key Managerial Personnel and Senior Management Personnel hold any shares of our Company as on the date of filing of this Red Herring Prospectus except as under.

Sr. No.	Name of the KMP's/ SMP's	No of shares held
1.	Siddharth Rajendra Agarwal	1,51,21,217
2.	Vikas Navin Hegde	1,700
3.	Dwarika Prasad Agrawal	1,700

	<b>Total</b>	<b>1,51,24,617</b>
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**Nature of any family relationship between Key Managerial Personnel (KMP's) and Senior Management Personnel (SMP's)**

None of our Key Management Personnel and Senior Management Personnel are related to each other, within the meaning of section 2(77) of the Companies Act, 2013

**Payment of benefits to officers of Our Company (non-salary related)**

Except as disclosed in this Red Herring Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards super-annuation, ex-gratia/rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards the Provident fund, Gratuity fund and Employee State Insurance

**Changes in the Key Managerial Personnel and Senior Management Personnel in last three years:**

There have been no changes in the Key Managerial Personnel and Senior Management Personnel of our Company during the last 3 (three) year except as stated below:

<b>Sr. No.</b>	<b>Name of Directors/ KMP's/ SMP's</b>	<b>Designation (at the time of appointment/ Change in designation/ Cessation)</b>	<b>Date of Appointment/ Change in designation/ Cessation</b>	<b>Reasons</b>
1.	Siddharth Rajendra Agarwal	Re-designated as Chairman & Managing Director	January 30, 2025	To comply with the provisions of the Companies Act 2013 and to ensure better Corporate Governance
2.	Vikas Navin Hegde	Re-designated as Whole Time Director	January 30, 2025	
3.	Dwarika Prasad Agrawal	Re-designated as Chief Financial Officer	December 19, 2024	
4.	Dimple Lalwani	Appointed as Company Secretary and Compliance Officer	January 01, 2025	
5.	Ashwani Agrawal	Designated as Senior Management Personnel	April 15, 2025	

**Interest of our Key Managerial Personnel and Senior Management Personnel**

Apart from the shares held in the Company held by Dwarika Prasad Agrawal to the extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company, none of our Key Managerial Personnel and Senior Management Personnel are interested in our Company. For details, please refer section titled "*Financial information of the Company – Note- Y - Related Party Disclosures*" beginning on page 251 of this Red Herring Prospectus.

**Interest of our KMP's & SMP's in the property of our Company**

Except as disclosed in chapter titled "*Our Management*" beginning on page 188 of this Red Herring Prospectus, Our KMP's and SMP's do not have any interest in any property acquired by our Company in a period of two years before the filing of this Red Herring Prospectus or proposed to be acquired by us as on the date of filing the Red Herring Prospectus with Registrar of Companies.

**Details of the Service Contracts of the Key Managerial Personnel and Senior Management Personnel**

Except for the terms set forth in the appointment letters, the Key Managerial Personnel and Senior Management Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

**Loans given/availed by Directors / Key Managerial Personnel / Senior Management Personnel of our Company**

For details of unsecured loan taken from or given to our Directors/KMP's / Senior Management Personnel and for details of transaction entered by them in the past please refer to ***“Note - Y – Related Party Disclosure”*** page 251 of this Red Herring Prospectus.

**Employee Stock Option Plan ('ESOP')/ Employee Stock Purchase Scheme ('ESPS Scheme')/ Stock Appreciation Rights Scheme (SARs) to Employees**

Presently, we do not have Employee Stock Option Plan (ESOP)/ Employee Stock Purchase Scheme (ESPS)/ Stock Appreciation Rights Scheme (SARs) for our employees.


## **OUR PROMOTERS & PROMOTER GROUP**


### **Our Promoters:**

As on the date of this Red Herring Prospectus, the Promoters of our Company are Siddharth Rajendra Agarwal and Satya Rajendra Agrawal.

As on date of this Red Herring Prospectus, our Promoters, collectively, hold 1,52,73,367 Equity Shares in our Company, representing 90.90% of the pre-Offer, subscribed and paid-up equity share capital of our Company. For details of the build-up of the Promoter's shareholding in our Company, please see "***Capital Structure***" on page 82 of this Red Herring Prospectus.

### ***Brief Profile of our Promoters are as under:***

<b>Siddharth Rajendra Agarwal - Chairman &amp; Managing Director</b>	
	<p><b>Siddharth Rajendra Agarwal</b>, aged 46 years, is the one of the founding Promoter of the Company. He is currently designated as Chairman &amp; Managing Director of the company.</p> <p>For details of his residential address, date of birth, educational qualifications, experience in business or employment, business and financial activities, special achievements, positions/posts held in the past and other directorships, see "<b><i>Our Management</i></b>" on page 188 of this Red Herring Prospectus.</p> <p><b>Other ventures of our Promoter</b> – Except as disclosed below and set out in the chapter titled '<b><i>Our Management</i></b>', our Promoters are not involved with any other venture, as a Shareholder/ Stakeholder, Proprietor, Partner, Promoters or Director.</p> <p><b>PAN:</b> AAQPA2970H.</p> <p>For details of his shareholding, please see "<b><i>Capital Structure</i></b>" on page 82 of this Red Herring Prospectus.</p>

<b>Satya Rajendra Agrawal - Non-Executive Director</b>	
	<p><b>Satya Rajendra Agrawal</b>, aged 71 years, is the one of the founding Promoter of the Company. She is currently designated as Non-Executive Director of the company.</p> <p>For details of her residential address, date of birth, educational qualifications, experience in business or employment, business and financial activities, special achievements, positions/posts held in the past and other directorships, see "<b><i>Our Management</i></b>" on page 188 of this Red Herring Prospectus.</p> <p><b>Other ventures of our Promoter</b> – Except as disclosed below and set out in the chapter titled '<b><i>Our Management</i></b>', our Promoters are not involved with any other venture, as a Shareholder/ Stakeholder, Proprietor, Partner, Promoters or Director.</p> <p><b>PAN:</b> AGXPP8562H.</p> <p>For details of her shareholding, please see "<b><i>Capital Structure</i></b>" on page 82 of this Red Herring Prospectus.</p>

### **Confirmations/Declarations:**

Our Company undertakes that the details of Permanent Account Number, Bank Account Number(s), Aadhar Card Number, Driving License Number and Passport Number of our Individual Promoters will be submitted at the time of submission of this Red Herring Prospectus with Stock Exchange for listing of the securities of our Company on SME Platform of BSE ("***BSE SME***").

None of our Promoters or Promoter Group or Group Company or person in control of our Company has been:

- prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority or;
- have not been declared as a fugitive economic offender under the provisions of Section 12 of the Fugitive Economic Offenders Act, 2018.
- refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.
- No material regulatory or disciplinary action is taken by any by a stock exchange or regulatory authority in the past one year in respect of our Promoters, Group Company and Company promoted by the Promoters of our company.
- There are no defaults in respect of payment of interest and principal to the debenture / bond / fixed deposit holders, banks, FIs by our Company, our Promoters, Group Company and Company promoted by the Promoters during the past three years.
- None of our Promoters and Promoter group has been declared as “Fraudulent Borrowers” by the lending banks or financial institutions or consortium, in terms of RBI Circular dated July 01, 2016.
- The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group company and Company promoted by the Promoters is disclosed in the chapter titled ***“Outstanding Litigations and Material Developments”*** beginning on page 275 of this Red Herring Prospectus.
- None of our Promoters, person in control of our Company is or have ever been a Promoters, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

**Change in the control of our Company:**

Our Promoters are the original promoters of our Company and there has not been any change in the control of our Company in the five years immediately preceding the date of this Red Herring Prospectus.

**Interest of our Promoters:**

**a) Interest in promotion and shareholding of Our Company**

Our Promoters are interested in the promotion of our Company and also to the extent of their shareholding and shareholding of their relatives, from time to time, for which they are entitled to receive dividend payable, if any, and other distribution in respect of the Equity Shares held by them and their relatives. As on the date of this Red Herring Prospectus, our Promoters, Siddharth Rajendra Agarwal and Satya Rajendra Agrawal have collectively holds 1,52,73,367 Equity Shares in our Company i.e. 90.90% of the pre-Offer, subscribed and paid-up equity share capital of our Company. Our Promoters may also be deemed to be interested to the extent of the remuneration, as per the terms of their appointment and reimbursement of expenses payable to them for the rent, purchase and sale transactions.

For details, please refer to ***Note -Y- “Related Party Transactions”*** beginning on page 251 of this Red Herring Prospectus. For details regarding the shareholding of our Promoters in our Company, please see ***“Capital Structure”*** on page 82 of this Red Herring Prospectus.

**b) Interest in the property of Our Company**

Except as stated in the heading titled “Properties” under the chapter titled ***“Our Business”*** and ***“Financial Information of the Company”*** beginning on page 139 and 211 respectively, of this Red Herring Prospectus, our Promoters have confirmed that they do not have any interest in any property acquired by our Company within three years preceding the date of this Red Herring Prospectus or proposed to be acquired by our Company as on the date of this Red Herring Prospectus.

Further, other than as mentioned in the chapter titled ***“Our Business”*** beginning on page 139 of this Red Herring Prospectus, our Promoters does not have any interest in any transaction with respect to the acquisition of land, construction of building or

supply of machinery or any other contract, agreement or arrangement entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

**c) Interest in our Company arising out of being a member of a firm or company**

Our Promoters are not interested as member of a firm or company where any sum has been paid or agreed to be paid to him or to such firm or company in cash or shares or otherwise by any person either to induce such person to become, or qualify him as a director, or otherwise for services rendered by him or by such firm or company in connection with the promotion or formation of our Company.

**d) In transactions for acquisition of land, construction of building and supply of machinery**

None of our Promoters or Directors is interested in any transaction for the acquisition of land, construction of building or supply of machinery.

**e) Other Interests in our Company**

For transactions in respect of loans and other monetary transactions entered in past please refer *Note - Y* on “*Related Party Transactions*” on page 251 forming part of “*Financial Information of the Company*” of this Red Herring Prospectus.

Further, our Promoters may be interested to the extent of personal guarantees given by them in favour of the Company, for the details of Personal Guarantee given by Promoters towards Financial facilities of our Company please refer to “*Statement of Financial Indebtedness*” and “*Financial Information of Our Company*” on page 261 and 211 respectively of this Red Herring Prospectus.

**Payment or Benefits to our Promoters and Promoter Group during the last two years:**

Except as stated in this chapter and the benefits mentioned in the related party transactions as per AS-18 there has been no payment of any amount of benefits to our Promoters or the members of our Promoter Group during the last two years from the date of this nor is there any intention to pay or give any benefit to our Promoters or Promoter group as on the date of this. For further details, please refer to the paragraph “*Compensation of our Managing Director*” in the chapter titled “*Our Management*” beginning on page 191 also refer *Note - Y* on “*Related Party Transactions*” on page 251 forming part of “*Financial Information of the Company*” and Paragraph on “*Interest of Promoters*” in chapter titled “*Our Promoters and Promoter Group*” on page 205 of this Red Herring Prospectus.

**Material Guarantees**

Except as stated in the “*Financial Indebtedness*” and “*Financial Information of the Company*” beginning on pages 261 and 211 of this Red Herring Prospectus. our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Red Herring Prospectus. However, our Promoters have provided personal guarantees to lender banks on behalf of the Company for the loans availed by the Company, which remain outstanding as of the date of this Red Herring Prospectus.

**Details of Companies / Firms from which our Promoters have disassociated in the last three years**

Our Promoters have not disassociated themselves from any companies, firms or entities during the last three years preceding the date of this Red Herring Prospectus.

**Other ventures of our Promoters**

Save and except as disclosed in this section titled “*Our Promoters & Promoter Group*” and “*Our Group Companies*” beginning on page 205 and 296 respectively, of this Red Herring Prospectus, there are no ventures promoted by our Promoters in which they have any business interests/ other interests.

### **Outstanding Litigations details pertaining to our Promoters**

There is no other outstanding litigation against our Promoters and defaults made by the Promoters, except as disclosed in the section titled “**Risk Factors**” and chapter titled “**Outstanding Litigations and Material Developments**” beginning on page 36 and 275 respectively, of this Red Herring Prospectus.

### **Experience of Promoters in the line of business of our Company**

Our Promoter, Siddharth Rajendra Agarwal has an experience of around 24 Years in the same line of Business. The Company shall also endeavor to ensure that relevant professional help is sought as and when required in the future.

### **Related Party Transactions**

Except as stated in “**Note- Y- Related Party Transactions**” beginning on page 251 of this Red Herring Prospectus, and as stated therein, our Promoters or any of the Promoter Group entities do not have any other interest in our business.

### **OUR PROMOTER GROUP**

Apart from our Promoters, as per Regulation 2(1)(pp) of the SEBI (ICDR) Regulation, 2018, the following individuals and entities shall form part of our Promoter Group:

#### **1) Natural Persons who are part of the Promoter Group:**

As per Regulation 2(1)(pp)(ii) of the SEBI (ICDR) Regulations, 2018, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoter) are as follows:

Relationship with the Promoter	Name of the Relatives	
	Siddharth Rajendra Agarwal	Satya Rajendra Agrawal
Father	Rajendra Jaganprasad Agrawal	*Late Baburam Bajaj
Mother	Satya Rajendra Agrawal	*Late Shanno Devi Prasad
Spouse	Shweta Siddharth Agarwal	Rajendra Jaganprasad Agrawal
Brother	-	*Late Vedprakash Gupta
Sister	Shruti Agrwal	*Late Vedvati Agrawal
Son	Krishna Siddharth Agarwal & Arjun Siddharth Agarwal	Siddharth Rajendra Agarwal
Daughter	-	Shruti Agrwal
Spouse’s Father	Satyanarayan Gopilal Kabra	*Late Jagan Prasad Agarwal
Spouse’s Mother	Saritadevi Satyanarayan Kabra	*Late Leeladevi Agrawal
Spouse’s Brother	Varun Satyanarayan Kabra	-
Spouse’s Sister	Vandana Rajen Gandhi	Deepika Bansal, ^Radha Agrawal & Mithlesh Mittal

\* Deceased.

^ PAN not applied.

#### **2) Companies/Corporate Entities or Firms forming part of the Promoter Group:**

As per Regulation 2(1)(pp)(iv) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

Sr. No.	Nature of Relationship	Name of Entities
1.	Any Body Corporate in which 20% or more of the Equity Share Capital is held by Promoters or an immediate relative of the Promoters or a firm or Hindu Undivided Family (HUF) in which	<ul style="list-style-type: none"> <li>Siddhant Ispat Private Limited</li> <li>Veritas Industries Private Limited</li> <li>Wire Brigade Industries Private Limited</li> <li>Systematic Steel Industries Private Limited</li> </ul>

	Promoters or any one or more of his immediate relatives are a member.	
2.	Any Body Corporate in which a body corporate as provided in (A) above holds twenty per cent. or more, of the equity share capital; and	-
3.	Any Hindu Undivided Family or firm in which the aggregate share of the Promoters and their relatives is equal to or more than twenty percent of the total capital;	<ul style="list-style-type: none"><li>• S R Agrawal HUF</li><li>• M/s Agrawal Ventures (Partnership Firm)</li><li>• M/s Redragaa (Partnership Firm)</li><li>• M/s Rockkragaa (Partnership Firm)</li></ul>

**3) Other persons included in Promoter Group:**

None of other persons forms part of promoter group for the purpose of shareholding of the Promoter Group under Regulation 2(1) (pp)(v) of SEBI (ICDR) Regulations 2018.

### **DIVIDEND POLICY**

Under the Companies Act, 2013, our Company can pay dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Articles of Association of our Company. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both.

The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial year except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013. All Dividends upon recommendation by our Board of Directors and approved by the shareholders at the General Meeting will be paid to credit of registered shareholders by way of cheque or warrant or in any electronic mode.

Our Company does not have a formal dividend policy for declaration of dividend in respect of Equity shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not paid /declared any dividend on the equity shares in last three financial years from date of this Red Herring Prospectus. There is no guarantee that any dividends will be declared or paid in future. Our Company's corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future. For details in relation to the risk involved, please refer section titled ***"Risk Factors"*** on page 36 of this Red Herring Prospectus.

**SECTION VI**  
**FINANCIAL INFORMATION OF THE COMPANY**

**INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL STATEMENT**

To,  
The Board of Directors,  
**Systematic Industries Limited**  
(Formerly known as Systematic Industries Private Limited)  
418, 4<sup>th</sup> Floor, Nirmal Corporate Center, L.B.S. Marg, Mulund (West),  
Mumbai - 400080, Maharashtra, India.

Dear Sir/Madam,

**Reference:** - Proposed Public Issue of Equity Shares of **Systematic Industries Limited**.

1. We **M/s. K A R M A & Co. LLP**, Chartered Accountants ("We" or "us") have examined the attached Restated Financial Statements of **Systematic Industries Limited**, comprising the Restated Statement of Assets and Liabilities as at March 31, 2025, March 31, 2024, and March 31, 2023, the Restated Statements of Profit and Loss and the Restated Cash Flow Statement for the year ended March 31, 2025, March 31, 2024, and March 31, 2023, the Summary Statement of Significant Accounting Policies, the Notes and Annexures as forming part of these Restated Financial Statements (collectively, the "**Restated Financial Information**"), as approved by the Board of Directors of the Company at their meeting held on September 10, 2025 for the purpose of inclusion in the Red Herring Prospectus/Prospectus ("**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 & 32 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 ("SEBI 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").
2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Offer Document to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Mumbai in connection with the proposed SME IPO. The Restated Financial Information has been prepared by the management of the Company on the basis of preparation stated in **Annexure IV** of the Restated Financial Information. The Board of Directors responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Companies Act, SEBI ICDR Regulations and the Guidance Note.
3. We, **M/s K A R M A & Co. LLP**, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and holds the peer review certificate dated 11<sup>th</sup> July, 2024 valid till 31<sup>st</sup> July, 2027.
4. We have examined such Restated Financial Information taking into consideration:
  - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 10<sup>th</sup> December, 2024 in connection with the proposed SME IPO of the Company;
  - b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
  - d) The requirements of Section 26 of the Act and the SEBI ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the SEBI ICDR Regulations and the Guidance Note in connection with the SME IPO.

5. These Restated Financial Information have been compiled by the management from the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2025, 31<sup>st</sup> March 2024, and 31<sup>st</sup> March 2023 which has been approved by the Board of Directors.

The Audit of financial statements of the Company for the year ended March 31, 2025, March 31, 2024, and March 31, 2023, was conducted by M/s Hardik Vora & Associates. Accordingly, reliance has been placed on the financial information examined by them for the said years. The financial report included for March 31, 2025, March 31, 2024, and March 31, 2023.

6. For the purpose of our examination, we have relied on:
- a) Auditors' report dated 08<sup>th</sup> September, 2025, 26<sup>th</sup> September, 2024 and 1<sup>st</sup> September, 2023 respectively issued by M/s Hardik Vora & Associates, on the financial statements of the company as at and for the year ended March 31, 2025, 31<sup>st</sup> March, 2024 and 31<sup>st</sup> March, 2023 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) The **"Restated Summary Statement of Assets and Liabilities"** as set out in **Annexure I** to this report, of the Company as at March 31, 2025, March 31, 2024, and March 31, 2023 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
- b) The **"Restated Summary Statement of Profit and Loss"** as set out in **Annexure II** to this report, of the Company for the year ended March 31, 2025, March 31, 2024, and March 31, 2023 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
- c) The **"Restated Summary Statement of Cash Flow"** as set out in **Annexure III** to this report, Company for the year ended March 31, 2025, March 31, 2024, and March 31, 2023 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Cash Flow have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
- d) After incorporating adjustments for the changes in accounting policies and regrouping/reclassifications retrospectively, if any in the financial years ended March 31, 2025, March 31, 2024, and March 31, 2023 to reflect the same accounting treatment as per the accounting policies and grouping/classifications;
- e) In accordance with the Act, SEBI ICDR Regulations and the Guidance Note.
- f) There were no qualifications in the Audit Reports issued by the Statutory Auditors as at and for the year ended March 31, 2025, March 31, 2024, and March 31, 2023 which would require adjustments in this Restated Financial Statements of the Company;
- g) There was no change in accounting policies, which needs to be adjusted in the Restated Summary Statements
- h) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements
- i) the company has not proposed any dividend in past effective for the said period
- j) do not require any adjustment for modification as there is no modification in the underlying audit reports

8. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the year ended March 31, 2025, March 31, 2024, and March 31, 2023 proposed to be included in the Offer Document for the proposed SME IPO.
- a) Restated Statement of Share Capital, Reserves and Surplus as appearing in Note A to this report;
  - b) Restated Statement of Long Term Borrowings as appearing in Note B to this report;
  - c) Restated Statement of principal terms of Secured Loans and Assets charged as security and Details of Unsecured Loan as appearing in Note B(A) to this report;
  - d) Restated Statement of Deferred Tax (Assets) / Liabilities as appearing in Note C to this report;
  - e) Restated Statement of Long term liabilities and Long Term Provision as appearing in Note D to this report;
  - f) Restated Statement of Short term borrowings as appearing in Note E to this report;
  - g) Restated Statement of Trade Payables as appearing in Note F to this report;
  - h) Restated Statement of Other Current Liabilities as appearing in Note G to this report;
  - i) Restated Statement of Short Term Provisions as appearing in Note H to this report;
  - j) Restated Statement of Property, Plant and Equipment and Intangible assets as appearing in Note I to this report;
  - k) Restated Statement of Other Non-Current asset as appearing in Note J to this report;
  - l) Restated Statement of Inventories as appearing in Note K to this report;
  - m) Restated Statement of Trade Receivables as appearing in Note L to this report;
  - n) Restated Statement of Cash and Cash Equivalents as appearing in Note M to this report;
  - o) Restated Statement of Short Term Loans and Advances as appearing in Note N to this report;
  - p) Restated Statement of Other Current Assets as appearing in Note O to this report;
  - q) Restated Statement of Revenue from Operations as appearing in Note P to this report;
  - r) Restated Statement of Other Income as appearing in Note Q to this report;
  - s) Restated Statement of Cost of Material consumed and purchases of stock-in-trade as appearing in Note R to this report;
  - t) Restated Statement of Change in inventories of finished goods, work in progress and stock in trade as appearing in Note S to this report;
  - u) Restated Statement of Employee Benefit Expenses as appearing in Note T to this report;
  - v) Restated Statement of Finance Cost as appearing in Note U to this report;
  - w) Restated Statement of Depreciation & Amortization as appearing in Note V to this report;
  - x) Restated Statement of Other Expenses as appearing in Note W to this report;
  - y) Restated Statement of Contingent Liabilities and Commitments as appearing in Note X to this report;
  - z) Restated Statement of Related Party Transactions as appearing in Note Y to this report;
  - aa) Restated Statement of Tax Shelter as appearing in Note Z to this report;
  - bb) Capitalization Statement as appearing in Note AA to this report;
  - cc) Restated Statement of Mandatory Accounting Ratios as appearing in Note AB to this report;
  - dd) Restated Statement of Other Disclosures as per Schedule-III of the Companies Act, 2013 in Notes AC to this report
  - ee) Ratio Analysis as appearing in Note AD to this report
9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
11. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Document to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Mumbai in connection with the proposed SME IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.
12. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
13. In our opinion, the above financial information contained in Annexure I to Annexure III of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Annexure IV are prepared after making

adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, SEBI ICDR Regulations, Engagement Letter and Guidance Note and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable.

**For, K A R M A & Co. LLP**  
**Chartered Accountants**  
**Firm Reg. No:** 127544W/W100376  
**Peer Review No:** 017384

**Sd/-**  
**CA Jignesh A. Dhaduk**  
**Designated Partner**  
**Mem. No:** 129149  
**UDIN:** 25129149BMFYMD9180

**Date:** September 10, 2025  
**Place:** Ahmedabad

**ANNEXURE - I**  
**RESTATED STATEMENT OF ASSETS AND LIABILITIES**

(Rs. in Lakhs)

PARTICULARS		Note	As at		
			31/03/2025	31/03/2024	31/03/2023
<b>A)</b>	<b>EQUITY AND LIABILITIES</b>				
1.	Shareholders' Funds				
(a)	Share Capital	A	1,680.32	98.84	65.90
(b)	Reserves & Surplus	A	6,402.74	6,138.08	4,897.57
(c)	Share Application Money		-	-	-
			<b>8,083.07</b>	<b>6,236.92</b>	<b>4,963.46</b>
2.	Non-Current Liabilities				
(a)	Long Term Borrowings	B	2,586.37	2,093.91	1,670.78
(b)	Deferred Tax Liabilities (Net)	C	77.43	22.05	13.59
(c)	Other Long term Liabilities	D	10.07	10.07	10.07
(d)	Long term Provisions		62.03	50.95	44.15
			<b>2,735.90</b>	<b>2,176.97</b>	<b>1,738.59</b>
3.	Current Liabilities				
(a)	Short Term Borrowings	E	7,326.10	5,806.28	4,555.64
(b)	Trade Payables	F			
	(iii) outstanding dues of micro enterprises and small enterprises; and		96.57	104.27	4.72
	(iv) total outstanding dues of creditors other than micro enterprises and small enterprises.		1,278.69	1,206.69	1,263.43
(c)	Other Current Liabilities	G	387.41	168.29	228.19
(d)	Short Term Provisions	H	663.19	455.85	280.16
			<b>9,751.98</b>	<b>7,741.38</b>	<b>6,332.14</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>20,570.94</b>	<b>16,155.28</b>	<b>13,034.19</b>
<b>B)</b>	<b>ASSETS</b>				
1.	Non-Current Assets				
(a)	Property, Plant and Equipment and Intangible assets	I			
	I) Property, Plant and Equipment				
	(i) Gross Block		8,417.04	4,502.90	4,306.47
	(ii) Depreciation		2,360.51	1,922.59	1,636.57
	(iii) Net Block		6,056.53	2,580.32	2,669.90
	II) Intangible Assets		1.76	2.81	4.48
	III) Capital Work-in-Progress		86.04	2,106.70	-
	IV) Intangible assets under development		-	-	-
(b)	Non-Current Investment		-	-	-
(c)	Deferred Tax Assets (Net)	C	-	-	-
(d)	Long Term Loans and Advances		-	-	-
(e)	Other Non-Current Assets	J	628.94	424.89	190.15
			<b>6,773.28</b>	<b>5,114.72</b>	<b>2,864.52</b>
2.	Current Assets				
(a)	Current Investments		-	-	-
(b)	Inventories	K	4,019.59	3,427.29	2,569.35
(c)	Trade Receivables	L	7,903.85	5,206.48	5,803.39
(d)	Cash and Cash equivalents	M	82.34	108.61	60.52
(e)	Short-Term Loans and Advances	N	1,406.49	1,674.26	1,599.90
(f)	Other Current Assets	O	385.39	623.92	136.52
			<b>13,797.66</b>	<b>11,040.55</b>	<b>10,169.67</b>
	<b>TOTAL ASSETS</b>		<b>20,570.94</b>	<b>16,155.28</b>	<b>13,034.19</b>

The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities and Statement of profits and losses.

**For, M/s. K A R M A & Co. LLP**  
**Chartered Accountants**  
**Firm Registration No:** 127544W/W100376  
**Peer Review No.:** 017384

For and on behalf of  
**SYSTEMATIC INDUSTRIES LIMITED**

**Sd/-**  
**CA Jignesh A Dhaduk**  
**(Partner)**  
**M. No.:** 129149  
**UDIN:** 25129149BMFYMD9180

**Date:** September 10, 2025  
**Place:** Ahmedabad

**Sd/-**  
**Siddharth Rajendra Agarwal**  
Chairman & Managing Director  
DIN: 00515410

**Sd/-**  
**Dwarika Prasad Agrawal**  
Chief Financial Officer  
PAN: AJPPA9532P

**Sd/-**  
**Vikas Navin Hegde**  
Whole Time Director  
DIN: 10827553

**Sd/-**  
**Dimple Lalwani**  
Company Secretary  
M. No.: A67815

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

(Rs. in Lakhs)

PARTICULARS		Note	For the year ended on		
			31/03/2025	31/03/2024	31/03/2023
<b>1</b>	<b>Revenue From Operations</b>	P	44,651.15	37,030.70	32,047.72
<b>2</b>	<b>Other Income</b>	Q	269.46	229.68	142.33
	<b>Total Income (1+2)</b>		<b>44,920.61</b>	<b>37,260.38</b>	<b>32,190.05</b>
<b>3</b>	<b>Expenditure</b>				
(a)	i} Cost of Material Consumed	R	27,998.14	26,823.33	25,827.98
	ii} Purchases of Stock-in-Trade		7,390.86	2,085.52	
(b)	Change in inventories of finished goods, work in progress and stock in trade	S	(715.55)	(103.01)	(59.47)
(c)	Employee Benefit Expenses	T	1,485.76	1,397.34	1,100.04
(d)	Finance Cost	U	801.44	731.19	440.00
(e)	Depreciation and Amortization Expenses	V	438.97	287.69	187.25
(f)	Other Expenses	W	5,039.39	4,376.61	3,847.35
<b>4</b>	<b>Total Expenditure 3(a) to 3(f)</b>		<b>42,439.01</b>	<b>35,598.67</b>	<b>31,343.15</b>
<b>5</b>	<b>Profit/(Loss) Before Exceptional &amp; extraordinary items &amp; Tax (1+2-4)</b>		<b>2,481.60</b>	<b>1,661.70</b>	<b>846.90</b>
<b>6</b>	<b>Exceptional and Extra-ordinary items</b>		-	-	-
<b>7</b>	<b>Profit/(Loss) Before Tax (5-6)</b>		<b>2,481.60</b>	<b>1,661.70</b>	<b>846.90</b>
<b>8</b>	<b>Tax Expense:</b>				
(a)	Tax Expense for Current Year		580.08	412.74	200.49
(b)	Short/(Excess) Provision of Earlier Year		-	-	-
(c)	Deferred Tax		55.37	8.46	15.20
	<b>Net Current Tax Expenses</b>		635.45	421.19	215.70
<b>9</b>	<b>Profit/(Loss) for the Year From Continuing Operation (7-8)</b>		<b>1,846.15</b>	<b>1,240.51</b>	<b>631.20</b>
<b>10</b>	Profit/(loss) discontinuing operations		-	-	-
<b>11</b>	Tax expense of discontinuing operations		-	-	-
<b>12</b>	<b>Profit/(loss) from Discontinuing operations (after tax) (10-11)</b>		-	-	-
<b>13</b>	<b>Profit/(Loss) for the Year (9+12)</b>		<b>1,846.15</b>	<b>1,240.51</b>	<b>631.20</b>
14	Basic Earnings Per Share *		10.99	10.18	5.18
15	Diluted Earnings Per Share *		10.99	10.18	5.18

(\* With Retrospective effect of Bonus)

The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities and Statement of profits and losses.

**For, M/s. K A R M A & Co. LLP**  
**Chartered Accountants**  
**Firm Registration No:** 127544W/W100376  
**Peer Review No.:** 017384

For and on behalf of  
**SYSTEMATIC INDUSTRIES LIMITED**

**Sd/-**  
**CA Jignesh A Dhaduk**  
**(Partner)**  
**M. No.:** 129149  
**UDIN:** 25129149BMFYMD9180

**Date:** September 10, 2025  
**Place:** Ahmedabad

**Sd/-**  
**Siddharth Rajendra Agarwal**  
Chairman & Managing Director  
DIN: 00515410

**Sd/-**  
**Dwarika Prasad Agrawal**  
Chief Financial Officer  
PAN: AJPPA9532P

**Sd/-**  
**Vikas Navin Hegde**  
Whole Time Director  
DIN: 10827553

**Sd/-**  
**Dimple Lalwani**  
Company Secretary  
M. No.: A67815

**ANNEXURE–III**  
**RESTATED CASH FLOW STATEMENT**

(Rs. in Lakhs)

PARTICULARS		For the year ended on		
		31/03/2025	31/03/2024	31/03/2023
<b>A) Cash Flow From Operating Activities :</b>				
Net Profit before tax		2,481.60	1,661.70	846.90
Adjustment for :				
Depreciation and amortization		438.97	287.69	187.25
Interest Paid		801.44	731.19	440.00
Interest Income		(98.83)	(91.90)	(60.16)
(Profit)/Loss on sale of Car		-	-	0.08
Balance W/off		(15.00)	-	5.28
Bad Debts Recovery		-	(57.04)	-
<b>Operating profit before working capital changes</b>		<b>3,608.19</b>	<b>2,531.64</b>	<b>1,419.36</b>
Changes in Working Capital				
(Increase)/Decrease in Trade Receivables		(2,682.38)	653.96	(1,827.37)
(Increase)/Decrease in Inventory		(592.30)	(857.94)	(1,006.00)
(Increase)/Decrease in Short Term Loans & Advances		766.25	95.64	351.92
(Increase)/Decrease in Other Current Assets		238.53	(487.40)	(13.33)
Increase/(Decrease) in Trade Payables		64.31	42.82	630.59
Increase/(Decrease) in Other Current Liabilities		219.12	(59.90)	(12.35)
Increase/(Decrease) in Short Term Provisions		(141.78)	(174.06)	(107.21)
Increase/(Decrease) in Long Term Liability		11.08	6.80	(1.46)
<b>Cash generated from operations</b>		<b>1,491.02</b>	<b>1,751.55</b>	<b>(565.85)</b>
Direct Taxes Paid		(729.44)	(232.99)	(109.20)
<b>Net cash (used in)/ from operating activities</b>	<b>A</b>	<b>761.58</b>	<b>1,518.56</b>	<b>(675.05)</b>
<b>B) Cash Flow From Investing Activities :</b>				
Purchase of Property, Plant & Equipments (including of CWIP)		(1,893.48)	(2,303.13)	(1,738.63)
Proceeds From sale of Property, Plant & Equipments		-	-	0.70
(Increase)/Decrease in Other non-current Asset		(204.05)	(234.75)	180.99
Dividend Income		-	-	-
Interest Income		98.83	91.90	60.16
<b>Net Cash Flow from/(used in) Investing Activities</b>	<b>B</b>	<b>(1,998.70)</b>	<b>(2,445.98)</b>	<b>(1,496.78)</b>
<b>C) Cash Flow From Financing Activities :</b>				
Proceeds from Issue of Share Capital		-	32.95	-
Increase in Short Term Borrowings		1,519.82	1,250.64	1,735.59
Decrease in Short Term Borrowings		-	-	-
Increase in Long Term Borrowings		492.46	423.13	895.45
Decrease in Long Term Borrowings		-	-	-
Interest Paid		(801.44)	(731.19)	(440.00)
<b>Net Cash Flow from/(used in) Financing Activities</b>	<b>C</b>	<b>1,210.84</b>	<b>975.53</b>	<b>2,191.04</b>
<b>Net Increase/(Decrease) In Cash &amp; Cash Equivalents</b>	<b>(A+B+C)</b>	<b>(26.28)</b>	<b>48.11</b>	<b>19.20</b>
Cash equivalents at the beginning of the year		108.61	60.52	41.31
<b>Cash equivalents at the end of the year</b>		<b>82.34</b>	<b>108.61</b>	<b>60.52</b>

The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities and Statement of profits and losses.

**Notes: -**

Sr. No.	Particulars	As at		
		31/03/2025	31/03/2024	31/03/2023
1.	Component of Cash and Cash equivalents			
	Cash on hand	46.76	49.79	18.89
	Balance With banks	35.58	58.81	41.63
	<b>Total</b>	<b>82.34</b>	<b>108.61</b>	<b>60.52</b>
2.	Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the company are segregated.			
3.	The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated financial Statement (Annexure IV & V) are an integral part of this statement.			

**For, M/s. K A R M A & Co. LLP**  
**Chartered Accountants**  
**Firm Registration No:** 127544W/W100376  
**Peer Review No.:** 017384

For and on behalf of  
**SYSTEMATIC INDUSTRIES LIMITED**

Sd/-  
**CA Jignesh A Dhaduk**  
**(Partner)**  
**M. No.:** 129149  
**UDIN:** 25129149BMFYMD9180

**Date:** September 10, 2025  
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Sd/-  
**Siddharth Rajendra Agarwal**  
Chairman & Managing Director  
DIN: 00515410

Sd/-  
**Dwarika Prasad Agrawal**  
Chief Financial Officer  
PAN: AJPPA9532P

Sd/-  
**Vikas Navin Hegde**  
Whole Time Director  
DIN: 10827553

Sd/-  
**Dimple Lalwani**  
Company Secretary  
M. No.: A67815

## **ANNEXURE – IV**

### **SUMMARY STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES & NOTES TO RESTATED FINANCIAL INFORMATION**

#### **CORPORATE INFORMATION**

The Company was originally incorporated as Public Limited Company under the name of “Systematic Intel Industries Limited” on March 24, 2000 under the provisions of the Companies Act, 1956 pursuant to a Certificate of Incorporation issued by the Registrar of Companies, Mumbai, bearing registration no. 11-125313. It commenced commercial operations pursuant to a Certificate for Commencement of Business dated November 14, 2002 issued by the Registrar of Companies, Mumbai. Thereafter, the Company was converted into a private limited company, pursuant to a special resolution passed by the members of the Company at the Extra Ordinary General Meeting held on May 20, 2003 and consequently, the name of the Company was changed from “Systematic Intel Industries Limited” to “Systematic Intel Industries Private Limited” vide a fresh Certificate of Incorporation consequent upon Change of Name was issued by the Registrar of Companies, Mumbai dated August 01, 2003.

Thereafter, pursuant to a special resolution passed by the members of the Company at the Extra Ordinary General Meeting held on April 09, 2012, the name of the Company was changed from “Systematic Intel Industries Private Limited” to “Systematic Industries Private Limited” vide a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Mumbai vide certificate on April 26, 2012. Subsequently, the Company was converted into a public limited company, pursuant to a special resolution passed by the members of the Company at the Extra Ordinary General Meeting held on November 12, 2024 and consequently, the name of the Company was changed from “Systematic Industries Private Limited” to “Systematic Industries Limited” vide a fresh Certificate of Incorporation consequent upon Conversion to public company dated December 06, 2024, issued to the Company by the Registrar of Companies, Central Processing Centre, Manesar. The Corporate Identification Number of the Company is U25200MH2000PLC125313.

The company is primarily engaged in the business of manufacturing and supplying of various steel wires and cables, catering to the needs of power transmission, infrastructure, telecommunications, agro-based and allied industries. The product portfolio includes Steel wires such as Mild Steel (MS) Wire, Galvanized Iron (GI) Wire, Galvasys Wire (Zinc-Aluminium Alloy wire), ACSR Core wire, Aluminium Clad Steel (ACS) Wire etc. along with Optical Ground Wires (OPGW) and Optical Fibre Cable (OFC), which has electrical and mechanical properties that are suitable for applications in power generation, data transmission and distribution.

#### **I. SIGNIFICANT ACCOUNTING POLICIES**

##### **A) BASIS OF PREPARATION OF FINANCIAL STATEMENT**

The Restated Statement of Assets and Liabilities (Annexure I) of the company as at March 31, 2025, March 31, 2024, and March 31, 2023, the Restated Statements of Profit and Loss (Annexure II), the Restated Cash Flow Statement (Annexure III) for the year ended March 31, 2025, March 31, 2024, and March 31, 2023 (hereinafter collectively referred to as “**Restated Financial Information**”) have been extracted by the management from the audited financial statements for the year ended March 31, 2025, March 31, 2024, and March 31, 2023 approved by the respective Board of Directors of the companies.

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 (‘the Act’) read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act. The accounting policies adopted in the preparation of financial statements have been consistently applied. All assets and liabilities have been classified as current or non-current as per the company’s normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of operations and time difference between the provision of services and realization of cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

##### **B) USE OF ESTIMATES**

The preparation of financial statements in conformity with Accounting Standards requires the management to make judgments, estimates and assumptions that affect the reported amounts, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates

could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Difference between the actual result and estimates are recognized in the period in which they are known/ materialized.

### **C) ACCOUNTING CONVENTION**

The group follows the mercantile system of accounting, recognizing income and expenditure on accrual basis. The accounts are prepared on historical cost basis and as a going concern. Accounting policies not referred to specifically otherwise, are consistent with the generally accepted accounting principles.

The following significant accounting policies are adopted in the preparation and presentation of these financial statements:

#### **1. REVENUE RECOGNITION**

Revenue is recognized only when all the significant risks and rewards incident to ownership to the customer, it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operation includes Sales of Goods net of Goods and Services Tax, adjusted for discounts (net) and gain / Loss on corresponding hedged contracts. Export sales has been recognised at the time of removal of goods from factory at invoice value (whether FOB or CIF) on the basis of exchange rates declared by Custom Department in the shipping bills. Sales are disclosed net of GST, trade discounts and returns, as applicable.

Revenue/ Loss from bargain settlement of goods is recognized at the time of settlement of transactions.

Interest Income is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

Duty Drawback and Export incentives are recorded in books of accounts when there is reasonable certainty to receive the same as income or adjust against expenses and booked on accrual basis.

All other income and Expenditure are recognized and accounted for on accrual basis.

#### **2. PROPERTY, PLANT & EQUIPMENT'S (TANGIBLE FIXED ASSETS AND DEPRECIATION)**

Tangible Assets are stated at cost net of recoverable taxes, trade discounts and rebates and include amounts added on revaluation, less accumulated depreciation and impairment loss, if any. The cost of Tangible Assets comprises its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent expenditures related to an item of Tangible Asset are added to its book value. only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Intangible assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation/ depletion. All costs, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets are capitalised.

Assets which are not ready for their intended use are disclosed under Capital Work-in- Progress and all the cost relating to such assets are shown under work-in-progress.

#### **3. DEPRECIATION:**

Depreciation on tangible fixed assets is provided on the straight line basis over the useful lives of assets as prescribed in the schedule II of the Companies Act, 2013. Depreciation for assets purchased sold during a period is proportionately charged. Intangible assets are amortized over their respective individual estimated useful lives on a written down value, commencing from the date the asset is available to the Company for its use.

Depreciation and Amortization methods, useful lives and residual values are reviewed periodically, at each financial year end.

Pursuant to the enactment of Companies Act 2013, the Company has applied the estimated useful lives as specified in Schedule II.

#### **4. IMPAIRMENT OF TANGIBLE AND INTANGIBLE ASSETS**

The Management periodically assesses, using external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

#### **5. INVENTORIES**

Inventories are valued at lower of cost and net realizable value. Cost includes direct materials valued on specific identification basis, and other costs incurred in bringing them to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale, however due to the nature of the company the own manufactured goods are valued at a Retail Method basis on a consistent basis, however the Trading Goods are valued at the lower of Cost or Net Realizable Value.

#### **6. INVESTMENTS:**

- a) **Current Investments:** Current Investments are carried at Cost or NRV whichever is less, determined by category of investment.
- b) **Non-Current Investments:** Long-term investments are stated at cost less provision for diminution other than temporary, if any, in value of such investments.

#### **7. RETIREMENT BENEFITS & OTHER EMPLOYEE BENEFITS**

##### **a) Defined-contribution plans:**

All short term employee benefits are accounted on undiscounted basis during the accounting period based on services rendered by employees.

The Company's contribution to Provident Fund is determined based on a fixed percentage of the eligible employees' salary and charged to the Statement of Profit and Loss on accrual basis.

##### **b) Defined Benefit Plans:**

The Company has a defined benefit gratuity plan. Employee who has completed five years or more of service gets a gratuity on departure at 15 days' salary (last drawn salary) for each completed year of service. The scheme of gratuity is unfunded.

The Company has made provision for payment of Gratuity to its employees. This Provision is made as per the method prescribed under the Payment of Gratuity Act. The cost of providing gratuity under this plan is determined on the basis of actuarial valuation at period/year end.

#### **8. FOREIGN EXCHANGE TRANSACTIONS**

##### **a) Initial Recognition: -**

Foreign currency transaction is recorded at Exchange rate prevailing on the date of transaction.

**b) Conversion**

The foreign currency monetary items consisting of amount received in advance, trade receivable, payable and balance in bank a/c at the end of the year have been restated at the rate prevailing at the balance sheet date.

**c) Exchange Difference:**

Exchange differences arising on the settlement of monetary items, or on reporting such monetary items of Company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the statement of profit and loss in the year in which they arise.

## **9. CASH FLOW STATEMENT**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a 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. The cash flows from operating, investing and financing activities are segregated.

## **10. BORROWING COSTS**

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset are capitalized as part of the cost of that asset till such time the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. Costs incurred in raising funds are amortized equally over the period for which the funds are acquired. All other borrowing costs are charged to profit and loss account.

## **11. INCOME TAX**

The accounting treatment for the Income Tax in respect of the Company's income is based on the Accounting Standard on 'Accounting for Taxes on Income' (AS-22). The provision made for Income Tax in Accounts comprises both, the current tax and deferred tax. Provision for Current Tax is made on the assessable Income Tax rate applicable to the relevant assessment year after considering various deductions available under the Income Tax Act, 1961.

Deferred tax is recognized for all timing differences; being the differences between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Such deferred tax is quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date. The carrying amount of deferred tax asset/liability is reviewed at each Balance Sheet date and consequential adjustments are carried out.

## **12. EARNINGS PER SHARE**

Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

## **13. PROVISIONS AND CONTINGENT LIABILITIES**

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the likely future outflow of economic benefits required to settle the obligation at the reporting date.

Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Contingent liabilities are disclosed in the financial statement unless the possibility of outflow is remote. Contingent

Liabilities are not provided for and are disclosed by way of notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

#### 14. CASH & CASH EQUIVALENTS

Cash and cash equivalents comprise cash and cash on deposit with banks. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

#### 15. SEGMENT REPORTING

The company operates in a single segment i.e. "Manufacturing of Wires" and hence does not have any additional disclosures to be made under AS - 17 Segment Reporting.

However, the Company is having revenue; from its customers which are located outside India; of more than 10% of its total revenue. Accordingly, as per AS-17 Segment Reporting, the company has identified geographic segment as its reportable segment.

The company has maintained records for cost of material consumed and other expenses incurred for manufacturing of goods in accounting system for all the products. However, the company manufactures the same products which are sold in Indian Market and outside India at similar cost of product manufacturing. Accordingly, the expenses incurred on export segment is not identifiable.

Similarly, Assets of outside India is identifiable to the extent of Outstanding Trade Receivables only.

However, revenue generated for the products varies on the basis of sale price of domestic sale and export sale. Accordingly, we have disclosed geographic Segment Revenue and Segment Assets in table below for Domestic (India) and Export (Outside India):

*(Rs. in Lakhs)*

Particular	As at and for the year ended		
	31/03/2025	31/03/2024	31/03/2023
<b>Revenue</b>			
India	41,432.69	33,497.82	29,505.45
Outside India	3,189.03	3,498.27	2,499.56
<b>Total</b>	<b>44,621.72</b>	<b>36,996.09</b>	<b>32,005.01</b>
<b>Carrying amount of Segment Assets (Trade Receivable)</b>			
India	7,706.90	4,595.19	5,682.00
Outside India	196.95	611.29	121.40
<b>Total</b>	<b>7,903.85</b>	<b>5,206.48</b>	<b>5,803.40</b>

#### 16. EMPLOYEE BENEFITS

The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits during the restated financials period. The disclosure as envisaged under the Accounting Standard is provided hereunder:

*(Rs. in Lakhs)*

Details of Gratuity Expenses	For the year ended		
	31/03/2025	31/03/2024	31/03/2023
<b>Profit and loss account for the period</b>			
Current service cost	11.52	9.53	8.79
Interest on obligation	4.07	3.36	3.15
Expected return on plan assets			
Net actuarial loss/(gain)	(2.14)	1.67	(7.73)
Recognised Past Service Cost-Vested			
Loss (gain) on curtailments			

<b>Total included in 'Employee Benefit Expense'</b>	<b>13.45</b>	<b>14.56</b>	<b>4.20</b>
prior year charge			
<b>Total Charge to P&amp;L</b>	<b>13.45</b>	<b>14.56</b>	<b>4.20</b>
<b>Reconciliation of defined benefit obligation</b>			
Opening Defined Benefit Obligation	56.79	47.18	44.06
Transfer in/(out) obligation			
Current service cost	11.52	9.53	8.78
Interest cost	4.07	3.36	3.15
Actuarial loss (gain)	(2.14)	1.67	(7.73)
Past service cost			-
Benefits paid	(0.85)	(4.95)	(1.08)
Prior year charge			
<b>Closing Defined Benefit Obligation</b>	<b>69.38</b>	<b>56.79</b>	<b>47.18</b>
<b>Table of experience adjustments</b>			
Defined Benefit Obligation			
Plan Assets			
<b>Surplus/(Deficit)</b>			
<b>Reconciliation of plan assets</b>			
Opening value of plan assets			
Transfer in/(out) plan assets			
Expenses deducted from the fund			
Expected return			
Actuarial gain/(loss)			
Contributions by employer			
Benefits paid			
<b>Closing value of plan assets</b>			
<b>Details of Gratuity Expenses</b>	<b>31/03/2025</b>	<b>31/03/2024</b>	<b>31/03/2023</b>
<b>Reconciliation of net defined benefit liability</b>			
Net opening provision in books of accounts	56.79	47.17	44.05
Transfer in/(out) obligation			
Transfer (in)/out plan assets			
Employee Benefit Expense	13.45	14.56	4.20
Benefits paid by the Company	(0.85)	(4.95)	(1.08)
Contributions to plan assets			
<b>Closing provision in books of accounts</b>	<b>69.38</b>	<b>56.78</b>	<b>47.17</b>
<b>Bifurcation of liability</b>			
Current Liability	11.97	5.84	3.03
Non-Current Liability	57.41	50.94	44.14
<b>Net Liability</b>	<b>69.38</b>	<b>56.78</b>	<b>47.17</b>
<b>Principle actuarial assumptions</b>			
Discount Rate	6.83% p.a.	7.22% p.a.	7.52% p.a.
Expected Return on Plan Assets	NA	NA	NA
Salary Escalation Rate	8.00% p.a.	8.00% p.a.	8.00% p.a.
Expected Return on Plan Assets	NA	NA	NA

## 17. Extraordinary, Exceptional, Prior Period Items And Changes In Accounting Policies

- a) Income or expenses that arise from events or transactions that are clearly distinct from the ordinary activities of the Company are classified as extraordinary items. Specific disclosure of such events/transactions is made in the financial

statements. Similarly, any external event beyond the control of the Company, significantly impacting income or expense, is also treated as extraordinary item and disclosed as such.

- b) On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company, is such that its disclosure improves an understanding of the performance of the Company. Such income or expense is classified as an exceptional item and accordingly disclosed in the notes to accounts.

## **18. Government Grants and Subsidies**

Government grants and subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants / subsidy will be received. Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets and such grant is recognised as income over the life of a depreciable asset by way of a reduced depreciation charge.

When the grant or subsidy relates to an expense item, it is recognized as income over the periods necessary to match them on a systematic basis to the costs, which it is intended to compensate.

## **19. Contingencies and events occurring after the Balance Sheet Date**

Events that occur between balance sheet date and date on which these are approved, might suggest the requirement for an adjustment(s) to the assets and the liabilities as at balance sheet date or might need disclosure. Adjustments are required to assets and liabilities for events which occur after balance sheet date which offer added information substantially affecting the determination of the amounts which relates to the conditions that existed at the balance sheet date.

## **20. Leases**

The company has taken Office & factory on lease and classified the same as Operating lease and lease rentals are recognized in the statement of profit of loss account as per lease terms.

## **II. NOTES TO RESTATED SUMMARY STATEMENTS:**

The financial statements for the year ended on 31 March, 2025, 31 March 2024, and March,2023 respectively are prepared as per Schedule III of the Companies Act, 2013: -

### **1. Contingent liabilities and commitments (to the extent not provided for)**

A disclosure for a contingent liability is usually reported in the notes to restated financial restatements when there is a possible obligation that may, require an outflow of the Company's resources. However, there has not been any such liability/event, which qualifies as contingent liability in the restated period except reporting done as per Note X.

### **2. Disclosure under Micro, Small and Medium Enterprises Development Act, 2006**

Disclosure of the outstanding dues of Micro or Small Scale Industrial Enterprise(s) as per The Micro, Small & Medium Enterprise Development Act-2006, the Company has disclosed in the Note No. F of the restated financial statement, the same as required by Schedule III to the Companies Act, 2013.

- 3. Related party transactions are already reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Note Y of the enclosed restated financial statements.
- 4. Deferred Tax liability/Asset in view of Accounting Standard – 22: “Accounting for Taxes on Income”, The disclosure of the same has been reported in the Note C of the enclosed restated financial statement.

**5. Directors' Remuneration:***(Rs. in Lakhs)*

Particulars	For the year ended		
	31/03/2025	31/03/2024	31/03/2023
Directors' Remuneration	40.35	32.00	32.00
<b>Total</b>	<b>40.35</b>	<b>32.00</b>	<b>32.00</b>

**6. Auditors' Remuneration:***(Rs. in Lakhs)*

Particulars	For the year ended		
	31/03/2025	31/03/2024	31/03/2023
i) As Auditors			
For Audit Fees	2.25	1.00	1.00
For tax Audit fees	1.00	1.00	1.00
For Other Services	0.50	-	-
<b>Total</b>	<b>3.75</b>	<b>2.00</b>	<b>2.00</b>

**7. Earnings per Share:***(Rs. in Lakhs, except EPS)*

Particulars	For the year ended		
	31/03/2025	31/03/2024	31/03/2023
A. Total Number of equity shares outstanding at the end of the year	1,68,03,242	9,88,426	6,58,950
B. Weighted average number of equity shares outstanding during the year for the adjusted EPS*	1,68,03,242	1,21,90,954	1,21,85,382
C. Adjusted Net profit after tax available for equity shareholders (as restated)	1,846.15	1,240.51	631.20
D. Restated Basic and Diluted earnings per share (Rs.)	10.99	10.18	5.18

\*The Company has issued 1,58,14,816 bonus equity shares in ratio of 16:1 to its shareholders on September 28, 2024 by capitalizing reserve and surplus balance. Thus, the total 1,58,14,816 equity shares have been considered while deriving EPS of the Company retrospectively from F.Y. 2022-23 onwards.

8. Figures have been rearranged and regrouped wherever practicable and considered necessary.
9. The management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required to be provided for.
10. The balances of trade payables, trade receivables, loans and advances are unsecured and considered as good are subject to confirmations of respective parties concerned.

**11. Realizations**

In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets and loans and advances are approximately of the same value as stated.

**12. Contractual liabilities**

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

**13. Amounts in the financial statements**

Amounts in the financial statements are rounded off to nearest lacs. Figures in brackets indicate negative values.

**14. Impact of Audit Qualifications/Observations in Statutory Auditor's Report on Financial Statements**

There have been no audit qualifications/observations in Statutory Auditor's Report for period ended March 31, 2025, March 31, 2024, and March 31, 2023 which requires adjustments in restated financial statements.

## 15. Material Adjustments

Appropriate adjustments have been made in the restated financial statements, whenever required, by reclassification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Schedule VI and Accounting Standards.

### Annexure-V

Statement of Adjustments in the financial statements is presented here below:

#### RECONCILIATION OF RESTATED PROFIT:

(Rs. in Lakhs)

Adjustments for	31/03/2025	31/03/2024	31/03/2023
<b>Net profit/(Loss) after Tax as per Audited Profit &amp; Loss Account</b>	<b>1806.03</b>	<b>1239.18</b>	<b>650.02</b>
<b>Adjustments for:</b>			
Provision for gratuity	55.29	(9.61)	(3.13)
Short/excess Provision of deferred tax	(14.09)	2.42	(2.20)
Short/excess Provision of Income tax	(1.08)	8.52	(13.49)
<b>Net Profit/ (Loss) After Tax as Restated</b>	<b>1846.15</b>	<b>1240.51</b>	<b>631.20</b>

1. The provision for gratuity has been done in all years covered for restatement as per Actuarial Valuation Reports and provided in the respective year in which such liability has arisen as per AS 15: Employee Benefits
2. Due to changes in gratuity provision the deferred tax component on the same has also undergone change.

The reconciliation of Reserves and Surplus as per audited results and the Reserves and Surplus as per Restated Accounts is presented below: -

#### RECONCILIATION OF RESERVES & SURPLUS:

(Rs. in Lakhs)

Particulars	31/03/2025	31/03/2024	31/03/2023
<b>Reserves as per Audited Balance Sheet</b>	<b>6425.64</b>	<b>6201.08</b>	<b>4961.90</b>
<b>Adjustments for:</b>			
Difference Due to Change in P&L	(22.89)	(63.00)	(64.33)
<b>Reserves as per Restatement Financial</b>	<b>6402.75</b>	<b>6138.08</b>	<b>4897.57</b>

Appropriate adjustments have been made in the restated financial statements, wherever required, by reclassification of the corresponding items of Income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financial of the company for all the years and requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018.

**NOTE – A**  
**RESTATED STATEMENT OF SHARE CAPITAL & RESERVES AND SURPLUS**

(Rs. in Lakhs, Except Share Data)

Particulars	As at		
	31/03/2025	31/03/2024	31/03/2023
<b>Share Capital</b>			
<b>Authorised Share Capital</b>			
Equity shares of Rs.10 each	25,000,000	1,000,000	1,000,000
Equity Share Capital	2,500.00	100.00	100.00
<b>Issued, Subscribed and Paid up Share Capital</b>			
Equity Shares of Rs. 10 each fully paid up	16,803,242	988,426	658,950
Share Capital (in Rs.)	1,680.32	98.84	65.90
<b>Total</b>	<b>1,680.32</b>	<b>98.84</b>	<b>65.90</b>

Notes:

- Pursuant to Shareholders' resolution dated September 27, 2024 Increase in Authorised Share Capital of the Company from ₹100.00 Lakhs divided into 10,00,000 Equity Shares of ₹10/- each to ₹2500.00 Lakhs divided into 2,50,00,000 Equity Shares of ₹10/- each. ranking pari-passu with the existing share capital.
- Pursuant to Board meeting dated September 28, 2024 bonus issue of 1,58,14,816 equity shares of face value of Rs 10/- in the ratio 16:1 i.e. thirty (16) bonus equity shares for every one (1) equity share held by shareholder has been issued.
- Terms/rights attached to equity shares:
  - The company has only one class of shares referred to as equity shares having a par value of Rs.10/-. 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 shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.
- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- Company does not have any Revaluation Reserve.
- No shares have been bought back or allotted by way of bonus issue or without payment being received in cash, during last 5 years immediately preceding March 31, 2025 except the details given below:
  - Pursuant to Board meeting dated September 28, 2024 bonus issue of 1,58,14,816 equity shares of face value of Rs 10/- in the ratio 16:1 i.e. thirty (16) bonus equity shares for every one (1) equity share held by shareholder has been issued."
- There were no class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash.
- There are no calls unpaid by the Directors or officers of the company and no shares were forfeited by the company.
- Bonus share issued from the balance of security premium first and remaining amount from the reserve & surplus.

**Reserves and Surplus**

(Rs. in Lakhs)

Particulars	As at		
	31/03/2025	31/03/2024	31/03/2023
<b>Security Premium</b>			
Balance per the last financial statements	146.09	146.09	146.09
Less: Bonus Share Issued	(146.09)	-	-
<b>Balance as at the end of the year</b>	<b>-</b>	<b>146.09</b>	<b>146.09</b>

<b>General Reserve</b>			
Balance per the last financial statements	199.34	199.34	199.34
Less: Bonus Share Issued	(199.34)	-	-
<b>Balance as at the end of the year</b>	<b>-</b>	<b>199.34</b>	<b>199.34</b>
<b>Surplus in Profit and Loss account</b>			
Balance as per the last financial statements	5,792.64	4,552.13	3,920.93
Profit for the Year	1,846.15	1,240.51	631.20
Less : Adjustment for Gratuity Provision	-	-	-
Less: Bonus Share Issued	(1,236.05)		-
<b>Balance as at the end of the year</b>	<b>6,402.74</b>	<b>5,792.64</b>	<b>4,552.13</b>
<b>Balance as at the end of Financial Year</b>	<b>6,402.74</b>	<b>6,138.08</b>	<b>4,897.57</b>

**Note:** Bonus share issued from the balance of security premium first and remaining amount from the reserve & surplus.

10. The reconciliation of the number of Equity shares outstanding as at: -

Particulars	As at		
	31/03/2025	31/03/2024	31/03/2023
Number of shares at the beginning of the year	988,426	658,950	658,950
Add: Right Share Issued #	-	329,476	-
Add: Bonus Shares issued *	15,814,816	-	-
Number of shares at the end of the year	16,803,242	988,426	658,950

# During the year 2023-24 company has issued 3,29,476 Right Equity Share at a face value of ₹10 to its existing shareholders

\* During the year 2024-25 company has issued 1,58,14,816 Bonus Shares in proportion of 16:1 of present shareholding.

11. The detail of shareholders holding more than 5% of Shares: -

Name of Shareholders	As at		
	31/03/2025	31/03/2024	31/03/2023
Siddhant Ispat Pvt. Ltd.	1,519,375	89,375	89,375
Siddharth Rajendra Agarwal	15,124,917	890,101	560,625

## 12. Promoter's Shareholding

Shares held by Promoters as at March 31, 2025

Name	No. of Shares	% of Total Shares	% Change During the Year
Siddharth Rajendra Agarwal	15,124,917	90.01%	-0.04%
Satya Rajendra Agrawal	152,150	0.91%	0.00%

Shares held by Promoters as at March 31, 2024

Name	No. of Shares	% of Total Shares	% Change During the Year
Siddharth Rajendra Agarwal	890,101	90.05%	4.97%
Satya Rajendra Agrawal	8,950	0.91%	-0.45%

Shares held by Promoters as at March 31, 2023

Name	No. of Shares	% of Total Shares	% Change During the Year
Siddharth Rajendra Agarwal	560,625	85.08%	0.00%

Satya Rajendra Agrawal	8,950	1.36%	0.00%
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### 13. Equity shares movement during the 5 years preceding March 31, 2025

#### i. Equity shares issued as bonus

During the year 2024-25 company has issued 1,58,14,816 Bonus Shares in proportion of 16:1 of present shareholding.

### NOTE – B RESTATED STATEMENT OF LONG TERM BORROWINGS

(Rs. in Lakhs)

Particulars	As at		
	31/03/2025	31/03/2024	31/03/2023
<b>(a) Term loans (Secured)</b>			
- Form Banks	2,580.15	2,057.66	1,653.46
- Vehicle Loan	6.22	36.25	17.31
<b>Sub-total (a)</b>	<b>2,586.37</b>	<b>2,093.91</b>	<b>1,670.78</b>
<b>(b) Loans and advances from related parties &amp; Others (Unsecured)</b>	-	-	-
<b>Sub-total (b)</b>	-	-	-
<b>Total (a+b)</b>	<b>2,586.37</b>	<b>2,093.91</b>	<b>1,670.78</b>

#### Notes:

- The terms and conditions and other information in respect of Secured Loans and Unsecured Loans are given in NOTE-B (A).
- The Company does not have any continuing default in repayment of loans and interest as on the reporting date.
- The Company has not taken any loan from financial institution or banks for any specified purpose for which it is not utilised.
- Monthly returns or statements filed by the company with banks are in agreement with the books of account of the Company as compared to statement filed with bank except for stock in transit and zinc stock in tank which was remained to be considered while filling statement with bank.
- All the registration or satisfaction of charges has been duly completed with the Registrar of Companies,
- The company is not declared as "willful defaulter" by any bank or financial Institution or other lender as on the reporting date.

**NOTE – B(A)**  
**RESTATED STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY**

**[I] SECURED LOANS FROM BANKS [LONG TERM]**

<i>(Rs. in Lakhs)</i>										
<b>Name of Lender Bank</b>	<b>Purpose</b>	<b>Sanctioned Amount</b>	<b>Availed Amount</b>	<b>Rate of interest{P.A.}</b>	<b>Primary &amp; Collateral Security</b>	<b>Tenure</b>	<b>Amount of EMI</b>	<b>Outstanding amount as on 31/03/2025 as per Books</b>	<b>Outstanding amount as on 31/03/2024 as per Books</b>	<b>Outstanding amount as on 31/03/2023 as per Books</b>
ICICI Bank Ltd	Vehicle Loan	5.82	5.82	7.5%-Floating	Hypothecation of Vehicle	60 Months	0.12	-	3.18	4.29
ICICI Bank Ltd	Vehicle Loan	8.32	8.32	7.8%- Floating	Hypothecation of Vehicle	36 Months	0.26	-	3.70	6.41
ICICI Bank Ltd	Vehicle Loan	8.58	8.58	7.8%- Floating	Hypothecation of Vehicle	36 Months	0.27	-	3.82	6.61
Axis Bank ltd	Vehicle Loan	30.00	30.00	8.95%- Floating	Hypothecation of Vehicle	37 Months	0.93	16.30	25.55	-
Axis Bank ltd	Term Loan	300.00	298.72	9.5%-Floating	As per below note 2-A	60 Months	5.00	13.72	73.72	133.72
Axis Bank ltd	Term Loan	200.00	200.00	9.5%-Floating	As per below note 2-A	48 Months	4.16	75.20	129.28	179.20
Axis Bank ltd	ECLGS	500.00	500.00	9.25%- Floating	As per below note 2-A	48 Months	13.89	-	83.33	250.00
Axis Bank ltd	ECLGS	317.75	317.75	9.25%- Floating	As per below note 2-A	36 Months	8.82	167.81	273.65	317.75
Axis Bank ltd	Term Loan	1,500.00	1,497.99	8%-Floating	As per below note 2-A	60 Months	-	1,213.00	1,398.00	1,200.17
HDFC Bank ltd	Term Loan	1,200.00	557.94	9%-Floating	As per below note 2-B	84 Months	7.44	513.31	557.94	-
HDFC Bank ltd	Term Loan		67.81	9%-Floating	As per below note 2-B	84 Months	0.90	62.38	67.81	-
HDFC Bank ltd	Term Loan		60.54	9.1%-Floating	As per below note 2-B	84 Months	0.81	55.70	60.54	-
HDFC Bank ltd	Term Loan		444.77	9.1%-Floating	As per below note 2-B	84 Months	5.93	409.19	-	-
HDFC Bank ltd	Term Loan		68.94	9.1%-Floating	As per below note 2-B	84 Months	0.92	63.42	-	-

HDFC Bank Ltd	Term Loan	852.00	285.55	9%-Floating	As per below note 2-B	120 Months	2.38	271.28	-	-
HDFC Bank Ltd	Term Loan		391.75	9%-Floating	As per below note 2-B	120 Months	3.26	372.16	-	-
HDFC Bank Ltd	Term Loan		11.55	9%-Floating	As per below note 2-B	120 Months	0.10	11.07	-	-
HDFC Bank Ltd	Term Loan		148.50	9%-Floating	As per below note 2-B	120 Months	1.25	142.26	-	-
TOTAL								3,386.80	2,680.52	2,098.16

**[II] SECURED/UNSECURED LOANS FROM BANKS [SHORT TERM]**

Name of Lender Bank	Purpose	Sanctioned Amount	Availed Amount	Rate of interest	Primary & Collateral Security	Tenure	Amount of EMI	Outstanding amount as on 31/03/2025 as per Books	Outstanding amount as on 31/03/2024 as per Books	Outstanding amount as on 31/03/2023 as per Books
Axis Bank Ltd	Working Capital Limit	5,000.00	5,000.00	9.25%-Floating	Hypothecation on Current assets & movable fixed assets of the company, present & future including Stocks & Books debts.	12 Months	NA	4,290.21	4,742.04	4,128.25
HDFC Bank Ltd	Working Capital Limit	2,000.00	1,500.00	8.58%-Floating	Hypothecation on Current assets & movable fixed assets of the company, present & future including Stocks & Books debts.	12 Months	NA	1,737.28	477.62	-
ICICI Bank Ltd	Channel Finance	500.00	498.02	9.55%-Floating	Unsecured	2 Months	NA	498.18	-	-
								<b>6,525.67</b>	<b>5,219.66</b>	<b>4,128.25</b>

**Note 1**

**In Table I, Long Term loans also includes current maturity.**

**Note 2 Collateral Security**

1. Extension of charge by way of Hypothecation on Current assets & movable fixed assets of the company, present & future including Stocks & Books debts on exclusive basis.

**A. Banking Facilities and Term Loans from Axis Bank Limited**

- a) Equitable Mortgage of Existing property located Survey No 269, Village Sayli, Silvassa, Dadra and Nagar Haveli and Daman and Diu, 396230
- b) Equitable Mortgage of Existing property located at Plot No. 1717 to 1734, Sarigam Industrial GIDC Estate, GIDC, Sarigam, Valsad, Gujarat, 396155
- c) Fixed Deposit of Rs. 2.11 Crores

**B. Banking Facilities and Term Loans from HDFC Bank Limited**

- a) First Pari-passu charge with Axis Bank on Factory Land & Building of the company located at Survey No 269, Village Sayli, Silvassa, DNH-396230
- b) Second Pari-passu charge with Axis Bank on Property located at Plot No. 1717 to 1734, Sarigam Industrial GIDC Estate, Taluka Umergaon, Valsad, Gujarat, 396155
- c) Exclusive charge on Plot No. A-13, Road No. 22, MIDC Thane, Wagle Estate, Thane West-400604

**C. Personal Guarantee**

Unconditional and Irrevocable Personal Guarantee of Mr. Siddhart Rajendra Agarwal

**Note 3: Below mentioned are the non-fund based sanctioned limits**

1. Axis Bank ltd has issued Bank Guarantee of Rs. 323 Lakhs of which Rs. 289 Lakhs is against non-fund based limit of Rs 300 Lakhs and Rs. 34 Lakhs is against Bank Guarantee sub limit issued against fund based facility.
2. HDFC Bank ltd has issued Bank Guarantee of Rs. 100 Lakhs is part of company's Working Capital Limit.

**NOTE – C**  
**RESTATED STATEMENT OF DEFERRED TAX (ASSETS) / LIABILITIES**

(Rs. in Lakhs)

Particulars	As at		
	31/03/2025	31/03/2024	31/03/2023
<b>Opening Balance (A)</b>			
Opening Balance of Deferred Tax (Asset) / Liability	22.05	13.59	(1.61)
<b>Closing Balances (B)</b>			
(DTA) / DTL on account of Depreciation, gratuity & leave cashment provision	77.43	22.05	13.59
<b>Closing Balance of Deferred Tax (Asset) / Liability (B)</b>	<b>77.43</b>	<b>22.05</b>	<b>13.59</b>
<b>Current Year Provision (B-A)</b>	<b>55.37</b>	<b>8.46</b>	<b>15.20</b>

Note:

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- The company has created/reversed DTA/DTL as per AS 22 issued by ICAI.

**NOTE – D**  
**RESTATED STATEMENT OF OTHER LONG TERM LIABILITIES**

(Rs. in Lakhs)

Particulars	As at		
	31/03/2025	31/03/2024	31/03/2023
Vendors Deposits	10.07	10.07	10.07
<b>Total</b>	<b>10.07</b>	<b>10.07</b>	<b>10.07</b>

**RESTATED STATEMENT OF LONG TERM PROVISIONS**

(Rs. in Lakhs)

Particulars	As at		
	31/03/2025	31/03/2024	31/03/2023
Liability for Gratuity (Non-Current)	57.41	50.95	44.15
Liability for Leave Enactment (Non-Current)	4.62	-	-
<b>Total</b>	<b>62.03</b>	<b>50.95</b>	<b>44.15</b>

**NOTE – E**  
**RESTATED STATEMENT OF SHORT TERM BORROWINGS**

(Rs. in Lakhs)

Particulars	As at		
	31/03/2025	31/03/2024	31/03/2023
<b>A] Secured Borrowings</b>			
<b>Current Maturity of Long Term Debts</b>			
Term Loan	800.43	586.62	427.38
<b>Loan Repayable on Demand</b>			
From Banks			
Bank CC	2,843.79	1,944.82	1,596.69
Bank CA	183.70	274.84	31.57
WCDL A/c	3,000.00	3,000.00	2,500.00
<b>Subtotal-(a)</b>	<b>6,827.92</b>	<b>5,806.28</b>	<b>4,555.64</b>
<b>B] Unsecured Borrowings</b>			
Channel Finance	498.18	-	-
<b>Subtotal-(b)</b>	<b>498.18</b>	<b>-</b>	<b>-</b>
<b>Total a+b</b>	<b>7,326.10</b>	<b>5,806.28</b>	<b>4,555.64</b>

## Notes:

1. The terms and conditions and other information in respect of Secured Loans and Unsecured Loans are given in NOTE-B (A).
2. The Company does not have any continuing default in repayment of loans and interest as on the reporting date.
3. The Company has not taken any loan from financial institution or banks for any specified purpose for which it is not utilised.
4. Monthly returns or statements filed by the company with banks are in agreement with the books of account of the Company as compared to statement filed with bank except for stock in transit and zinc stock in tank which was remained to be considered while filling statement with bank.
5. All the registration or satisfaction of charges has been duly completed with the Registrar of Companies,
6. The company is not declared as "willful defaulter" by any bank or financial Institution or other lender as on the reporting date.

**NOTE – F**  
**RESTATED STATEMENT OF TRADE PAYABLES**

(Rs. in Lakhs)

Particulars	As at		
	31/03/2025	31/03/2024	31/03/2023
<b>Trade Payables</b>			
<b>Outstanding due to Micro and Small Enterprises (A)</b>	96.57	104.27	4.72
<b>Outstanding due to Creditors other than Micro and Small Enterprises (B)</b>	1,278.69	1,206.69	1,263.43
<b>Total (A+B)</b>	<b>1,375.27</b>	<b>1,310.96</b>	<b>1,268.15</b>

**1. Trade Payables ageing schedule as on 31/03/2025**

Particulars			Outstanding for following periods from due date of transaction				Total
	Not Due	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Micro and small enterprises	65.76	-	25.64	3.91	0.92	0.34	<b>96.57</b>
(ii) Others	651.01	-	617.21	8.45	1.86	0.18	<b>1,278.69</b>
(iii) Disputed dues – Micro and small enterprises	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-

**2. Trade Payables ageing schedule as on 31/03/2024**

Particulars			Outstanding for following periods from due date of transaction				Total
	Not Due	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Micro and small enterprises	44.80	-	50.38	3.01	6.08	-	<b>104.27</b>
(ii) Others	1002.59	-	187.48	10.91	-	5.71	<b>1,206.69</b>
(iii) Disputed dues – Micro and small enterprises	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-

**3. Trade Payables ageing schedule as on 31/03/2023**

Particulars			Outstanding for following periods from due date of transaction				Total
	Not Due	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Micro and small enterprises	-	-	0.55	3.31	0.86	-	<b>4.72</b>
(ii) Others	1199.17	-	5.81	7.10	7.31	44.03	<b>1,263.43</b>
(iii) Disputed dues – Micro and small enterprises	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-

Notes:

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been identified on the basis of information available with the Company.
- Ageing of the Supplier, along with any amount involved in disputes as required by Schedule III of Companies Act, 2013 is disclosed below after it becomes due for payment. In case of no credit terms defined the break-up of age wise supplier balance is given below after considering from the date of transactions.
- There were no Unbilled Trade Payables

The following is the disclosure with regards to interest on MSME creditors:

*(Rs. in Lakhs)*

Particulars	As at		
	31/03/2025	31/03/2024	31/03/2023
a) (i) The principal amount remaining unpaid to any supplier as at the end of accounting year included in trade payables	96.57	104.27	4.72
(ii) The interest due on above	-	-	-
The total of (i) & (ii)	96.57	104.27	4.72
b) The amount of interest paid by the buyer in terms of section 16 of the Act	-	-	-
c) the amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid)	-	-	-
d) The amounts of interest accrued and remaining unpaid at the end of financial 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 Micro, Small and Medium Enterprises Development Act, 2006.	-	-	-

Note: The above information has been determined to the extent such parties have been identified on the basis of information available with the group company and the same has been relied upon by the auditors.

**NOTE – G**  
**RESTATED STATEMENT OF OTHER CURRENT LIABILITIES**

(Rs. in Lakhs)

Particulars	As at		
	31/03/2025	31/03/2024	31/03/2023
<b>Other Current Liabilities</b>			
Statutory Dues Payable	116.82	23.91	92.43
Advance received form Customers	223.06	81.66	98.94
Interest Accrued but not due	3.97	5.24	0.11
Salary Payable	43.56	57.48	36.72
<b>Total</b>	<b>387.41</b>	<b>168.29</b>	<b>228.19</b>

**NOTE – H**  
**RESTATED STATEMENT OF SHORT TERM PROVISIONS**

(Rs. in Lakhs)

Particulars	As at		
	31/03/2025	31/03/2024	31/03/2023
<b>Short Term Provisions</b>			
Provision for Leave Encashment	0.90	-	-
Provision for CSR	-	11.77	-
Provision Gratuity	11.97	5.84	3.03
Provision for Income Tax	591.44	426.22	208.75
Provision for Expense Payables	58.88	12.01	68.39
<b>Total</b>	<b>663.19</b>	<b>455.85</b>	<b>280.16</b>

**NOTE – I**  
**RESTATED STATEMENT OF PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS**

(Rs. in Lakhs)

**F.Y. 2022-23**

Particulars	Gross Block				Depreciation				Net Block	
	As at 01.04.202 2	Addition s	Deletion s	As at 31.03.202 3	As at 01.04.202 2	Addition s	Deletion s	As at 31.03.202 3	As at 31.03.202 3	As at 31.03.202 2
<b>Tangible Assets</b>										
<b>Property, Plant and Equipment</b>										
Land - Freehold Sayli	15.66	-	-	15.66	-	-	-	-	15.66	15.66
Land - Freehold Naroli	105.52	-	-	105.52	-	-	-	-	105.52	105.52
GIDC Sarigam Lease hold	-	215.59	-	215.59	-	-	-	-	215.59	-
Building Sayli	412.31	13.39	-	425.70	149.85	13.33	-	163.19	262.51	262.45
Building Naroli	158.66	16.21	-	174.87	5.46	5.53	-	10.99	163.88	153.20
Building Sarigam		119.46	-	119.46	-	0.88	-	0.88	118.58	-
Computers	30.05	1.66	-	31.71	26.52	2.30	-	28.82	2.89	3.53
Furniture & Fixture	55.91	2.50	-	58.41	34.68	4.38	-	39.06	19.35	21.23
Motor Car & Vehicles	249.51	28.29	8.19	269.61	189.39	14.56	7.41	196.54	73.07	60.12
Office Equipment	13.39	3.75		17.14	9.34	1.13	-	10.47	6.67	4.05
Plant & Machinery	1,535.02	1,337.78		2,872.80	1,043.16	143.47	-	1,186.63	1,686.17	491.86
<b>Intangible Assets</b>				-	-		-	-	-	-
Computer Software	10.53			10.53	4.38	1.67	-	6.05	4.48	6.14
<b>Total</b>	<b>2,586.55</b>	<b>1,738.63</b>	<b>8.19</b>	<b>4,316.99</b>	<b>1,462.78</b>	<b>187.25</b>	<b>7.41</b>	<b>1,642.62</b>	<b>2,674.37</b>	<b>1,123.77</b>
<i>Previous Year</i>	<b>2,554.06</b>	<b>32.49</b>	<b>-</b>	<b>2,586.55</b>	<b>1,295.22</b>	<b>167.56</b>	<b>-</b>	<b>1,462.78</b>	<b>1,123.77</b>	<b>1,258.84</b>

**F.Y. 2023-24**

Particulars	Gross Block				Depreciation				Net Block	
	As at 01.04.202 3	Addition s	Deletion s	As at 31.03.202 4	As at 01.04.202 3	Addition s	Deletion s	As at 31.03.202 4	As at 31.03.202 4	As at 31.03.202 3
<b>Tangible Assets</b>										
<b>Property, Plant and Equipment</b>										

Land - Freehold Sayli	15.66			15.66	-			-	15.66	15.66
Land - Freehold Naroli	105.52			105.52	-			-	105.52	105.52
GIDC Sarigam Lease hold	215.59	2.07		217.67	-			-	217.67	215.59
Building Sayli	425.70			425.70	163.19	13.39		176.58	249.12	262.51
Building Naroli	174.87			174.87	10.99	5.54		16.53	158.33	163.88
Building Sarigam	119.46	11.64		131.11	0.88	3.94		4.82	126.28	118.58
Computers	31.71	3.63		35.34	28.82	1.97		30.79	4.55	2.89
Furniture & Fixture	58.41	4.11		62.52	39.06	4.61		43.68	18.85	19.35
Motor Car & Vehicles	269.61	42.78		312.39	196.54	18.59		215.13	97.26	73.07
Office Equipment	17.14	4.80		21.94	10.47	1.85		12.31	9.62	6.67
Plant & Machinery	2,872.80	127.40		3,000.19	1,186.63	236.12		1,422.75	1,577.44	1,686.17
<b>Intangible Assets</b>				-				-	-	
Computer Software	10.53	-	-	10.53	6.05	1.67	-	7.72	2.81	4.48
<b>Total</b>	<b>4,316.99</b>	<b>196.44</b>	<b>-</b>	<b>4,513.43</b>	<b>1,642.62</b>	<b>287.69</b>	<b>-</b>	<b>1,930.30</b>	<b>2,583.12</b>	<b>2,674.37</b>
<i>Previous Year</i>	<i>2,586.55</i>	<i>1,738.63</i>	<i>8.19</i>	<i>4,316.99</i>	<i>1,462.78</i>	<i>187.25</i>	<i>7.41</i>	<i>1,642.62</i>	<i>2,674.37</i>	<i>1,123.77</i>

#### Capital Work-in-progress

Particulars	31-Mar-24	31-Mar-23	31-Mar-22
Opening Balance		-	-
<b>Add: Addition during the year</b>			
New building	45.48		-
New Plant and machinery	2061.22		-
Less: Capitalized during the year	-		-
<b>Closing Balance</b>	<b>2,106.70</b>		<b>-</b>

#### Capital Work-in-Progress Aging Schedule

Capital Work-in-Progress	Amount in CWIP for a period of				31-Mar-24
	Less than 1 year	1 -2 Years	2-3 Years	More than 3 Years	Total
Projects in progress	2,106.70				<b>2,106.70</b>
Projects temporarily suspended					-

## F.Y. 2024-2025

Particulars	Gross Block				Depreciation				Net Block	
	As at 01.04.202 4	Addition s	Deletion s	As at 31.03.202 5	As at 01.04.202 4	Addition s	Deletion s	As at 31.03.202 5	As at 31.03.202 5	As at 31.03.202 4
<b>Tangible Assets</b>										
<b>Property, Plant and Equipment</b>										
MIDC Property Thane	-	1,088.83	-	1,088.83	-		-	-	1,088.83	-
Land - Freehold Sayli	15.66			15.66	-			-	15.66	15.66
Land - Freehold Naroli	105.52			105.52	-			-	105.52	105.52
GIDC Sarigam Lease hold	217.67			217.67	-			-	217.67	217.67
Building Sayli	425.70	21.89		447.59	176.58	13.78		190.36	257.23	249.12
Building Naroli	174.87			174.87	16.53	5.54		22.08	152.79	158.33
Building Sarigam	131.11	41.67		172.77	4.82	4.25		9.08	163.70	126.28
Computers	35.34	2.68	-	38.01	30.79	2.81		33.60	4.42	4.55
Furniture & Fixture	62.52		-	62.52	43.68	5.09		48.77	13.75	18.85
Motor Car & Vehicles	312.39	35.14	-	347.53	215.13	21.92		237.05	110.48	97.26
Office Equipment	21.94	5.03	-	26.97	12.31	2.75		15.07	11.91	9.62
Plant & Machinery*	3,000.19	2,727.46	8.56	5,719.09	1,422.75	381.77		1,804.52	3,914.57	1,577.44
<b>Intangible Assets</b>				-				-	-	
Computer Software	10.53	-	-	10.53	7.72	1.05	-	8.77	1.76	2.81
<b>Total</b>	<b>4,513.43</b>	<b>3,922.70</b>	<b>8.56</b>	<b>8,427.57</b>	<b>1,930.30</b>	<b>438.97</b>	<b>-</b>	<b>2,369.28</b>	<b>6,058.29</b>	<b>2,583.12</b>
<b>Previous Year</b>	<b>4,316.99</b>	<b>196.44</b>	<b>-</b>	<b>4,513.43</b>	<b>1,642.62</b>	<b>287.69</b>	<b>-</b>	<b>1,930.30</b>	<b>2,583.12</b>	<b>2,674.37</b>

\* Deletion of Rs. 8,56,164 relates to Capital nature interest subsidy. Effect of the same is duly provided in depreciation.

## Capital Work-in-progress

Particulars	31-Mar-25	31-Mar-24	31-Mar-23
Opening Balance	2,106.70	-	-
<b>Add: Addition during the year</b>			
New building	44.57	45.48	-
New Plant and machinery		2061.22	-
Less: Capitalized during the year	2065.23	-	-
<b>Closing Balance</b>	<b>86.04</b>	<b>2,106.70</b>	<b>-</b>

**Capital Work-in-Progress Aging Schedule**

<b>Capital Work-in-Progress</b>	<b>Amount in CWIP for a period of</b>				<b>31-Mar-25</b>
	<b>Less than 1 year</b>	<b>1 -2 Years</b>	<b>2-3 Years</b>	<b>More than 3 Years</b>	<b>Total</b>
Projects in progress	86.04				<b>86.04</b>
Projects temporarily suspended					-

Notes:

- 1.1 The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company
- 1.2 The Company has not revalued its Property Plant & Equipment.
2. Title deeds of all the immovable property  
The title deeds of all the immovable property are held in the name of the company
3. No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transaction (Prohibition) Act, 1988 and the Rules made thereunder and as amended from time to time.
4. There has been no capital work in progress which has exceeded its cost compared to its original plan.

**NOTE – J**  
**RESTATED STATEMENT OF OTHER NON-CURRENT ASSETS**

(Rs. in Lakhs)

Particulars	As at		
	31/03/2025	31/03/2024	31/03/2023
Security Deposit	250.76	305.93	106.04
Fixed Deposits *	378.18	118.97	84.10
<b>Total</b>	<b>628.94</b>	<b>424.89</b>	<b>190.15</b>

\* Fixed deposit having maturity for more than 12 months and all are lein marked.

**NOTE – K**  
**RESTATED STATEMENT OF INVENTORIES**

(Rs. in Lakhs)

Particulars	As at		
	31/03/2025	31/03/2024	31/03/2023
<b>Stock of Raw Material, WIP, Finished Goods and Stock in Trade</b>			
Raw Material	2,778.84	2,877.44	2,145.29
Raw Material in Transit	208.08	322.31	299.53
Stores & Consumables	89.58	-	-
Work in Progress			
Finished Goods	943.09	227.54	124.53
<b>Total</b>	<b>4,019.59</b>	<b>3,427.29</b>	<b>2,569.35</b>

Notes:

- Inventory has been physically verified by the management of the Company at the end of respective period/year.
- Refer Significant Accounting Policy Annexure IV for valuation

**NOTE – L**  
**RESTATED STATEMENT OF TRADE RECEIVABLES**

(Rs. in Lakhs)

Particulars	As at		
	31/03/2025	31/03/2024	31/03/2023
<b>Trade Receivables</b>			
(a) Secured, considered good	-	-	-
(b) Unsecured, considered good	7,903.85	5,206.48	5,803.39
(c) Disputed, considered good	-	-	-
<b>Total</b>	<b>7,903.85</b>	<b>5,206.48</b>	<b>5,803.39</b>

**1. Trade Receivables ageing schedule as at 31.03.2025**

Particulars	Outstanding for following periods from due date of payment/transaction					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	7,580.95	35.68	103.28	35.16	148.79	7,903.85
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-

(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
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## 2. Trade Receivables ageing schedule as at 31.03.2024

Particulars	Outstanding for following periods from due date of payment/transaction					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	4,189.01	767.17	40.53	97.85	111.92	5,206.48
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

## 3. Trade Receivables ageing schedule as at 31.03.2023

Particulars	Outstanding for following periods from due date of payment/transaction					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	5,179.96	381.84	79.96	43.30	118.33	5,803.39
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

Notes:

- List of persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management and relied upon by the Auditors.  
The Auditors have not performed any procedure to determine whether the list is accurate and complete."
- Ageing of debtors is based on the date of transaction in case there is no credit period agreed at the time of Supply.
- There are no un-billed trade receivables.

## NOTE – M RESTATED STATEMENT OF CASH & CASH EQUIVALENTS

(Rs. in Lakhs)

Particulars	As at		
	31/03/2025	31/03/2024	31/03/2023
<b>Cash and Cash Equivalents</b>			
Cash on Hand	46.76	49.79	18.89
<b>Balances with Banks</b>	35.58	58.81	41.63
<b>Total</b>	<b>82.34</b>	<b>108.61</b>	<b>60.52</b>

The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

**NOTE – N**  
**RESTATED STATEMENT OF SHORT-TERM LOANS AND ADVANCES**

(Rs. in Lakhs)

Particulars	As at		
	31/03/2025	31/03/2024	31/03/2023
<b>Unsecured, Considered Good unless otherwise stated</b>			
Advance Recoverable	21.64	25.71	35.85
Advance to Suppliers	280.08	1,406.89	1,397.84
Advance Tax Paid	554.77	241.66	166.21
Intercompany Deposit {Unsecured}	550.00	-	-
<b>Total</b>	<b>1,406.49</b>	<b>1,674.26</b>	<b>1,599.90</b>

Notes:

- List of persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.
- Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:
  - repayable on demand or
  - without specifying any terms or period of repayment

(Rs. in Lakhs)

Type of Borrower	Amount of Loan or Advance in nature of Loans Outstanding			Percentage to the total Loans and Advances in the nature of loans		
	As at 31/03/2025	As at 31/03/2024	As at 31/03/2023	As at 31/03/2025	As at 31/03/2024	As at 31/03/2023
Promoters						
Directors	-	-	-	-	-	-
KMP's	-	-	-	-	-	-
Related Parties *		-	-	-	-	-
Inter Corporate Borrowing	550.00	-	-	39.10%		-

\*For more details refer Note-Y i.e. Restated Statement of Related Party Transactions

**NOTE – O**  
**RESTATED STATEMENT OF OTHER CURRENT ASSETS**

(Rs. in Lakhs)

Particulars	As at		
	31/03/2025	31/03/2024	31/03/2023
<b>Balance with Revenue Authorities</b>			
VAT Refundable	-	31.75	54.55
GST Export Refund	25.13	100.52	2.11
Duty Drawback	7.08	8.86	6.52
GST Receivable	92.95	348.73	62.18
GIDC Stamp Duty	39.75	39.75	-
<b>Other Current Assets</b>			
Prepaid Expense	65.36	90.51	11.16
Margin on Export & Inland LC	0.34	1.29	-
Interest Receivable	3.67	2.52	-
Interest subsidy receivable	4.16	-	-
Other receivables	116.95	-	-
IPO Exps.	30.00	-	-
<b>Total</b>	<b>385.39</b>	<b>623.92</b>	<b>136.52</b>

**NOTE – P**  
**RESTATED STATEMENT OF REVENUE FROM OPERATIONS**

(Rs. in Lakhs)

Particulars	For the Period ended on		
	31/03/2025	31/03/2024	31/03/2023
<b>A] Sale of products</b>			
- Domestic Sales			
- Manufactured Goods	33,796.91	31,189.58	29,355.58
- Traded Goods	7,420.02	2,085.52	-
- Export Sales	3,189.03	3,498.27	2,499.56
<b>B] Sale of Services</b>	215.76	222.72	149.87
<b>C] Other Operating Income</b>			
- Duty Drawback	29.43	34.61	24.97
- Duty Credit Scrips	-	-	17.74
<b>Total</b>	<b>44,651.15</b>	<b>37,030.70</b>	<b>32,047.72</b>

**1.] Details of Revenue - Product wise:**

(Rs. in Lakhs)

Particulars	For the Period ended on		
	31/03/2025	31/03/2024	31/03/2023
Various types of Steel Wires	43,644.01	36,522.34	31,398.06
Optical Ground Wires {OPGW}	167.69	-	-
Optical Fibre Wires {OFC}	188.55	-	-
Others	621.47	473.74	606.95
<b>Total</b>	<b>44,621.72</b>	<b>36,996.08</b>	<b>32,005.01</b>

Notes:

1. Sale of product doesn't include the GST amount.
2. Details of Revenue -Product wise also includes sale of services, which is on account of Job work done for steel wires.

**NOTE – Q**  
**RESTATED STATEMENT OF OTHER INCOME**

(Rs. in Lakhs)

Particulars	For the Period ended on		
	31/03/2025	31/03/2024	31/03/2023
Currency Rate Difference	40.72	35.62	47.02
Balance Written Off	15.00	-	-
VAT Refund Received	-	31.75	35.15
Interest from Debtors	66.24	82.25	51.79
Rent Income	11.00	10.00	-
Lifting Charges received	-	3.37	-
Interest from Fixed Deposits	20.39	9.65	8.37
Commission Income	33.31	-	-
Interest Subsidy Received	70.60	-	-
Interest on ICD	12.21	-	-
Bad debts Recovered	-	57.04	-
<b>Total</b>	<b>269.46</b>	<b>229.68</b>	<b>142.33</b>

**NOTE – R**  
**RESTATED SATATMENT OF COST OF MATERIAL CONSUMED**

(Rs. in Lakhs)

Particulars	For the Period ended on		
	31/03/2025	31/03/2024	31/03/2023
Opening Stock of Raw Material	3,199.74	2,444.82	1,498.29
Add: Purchase of Materials			
Indigenous	27,273.23	27,057.47	26,774.52
Imported	512.09	520.79	-
Less: Closing stock of Raw Material	(2,986.92)	(3,199.74)	(2,444.82)
<b>Total</b>	<b>27,998.14</b>	<b>26,823.33</b>	<b>25,827.98</b>

**RESTATED SATATMENT OF PURCHASE OF STOCK IN TRADE**

(Rs. in Lakhs)

Particulars	For the Period ended on		
	31/03/2025	31/03/2024	31/03/2023
Opening Stock in Trade Raw Material	-	-	-
Add: Purchase of Trading Materials			
Indegineous	7,140.31	2,085.52	-
Imported	250.55	-	-
Less: Closing stock in Trade Raw Material	-	-	-
<b>Total</b>	<b>7,390.86</b>	<b>2,085.52</b>	<b>-</b>

**1.] Details of Raw Materials Consumed - Product wise:**

(Rs. in Lakhs)

Particulars	For the Period ended on		
	31/03/2025	31/03/2024	31/03/2023
Wire Rod	22,598.31	21,838.99	21,191.30
Zinc	4,942.92	4,066.13	4,066.09
Aluminium Rod	167.69	815.49	539.66
OFC & OPGW	207.09	40.34	-
Lead	82.14	62.38	30.93
<b>Total</b>	<b>27,998.14</b>	<b>26,823.33</b>	<b>25,827.98</b>

**NOTE – S**  
**RESTATED STATEMENT OF CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE**

(Rs. in Lakhs)

Particulars	For the Period ended on		
	31/03/2025	31/03/2024	31/03/2023
Opening Balance of Stock			
(i) Finished Goods	227.54	124.53	65.06
(ii) Work-in-progress	-	-	-
<b>Total</b>	<b>227.54</b>	<b>124.53</b>	<b>65.06</b>
Less: Closing Balance of Stock			
(i) Finished Goods	943.09	227.54	124.53
(ii) Work-in-progress	-	-	-
<b>Total</b>	<b>943.09</b>	<b>227.54</b>	<b>124.53</b>
<b>Increase/(Decrease) in Stock</b>	<b>(715.55)</b>	<b>(103.01)</b>	<b>(59.47)</b>

Notes:

1. The Inventory has been physically verified on periodic basis by the management.

**NOTE – T**  
**RESTATED STATEMENT OF EMPLOYEE BENEFITS EXPENSES**

(Rs. in Lakhs)

Particulars	For the Period ended on		
	31/03/2025	31/03/2024	31/03/2023
Salary & Wages & Bonus	1,355.94	1,302.58	1,026.63
Remuneration to Directors	40.35	32.00	32.00
Staff Welfare Expenses	52.23	36.98	26.40
Gratuity Expenses	13.45	14.56	4.21
Contribution to Provident Fund	17.51	11.22	10.80
Leave Encashment Expenses	6.29	-	-
<b>Total</b>	<b>1,485.76</b>	<b>1,397.34</b>	<b>1,100.04</b>

**NOTE – U**  
**RESTATED STATEMENT OF FINANCE COST**

(Rs. in Lakhs)

Particulars	For the Period ended on		
	31/03/2025	31/03/2024	31/03/2023
<b>Interest Exp</b>			
Interest on Cash Credit Facility	498.53	406.67	259.83
Interest on Term Loan	210.90	199.54	94.95
Interest on LC Discounting	34.22	81.67	47.41
Interest on Vehicle Loan	2.36	2.39	1.57
<b>Other Borrowing Cost</b>			
Bank Charges	53.98	39.08	31.24
Bill Discounting Charges	-	0.73	-
LC Discounting Charges	1.46	1.11	5.00
<b>Total</b>	<b>801.44</b>	<b>731.19</b>	<b>440.00</b>

**NOTE – V**  
**RESTATED STATEMENT OF DEPRECIATION & AMORTISATION**

(Rs. in Lakhs)

Particulars	For the Period ended on		
	31/03/2025	31/03/2024	31/03/2023
Depreciation and Amortization Expenses	438.97	287.69	187.25
<b>Total</b>	<b>438.97</b>	<b>287.69</b>	<b>187.25</b>

**NOTE – W**  
**RESTATED STATEMENT OF OTHER EXPENSES**

(Rs. in Lakhs)

Particulars	For the Period ended on		
	31/03/2025	31/03/2024	31/03/2023
<b>Manufacturing Expense</b>			
Consumption of Stores and Spare parts	158.58	239.39	210.54
Power, Fuel and Water Charges	1,270.54	1,119.55	1,125.72
Job Work Processing Charges	796.45	597.43	539.21
Repair & Maintenance Charges	252.05	247.00	110.56
Factory Rent Expenses	60.00	48.00	24.00
Other Manufacturing Expense	70.78	71.26	56.77
Custom Duty Paid	22.27	24.13	-
Import Expense	8.65	7.81	-

Insurance on Purchase Expense	1.65	0.95	1.35
Loading & Unloading Charges	71.16	40.06	6.07
Freight Inward	962.52	870.13	757.92
Packing & Forwarding Charges	-	-	0.04
<b>Indirect Expense</b>			
Audit fees	3.75	2.00	2.00
Annual Maintenance charges	10.43	12.72	24.35
Conveyance Expenses	-	1.78	1.56
Donation Expenses	0.76	-	-
ROC Charges	24.88	0.02	0.10
GST Late Fee Charges	-	0.07	-
Interest on Statutory Dues	25.66	0.05	0.07
Insurance Expense	5.35	5.39	4.34
Guesthouse Expenses	7.44	5.24	5.02
Legal & Professional Charges	59.69	47.06	42.43
Membership Fees	3.45	1.25	2.94
Misc. Expenses	74.18	31.76	21.33
Office Maintenance Expense	12.96	8.55	8.69
PF Administration Charges	4.99	0.45	0.49
Postages & Fax Charges	-	2.98	3.56
Printing & Stationery Charges	-	4.39	8.02
Rates and Taxes	-	0.26	0.05
Office Rent Expenses	60.50	55.84	47.52
Telephone Expenses	-	13.68	12.57
Repairs of Vehicle & Others	-	1.77	3.97
CSR Expenses	20.33	11.77	10.06
Balance Written Off	-	-	5.28
Loss on sale of motor car	-	-	0.08
Travelling Expenses	141.69	110.40	69.63
<b>Selling and Distribution Expenses</b>			
Advertisement & Promotion Expenses	10.64	7.78	13.80
Commission & Brokerage Expense	32.69	51.73	15.55
Exhibition Expense	73.04	20.48	65.93
Freight Outward	792.28	713.48	645.84
<b>Total</b>	<b>5,039.39</b>	<b>4,376.61</b>	<b>3,847.35</b>

**NOTE – X**  
**RESTATED SUMMARY STATEMENT OF CONTINGENT LIABILITIES AND COMMITMENTS**

(Rs. in Lakhs)

Particulars	As at		
	31/03/2025	31/03/2024	31/03/2023
Contingent liabilities in respect of:			
Claims against the company not acknowledged as debts { Outstanding Income Tax Demand } * { TDS Default } **	2.16	1.24	0.71
Guarantees given on Behalf of the Company	423.02	315.26	291.26
Other commitments	-	-	-
<b>Total</b>	<b>425.19</b>	<b>316.51</b>	<b>291.97</b>

Note:

\* As of March 31, 2025, the total balance of claims against the company not acknowledged as debts, pertaining to Outstanding Income Tax Demand, amounts to Rs. 1.68 lakhs. This includes Outstanding Income Tax demand relating to periods prior to the financial year 2022-23, totaling Rs. 1.21 Lakhs.

\*\* As of March 31, 2025, the total balance of claims against the company not acknowledged as debts, pertaining to TDS defaults, amounts to Rs. 6.59 lakhs. This includes TDS defaults relating to periods prior to the financial year 2022-23, totaling Rs. 2.87 Lakhs.

**NOTE – Y**  
**RESTATED STATEMENT OF RELATED PARTY TRANSACTION**

**(c) List of Related Parties**

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

Sr. No.	Name of the Person / Entity	Relation
1.	Siddharth Rajendra Agrawal	Chairman & Managing Director
2.	Satya Rajendra Agrawal	Non-Executive Director
3.	Vikas Navin Hegde	Whole Time Director (w.e.f January 30, 2025)
4.	Bhagwan Das	Independent Director (w.e.f January 15, 2025)
5.	Archana Surendra Yadav	Independent Director (w.e.f January 15, 2025)
6.	Dimple Lalwani	Company Secretary and Compliance Officer (w.e.f January 01, 2025)
7.	Dwarika Prasad Agrawal	Chief Financial Officer (w.e.f December 19, 2024)
8.	Shweta Siddharth Agarwal	Relative of Director
9.	Shruti Agrwal	Relative of Director
10.	S R Agarwal HUF	HUF of Director
11.	Rajendra Jaganprasad Agrawal	Relative of Director
12.	Ashwani Agrawal	General Manager
13.	Siddhant Ispat Pvt Ltd	Company in which Directors are interested
14.	Systematic Steel Industries Pvt Ltd	Company in which Relative of Directors are interested
15.	Veritas Industries Pvt. Ltd.	Company in which Directors are interested
16.	Wire Brigade Industries Pvt. Ltd.	Company in which Directors are interested
17.	M/s Redragaa [Partnership Firm]	Firm in which Directors & Relative of Directors are interested

**(d) Transaction with related Parties: -**

(Rs. in Lakhs)

Sr No.	Particulars	For the financial year ended		
		31.03.2025	31.03.2024	31.03.2023
<b>1</b>	<b>Remuneration Paid to Directors/Non-Executive Director</b>			
i)	Siddharth Rajendra Agrawal	32.00	32.00	32.00
ii)	Vikas Navin Hegde*	8.35	-	-
iii)	Bhagwan Das	0.25	-	-
iv)	Archana Surendra Yadav	0.25	-	-
V)	Dimple Lalwani	0.75	-	-
Vi)	Ashwani Agrawal	9.90	11.77	12.42
Vii)	Dwarika Prasad Agrawal**	6.65	-	-
<b>2</b>	<b>Salary</b>			
i)	Shweta Siddharth Agarwal	20.00	20.00	20.00
<b>3</b>	<b>Rent Expenses</b>			

i)	Shweta Siddharth Agarwal	60.50	55.84	47.52
ii)	Siddhant Ispat Pvt Ltd.	60.00	48.00	24.00
<b>4</b>	<b>Rent Income</b>			
i)	Veritas Industries Pvt Ltd.	11.00	10.00	-
<b>5</b>	<b>Professional Expense</b>			
i)	M/s Redragaa [Partnership Firm]	1.42	3.43	1.83
<b>6</b>	<b>Job Work Expenses</b>			
i)	Veritas Industries Pvt. Ltd.	796.22	597.43	539.21
<b>7</b>	<b>Manpower supply</b>			
i)	Siddhant Ispat Pvt Ltd	313.32	251.76	33.11
ii)	Systematic Steel Industries Private Limited	88.72	121.43	89.25
<b>8</b>	<b>Sales of Goods</b>			
i)	Veritas Industries Pvt. Ltd.	600.88	357.65	587.37
ii)	Wire Brigade Industries Pvt. Ltd.	732.46	138.90	5.00
<b>9</b>	<b>Purchase of Goods</b>			
i)	Veritas Industries Pvt. Ltd.	585.11	1,497.51	791.45
ii)	Wire Brigade Industries Pvt Ltd	2,107.08	1,700.12	782.64
iii)	Siddhant Ispat Pvt Ltd	-	69.02	-
iv)	Systematic Steel Industries Private Limited	78.29	218.46	-
<b>10</b>	<b>Commission Income</b>			
i)	Wire Brigade Industries Pvt Ltd	33.31	-	-
<b>11</b>	<b>Interest Income on ICD</b>			
i)	Siddhant Ispat Pvt Ltd	7.77		
ii)	Systematic Steel Industries Private Limited	4.44		
<b>12</b>	<b>Loan Paid back by the Company</b>			
i)	Siddharth Rajendra Agrawal	-	-	70.00
<b>13</b>	<b>Inter-corporate Deposit</b>			
i)	Siddhant Ispat Pvt Ltd	350.00	-	-
ii)	Systematic Steel Industries Private Limited	200.00	-	-
<b>14</b>	<b>Balance Outstanding( Debtors &amp; Creditors)</b>			
i)	Wire Brigade Industries Pvt Ltd	0.53 Cr.	41.47 Cr.	24.71 Cr.
ii)	Veritas Industries Pvt Ltd	-	5.76 Dr.	27.74 Cr.
iii)	Siddhant Ispat Pvt Ltd	3.38 Dr.	335.97 Dr.	361.99Dr.
iv)	M/s Redragaa [Partnership Firm]	3.08 Dr	3.34 Cr.	0.24 Cr.
v)	Systematic Steel Industries Private Limited	84.08 Cr	689.15 Dr.	899.83 Dr.

\* Vikas Hegde' salary includes five months' salary as he was appointed as director w.e.f. 06.11.2024 & re-designated as WTD w.e.f. 30.01.2025

\*\* Dwarika Prasad Agrawal' salary includes four-month salary as he was appointed as CFO w.e.f. 19.12.2024

Note:

1. List of Related parties has been identified by the management and relied upon by the Auditor.
2. In case there is no transaction with any of the above related parties, only name of such related parties has been disclosed as required by AS- 18.

3. The remuneration to Key Managerial Personnel (KMP), Director and other related employees excludes the provisions made for gratuity as these are determined on an actuarial basis for the Company as a whole.

**NOTE – Z**  
**RESTATED STATEMENT OF TAX SHELTER**

(Rs. in Lakhs)

Particulars	As at		
	31/03/2025	31/03/2024	31/03/2023
Restated profit before tax as per books (A)	2,481.60	1,661.70	846.90
Tax Rates			
Income Tax Rate (%)	25.17%	25.17%	25.17%
Minimum Alternative Tax Rate (%)	0.00%	0.00%	0.00%
Adjustments :			
Other Allowed Items as per Act	5.46	4.95	1.08
Total Disallowed Items as per Act	85.98	26.38	14.33
Timing Difference ©			
Book Depreciation	438.97	287.69	187.25
Income Tax Depreciation allowed	696.27	330.90	250.79
Total Timing Difference	(257.30)	(43.22)	(63.54)
Net Adjustment D= (B+C)	(176.78)	(21.78)	(50.28)
Tax Expenses	-	-	-
Income from Capital Gains (E)	-	-	-
Income from Other Sources			
Deduction under chapter VI (H)	-	-	-
Taxable Income/(Loss) (A+D+E+G+H)	2,304.82	1,639.92	796.62
Income Tax on Above	580.08	412.74	200.49
MAT on Book Profit			-
Tax paid as per normal or MAT	Normal	Normal	Normal
Interest Payable			
Total Provision for Tax	580.08	412.74	200.49

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 returns/Provisional computation of total income of respective years as stated above.
2. The above statement is in accordance with Accounting Standard - 22, "Accounting for Taxes on Income" prescribed under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2021 (as amended).
3. Statutory tax rate includes applicable surcharge, education cess and higher education cess of the year concerned.
4. Tax paid under Normal Tax Regime U/s 115BAA option, thus not MAT entitlement available to Company.

**NOTE – AA**  
**CAPITALISATION STATEMENT**

(Rs. in Lakhs)

Particulars	Pre Issue	Post Issue
<b>Borrowings</b>		
Short term debt (A)	6,525.67	*
Long Term Debt (B)	3,386.80	*
<b>Total debts (C)</b>	<b>9,912.47</b>	<b>*</b>
<b>Shareholders' funds</b>		
Equity share capital	1,680.32	*
Reserve and surplus - as restated	6,402.74	*
<b>Total shareholders' funds</b>	<b>8,083.07</b>	<b>*</b>
<b>Long term debt / shareholders' funds (in Rs.)</b>	<b>0.42</b>	<b>*</b>

<b>Total debt / shareholders' funds (in Rs.)</b>	1.23	*
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(\*) The corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.

Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short Term Debts as defined above but includes 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 31.03.2025

**NOTE – AB**  
**RESTATED STATEMENT OF MANDATORY ACCOUNTING RATIOS**

*(Rs. in Lakhs, Except Per Share Data)*

Particulars	As at		
	31/03/2025	31/03/2024	31/03/2023
Net Worth (A)	8,083.07	6,236.92	4,963.46
Adjusted Profit after Tax (B)	1,846.15	1,240.51	631.20
Number of Equity Share outstanding as on the End of Year (c)	16,803,242	988,426	658,950
Weighted Number of Equity Share outstanding as on the End of Year Ended (D)	16,803,242	12,190,954	12,185,382
- (Post Bonus with retrospective effect)			
Face Value per Share	10.00	10.00	10.00
Basic & Diluted Earnings per Equity Share (Rs.) (B/D) (Post Bonus with retrospective effect)	10.99	10.18	5.18
Return on Net worth (%) (B/A)	22.84%	19.89%	12.72%
Net asset value per share (A/C) (Face Value of Rs. 10 Each) (Based on Actual Number of Shares)	48.10	631.00	753.24
Net asset value per share (A/D) (Face Value of Rs. 10 Each) (Based on Weighted Average Number of Shares)	48.10	37.12	29.55
EBITDA	3,397.12	2,409.98	1,295.58

Note:

"1) The ratios have been computed as below:

- (a) Basic earnings per share (Rs.) -: Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the 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 for diluted EPS
- (c) Return on net worth (%) -: Net profit after tax (as restated) / Net worth at the end of the period or year
- (d) Net assets value per share -: Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year

2) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.

3) Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).

4) The figures disclosed above are based on the restated summary statements of the Company.

5) EBITDA has been calculated as Profit before tax + Depreciation + Interest Expenses - Other Income"

## NOTE - AC

**RESTATED STATEMENT OF OTHER DISCLOSURES AS PER SCHEDULE-III OF THE COMPANIES ACT, 2013****1. Value of imports calculated on C.I.F basis by the company during the financial year in respect of***(Rs. in Lakhs)*

Particulars	As at		
	31/03/2025	31/03/2024	31/03/2023
i) Raw materials	762.64	520.79	-
ii) Capital Goods	-	1,013.05	799.98
<b>TOTAL</b>	<b>762.64</b>	<b>1,533.84</b>	<b>799.98</b>

- a. Total value of all imported and Indigenous raw materials, spare parts and components consumed during the financial year and the total value of all raw materials, spare parts and components similarly consumed and the percentage of each to the total consumption.

*(Rs. in Lakhs)*

Details of consumption of Raw Material	For the year ended					
	31/03/2025		31/03/2024		31/03/2023	
i) Imported Traded Goods	762.64	2.17%	520.79	1.76%	-	-
ii) Indigenous Traded Goods	34413.53	97.83%	29142.99	98.24%	26774.52	100.00%
<b>Total</b>	<b>35716.18</b>	<b>100.00%</b>	<b>29663.78</b>	<b>100.00%</b>	<b>723.75</b>	<b>100.00%</b>

**2. Expenditure in foreign currency during the financial year***(Rs. in Lakhs)*

Particulars	As at		
	31/03/2025	31/03/2024	31/03/2023
i) Exhibition Expense	1.44	8.82	4.04

**3. Leases***(Rs. in Lakhs)*

Particulars	As at		
	31/03/2025	31/03/2024	31/03/2023
i) Future minimum rentals payable under non-cancellable operating Lease			
- Not later than one Year	-	-	-
- Later than one Year and not later than five years	-	-	-
ii) Lease payments recognized in the Statement of profit and loss for the period, with separate amount	120.50	103.84	71.52

**4. Earnings in foreign exchange***(Rs. in Lakhs)*

Particulars	As at		
	31/03/2025	31/03/2024	31/03/2023
i) Export of goods	3,095.04	3,498.27	2,499.56

**4.1 Amounts remitted in foreign currency during the year on account of dividend***Rs. in Lakhs*

Particulars		For the year ended on		
		31/03/2025	31/03/2024	31/03/2023
(a)	Amount of dividend remitted in foreign currency	0.00	0.00	0.00

**5. Auditors' Remuneration***(Rs. in Lakhs)*

Particulars	As at		
	31/03/2025	31/03/2024	31/03/2023
i) For Audit Fees	2.25	1.00	1.00
ii) For Tax Audit Fees	1.00	1.00	1.00
iii) For Certification work & Others	0.50	-	-
<b>TOTAL</b>	<b>3.75</b>	<b>2.00</b>	<b>2.00</b>

**6. Foreign Exchange exposure as on year end are as under:***(Rs. in Lakhs)*

Particulars	As at		
	31/03/2025	31/03/2024	31/03/2023
i) Amount Receivable	197.03	572.86	120.79
ii) Advance received for supply of goods	7.71	135.59	28.69
<b>TOTAL</b>	<b>204.75</b>	<b>708.45</b>	<b>149.48</b>

**7. Corporate Social Responsibility (CSR)**

As per section 135 of the Companies Act, 2013, a CSR committee has been formed by the Company. The areas for CSR activities are promoting education, art and culture, healthcare, destitute care and rehabilitation and rural development projects as specified in Schedule VII of the Companies Act, 2013. The details of amount required to be spent and actual expenses spent during the year is as under:

*(Rs. in Lakhs)*

Particulars	As at		
	31/03/2025	31/03/2024	31/03/2023
i) Gross amount required to be spent by the company	15.25	11.76	10.06
ii) Amount spent are as under:			
a) Construction / Acquisition of Assets	-	-	-
b) On purpose other than (a) above	11.77	-	10.06
	Refer sub note 3		Refer sub note 3
<b>Total Amount Spend During the year</b>	<b>11.77</b>	<b>-</b>	<b>10.06</b>
iii) Disclosure of unspent amount			
(Shortfall)/Excess at the end of year	(3.48)	(11.76)	-
Total of previous years (shortfall)/Excess	(11.76)	0.01	0.01
Net (shortfall)/Excess	(15.24)	(11.76)	0.01
Reason for shortfall	Refer sub note 2	Refer sub note 1	

**Note: 1**

Company has been determined CSR expenditure on basis ROC filing by the management and relied upon by the Auditors. The Auditors have not performed any other procedure.

Sub Note: 1- Company has transfer the CSR provision amount to the CSR Bank account, and the same has spent before September,24.

Sub Note: 2- Company intends to spend the required amount for the FY 2024-25 as per provision before March, 2025.

Sub Note: 3- A CSR contribution has been made to various registered trusts and other activities as per the applicable provisions of the act for the respective year.

**8. Additional Regulatory Information (as per the Schedule III requirements)****i) Title deeds of Immovable Properties not held in name of the Company**

No such assets held by the company as on year/period ended March 31, 2025, March 2024, and March 2023.

**ii) Compliance with approved Scheme(s) of Arrangements**

There is no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

**iii) Wilful Defaulter**

The company is not declared as wilful defaulter by any bank or financial Institution or other lender.

**iv) Relationship with Struck off Companies**

The company does not have any transactions with struck off companies.

**v) Loans or Advances in the nature of loans granted to promoters, directors, KMPs and the related parties**

There is no Loans or advances granted to the Promoters, directors, KMP and the relative of them during the period ended March 31, 2025, March 2024, and March 2023 except for Advance given to relative of director during the period ended March 31, 2025 (Refer Note N)

**vi) Details of Benami Property held**

No such assets held by the company as on period ended March 31, 2025, March 31, 2024, and March 31, 2023.

**vii) Registration of charges with Registrar of Companies**

Company has register all it's charges within time or extended time period given in the company's act, 2013.

**viii) Utilisation of Borrowed funds and share premium**

- a) The company have not advanced or loaned or invested funds to any other person(s) or entity (ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - 1) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - 2) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- b) The company have not received any fund from any person(s) or entity (ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:
  - 1) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - 2) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- ix) The Company has not revalued any Property or Plant and Equipment.
- x) Company does not have any Intangible under development for the period ended on March 31, 2025, March 2024, and March 2023.
- xi) The Company is in compliance with the number of layers of companies in accordance with clause 87 of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 for the year ended March 31, 2025, March 2024, and March 2023.
- xii) Balances of Trade Receivables, Trade Payables, Borrowings and Loans & Advances and Deposits are subject to confirmation.
- xiii) There are no direct personal expenses debited to the profit and loss account. However, personal expenditure if included in expenses like telephone, vehicle expenses etc. are not identifiable or separable.

- xiv) During the FY 2024-25, FY 2023-24 and FY 2022-23, company has no extra ordinary Items to be disclosed in accordance with the requirements of AS - 5 "Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.
- xv) During the period of restatement, The Company has not traded or invested in Crypto Currency or Virtual Currency during the year.
- xvi) During the period of restatement, the Company has no such transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in tax assessments under Income Tax Act, 1961.
- xvii) No dividend was declared and paid by the company during the restated period.
- xviii) The Company does not have any transaction or undisclosed income which are reported by tax authorities under any assessment year under tax Assessment (such as, search or survey or any other relevant provisions) under the income tax Act- 1961 and rules made thereunder.
- xix) Figures have been rounded off to the multiple of lakhs. Previous year's figures have been regrouped, recast and rearranged wherever necessary to make them comparable with the current Period/year figures.
- xx) **Normal Operating Cycle and Classification of Assets and Liabilities into Current and Non- Current**
- In accordance with the requirement of Schedule III, Normal Operating Cycle of the Company's business is determined and duly approved by the Board of Directors.
  - Assets and Liabilities of the above business have been classified into Current and Non-Current using the above Normal Operating Cycle and applying other criteria prescribed in Schedule III.
- xxi) The Company does not use derivative financial instruments such as forward exchange contracts or options to hedge its risks associated with foreign currency fluctuations or for trading/speculation purpose.
- xxii) In opinion of board, none of the assets other than property, plant and equipments, Intangible assets and non-current investments which have a value on realization in the ordinary course of business less than the amount at which they are stated.

**NOTE – AD**  
**RATIO ANALYSIS AND ITS ELEMENTS**

Particulars	Note	For the Period ended on		
		31/03/2025	31/03/2024	31/03/2023
1. Current Ratio -{ In times }	1	1.41	1.43	1.61
2. Debt Equity Ratio -{ In times }	2	1.23	1.27	1.25
3. Debt Service Coverage Ratio -{ In times }	3	2.20	1.89	1.56
4. Return On Equity Ratio -{ In % }	4	25.78%	22.15%	13.58%
5. Inventory Turnover ratio -{ In times }	5	10.30	10.70	13.84
6. Trade Receivable Turnover Ratio -{ In times }	6	6.81	6.73	11.04
7. Trade Payable Turnover Ratio -{ In times }	7	26.19	23.00	42.23
8. Net Capital Turnover Ratio -{ In times }	8	12.16	10.38	25.45
9. Net Profit Ratio -{ In % }	9	4.13%	3.35%	1.97%
10. Return on Capital Employed -{ In % }	10	16.44%	15.01%	9.90%
11. Return On Investment -{ In % }	11	0.00%	0.00%	0.00%

Variation between FY 23-24 & FY 24- 25	Variation between FY 22-23 & FY 23-24	Reason for Variation between FY 23-24 & FY 24-25	Reason for Variation between FY 22-23 & FY 23-24
-0.79%	-11.20%	Not applicable	Not applicable
-3.19%	0.98%	Not applicable	Not applicable
16.39%	21.08%	Not applicable	Not applicable
16.40%	63.11%	Not applicable	Increase in ratio is on account of increase in PAT as compared to P.Y.
-3.72%	-22.72%	Not applicable	Not applicable
1.26%	-39.09%	Not applicable	Decrease in ratio is on account of decrease in Debtors as compared to P.Y.
13.85%	-45.52%	Not applicable	Decrease in ratio is on account of decrease in Creditors as compared to P.Y.
17.16%	-59.22%	Not applicable	Increase in ratio is on account of increase in sales and decrease in avg. working capital as compared to P.Y.
23.42%	70.08%	Not applicable	Increase in ratio is on account of increase in PAT as compared to P.Y.
9.50%	51.57%	Not applicable	Increase in ratio is on account of increase in capital employed as well as in EBIT as compared to P.Y.
0.00%	0.00%	Not applicable	Not applicable

**OTHER FINANCIAL INFORMATION**

The Audited Financial Statements of our Company as at and for the year March 31, 2025, March 31, 2024 and March 31, 2023 and their respective Audit reports thereon (Audited Financial Statements) are available at <https://systematicindustries.com/>

Our Company is providing a link to this website solely to comply with the requirements specified in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018. The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) Red Herring Prospectus; or (iii) Prospectus, a statement in lieu of a Prospectus, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision. Neither our Company, nor BRLM, nor any of their respective Employees, Directors, Affiliates, Agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI (ICDR) Regulations are given below: -

*(Amount in Rs. Lakhs, unless otherwise stated)*

Particulars	For the year ended		
	31-Mar-25	31-Mar-24	31-Mar-23
Profit After Tax	1846.15	1,240.51	631.20
Earnings per Share (Basic & Diluted) (in ₹)	10.99	10.18	5.18
Return on Net Worth (%)	22.84%	19.89%	12.72%
Net Asset Value per share (Based on Actual Number of Shares)	48.10	631.00	753.24
Net Asset Value per share (based on Weighted Average Number of Shares - With Bonus issue effect)	48.10	51.17	40.74
Earnings before interest, tax, depreciation and amortization (EBITDA)	3,397.12	2,409.98	1,295.58

## STATEMENT OF FINANCIAL INDEBTEDNESS

**Date:** September 10, 2025

To,  
The Board of Directors,  
**Systematic Industries Limited**  
418, 4<sup>th</sup> Floor, Nirmal Corporate Center, L.B.S. Marg, Mulund (West),  
Mumbai - 400080, Maharashtra, India.

**Dear Sirs,**

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of **Systematic Industries Limited** and further explanations and information provided by the management of the Company, which we believe to be true and correct to the best of our information and belief, the sanction amount of financial indebtedness, principal terms of security for loan and other related details as on March 31, 2025 are mentioned below.

### A. SECURED LOANS

#### STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY

Name of Lender	Loan/ Agreement A/c No./Ref. No.	Date of Sanction	Date of Disbursement	Purpose	Sanctioned Amount (Rs. In Lakhs)	Rate of interest- (p.a.)	Primary & Collateral Security	Re-Payment Schedule	Outstanding amount as on 31.03.2025 (Rs. In Lakhs)
Axis Bank Ltd.	SME/CBG/ MEG/ MUM2 / KD/0021/ 2024-25 (Original ref. no. being Axis/SME/MEG/ KM/84/2022-23 dt. 23.05.2022)	Original date of sanction May 23, 2022. Latest amended on April 23, 2024	NA	Working Capital Limit	5000.00	9.25%- Floating	Hypothecation on Current assets & movable fixed assets of the company, present & future including Stocks & Books debts and note 1(a)	Repayable on demand	4,290.21
HDFC Bank Ltd.	Cam0110042400 30	August 19, 2024	NA	Working Capital Limit	2000.00	8.58%- Floating	Hypothecation on Current assets & movable fixed assets of the company, present & future including Stocks & Books debts and note 1 (b)	Repayable on demand	1,737.28

Name of Lender	Loan/ Agreement A/c No./Ref. No.	Date of Sanction	Date of Disbursement	Purpose	Sanctioned Amount (Rs. In Lakhs)	Rate of interest- (p.a.)	Primary & Collateral Security	Re-Payment Schedule	Outstanding amount as on 31.03.2025 (Rs. In Lakhs)
Axis Bank Ltd.	AUR064709752977	September 26, 2023	September 26, 2023	Vehicle Loan	30.00	8.95%- Floating	Hypothecation of Vehicle	Repayable in 37 instalments of Rs. 0.93 Lakhs	16.30
Axis Bank Ltd.	918060010008917	May 17, 2019	Various Disbursement made (Oct.19 to Dec. 19)	Term Loan	300.00	9.5%- Floating	As per below note no 1(a)	Repayable in 60 instalments of Rs. 5 Lakhs	13.72
Axis Bank Ltd.	922060052285810		One Disbursement on 17/10/2022 & other one is on 21/10/2022	Term Loan	200.00	9.5%- Floating		Repayable in 48 instalments of Rs. 4.16 Lakhs	75.20
Axis Bank Ltd.	921060057222419		Various Disbursement made (Nov.21 to Jan 22)	ECLGS	317.75	9.25%- Floating		Repayable in 36 instalments of Rs. 8.82 Lakhs	167.81
Axis Bank Ltd.	922060052285807		Various Disbursement made (Aug.22 to Oct.23)	Term Loan	1500.00	9.5%- Floating		Repayable in 60 instalments	1213.00
HDFC Bank Ltd.	5WSLN06233540005	October 11, 2023	December 20, 2023	Term Loan	1200.00	9.00%- Floating	As per below note no 1(b)	Repayable in 84 instalments of Rs. 7.44 Lakhs	513.31

Name of Lender	Loan/ Agreement A/c No./Ref. No.	Date of Sanction	Date of Disbursement	Purpose	Sanctioned Amount (Rs. In Lakhs)	Rate of interest- (p.a.)	Primary & Collateral Security	Re-Payment Schedule	Outstanding amount as on 31.03.2025 (Rs. In Lakhs)
HDFC Bank Ltd.	5WSLN0624017 0002		January 17, 2024	Term Loan		9.00%- Floating		Repayable in 84 instalments of Rs.0.90 Lakhs	62.38
HDFC Bank Ltd.	5WSLN0624080 0004		March 20, 2024	Term Loan		9.1%- Floating		Repayable in 84 instalments of Rs.0.81 Lakhs	55.70
HDFC Bank Ltd.	5WSLN0624134 0003		May 13, 2024	Term Loan		9.1%- Floating		Repayable in 84 instalments of Rs.5.93 Lakhs	409.19
HDFC Bank Ltd.	5WSLN0624150 0002		May 29, 2024	Term Loan		9.1%- Floating		Repayable in 84 instalments of Rs.0.92 Lakhs	63.42
HDFC Bank Ltd.	5WSLN0624267 0004	August 09, 2024	May 29, 2024	Term Loan	852.00	9.00%- Floating		Repayable in 120 instalments of Rs.2.38 Lakhs	271.28
HDFC Bank Ltd.	5WSLN0624267 0005		September 23, 2024	Term Loan		9.00%- Floating		Repayable in 120 instalments of Rs.3.26 Lakhs	372.16
HDFC Bank Ltd.	5WSLN0624299 0001		September 23, 2024	Term Loan		9.00%- Floating		Repayable in 120 instalments of Rs.0.10 Lakhs	11.07
HDFC Bank Ltd.	5WSLN0624318 0002		October 25, 2024	Term Loan		9.00%- Floating		Repayable in 120 instalments of Rs.1.25 Lakhs	142.26
TOTAL (Fund Based)									9,414.29
TOTAL (Non-Fund Based) Refer Note 2									423.00
GRAND TOTAL (Fund and Non fund Based)									9837.29

**Note 1: Collateral Security**

**Note 1(a)**

1. Equitable Mortgage of Existing property located at Survey No 269, Village Sayli, Silvassa, Dadra and Nagar Haveli and Daman and Diu, 396230
2. Equitable Mortgage of Existing property located at Plot No. 1717 to 1734, Sarigam Industrial GIDC Estate, GIDC, Sarigam, Valsad, Gujarat, 396155
3. Fixed Deposit of Rs. 2.11 Crores

**Note 1(b)**

1. First Pari-passu charge with Axis Bank on Factory Land & Building of the company located at Survey No 269, Village Sayli, Silvassa, DNH-396230

2. Second Pari-passu charge with Axis Bank on Property located at Plot No. 1717 to 1734, Sarigam Industrial GIDC Estate, Taluka Umergaon, Valsad, Gujarat, 396155
3. Exclusive charge on Plot No. A-13, Road No. 22, MIDC Thane, Wagle Estate, Thane West-400604

**Personal Guarantee**

1. Unconditional and Irrevocable Personal Guarantee of Mr. Siddharth Rajendra Agarwal

**Note 2: Below mentioned are the non-fund based sanctioned limits**

1. Axis Bank Ltd has issued Bank Guarantee of Rs. 323 Lakhs of which Rs. 289 Lakhs is against non-fund based limit of Rs 300 Lakhs and Rs. 34 Lakhs is against Bank Guarantee sub limit issued against fund based facility.
2. HDFC Bank Ltd has issued Bank Guarantee of Rs.100 Lakhs is part of company's Working Capital Limit.

**B. UNSECURED LOANS- FROM BANK/FINANCIAL INSTITUTIONS**

Name of Lender	Purpose	Sanctioned Amount (Rs in Lakhs)	Rate of Interest-(p.a.)	Re-Payment Schedule	31-03-2025 (Rs. In Lakhs)
ICICI Bank Ltd	Channel Finance	500.00	9.55%-Floating	Repayable in 60 Days	498.18
<b>TOTAL</b>					<b>498.18</b>

<b>TOTAL Unsecured Loan (B)</b>	<b>498.18</b>
<b>GRAND TOTAL (A+B) Secured and Unsecured Loan-Fund based</b>	<b>9912.47</b>
<b>GRAND TOTAL (A+B) Secured and Unsecured Loan-Fund Based+ Non-fund Based</b>	<b>10,335.47</b>

Yours faithfully,

**For K A R M A & Co. LLP**  
**Chartered Accountants**  
**FRN 127544W/W100376**

**Sd/-**  
**CA Jignesh A Dhaduk**  
**Partner**  
**M. No. 129149**  
**UDIN: 25129149BMFYMH9786**  
**Place: Ahmedabad**  
**Date: September 10, 2025**

## **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS**

*You should read the following discussion in conjunction with our restated financial statements attached in the chapter titled “Financial Information of the Company” beginning on page 211 of this Red Herring Prospectus. You should also read the section titled “Risk Factors” on page 36 and the section titled “Forward Looking Statements” on page 26 of this Red Herring Prospectus, which discusses a number of factors and contingencies that could affect our financial condition and results of operations. The following discussion relates to us, and, unless otherwise stated or the context requires otherwise, is based on our Restated Financial Statements.*

*Our financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditor dated September 10, 2025, which is included in this Red Herring Prospectus under “Financial Statements”. The Restated Financial Information has been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year.*

### **Business Overview:**

Incorporated in year 2000, we are an ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018 certified company operating in the steel wire industry and engaged in the business of manufacturing and supplying of various steel wires and cables, catering to the needs of power transmission, infrastructure, telecommunications, agro-based and allied industries. Our product portfolio includes Steel wires such as Carbon steel wire (MS Wire), High carbon wire (HC Wire), Mild Steel (MS) Wire, Galvanized Iron (GI) Wire, Cable Armour Wire, Aluminium conductor steel-reinforced cable (ACSR Core wire), Aluminium Clad Steel (ACS) Wire etc. along with Optical Ground Wires (OPGW) and Optical Fibre Cable (OFC), which has electrical and mechanical properties that are suitable for applications in power generation, data transmission and distribution, thus, ensuring efficiency and reliability across various aforementioned industries.

Our company started its operations with a factory situated at Village Sayli, Silvassa in Dadra & Nagar Haveli and Daman & Diu, whereby we manufactured and supplied Steel Wires. Gradually, our company expanded its verticals by venturing into manufacturing of various other Steel wire products such as Mild Steel (MS) Wire, Galvanized Iron (GI) Wire, Aluminium Clad Steel (ACS) Wire etc. Currently we operate from four of our factories which are situated at:

- a) Survey No. 269, Village Sayli, Silvassa, Dadra & Nagar Haveli – 396230, UT of Dadra & Nagar Haveli and Daman & Diu, India, measuring 2415 Sq. mtr.
- b) Survey No. 172/P, Near Kanadi Phatak, Village Naroli, Silvassa, Dadra & Nagar Haveli – 396235, UT of Dadra & Nagar Haveli and Daman & Diu, India, measuring 4000 Sq. mtr.
- c) 174/1/2, Village Umerqui, Silvassa, Dadra & Nagar Haveli – 396230, UT of Dadra & Nagar Haveli and Daman & Diu, India, measuring 2300 Sq. mtr.
- d) Plot No. 1717 to 1734, G.I.D.C., Village Sarigam, Tal. Umbergaon, Valsad – 396155, Gujarat, India, measuring 11988 Sq. mtr.

Our factories have a combined installed capacity of 1,00,000 MTPA for producing various steel wires such as galvanized wire, wires for power industries, high and low carbon steel wires etc. and are equipped with various machines such as Wire Drawing Machine, GI Plant, Flattening Machine, Fiber coloring Machine, Buffering Machine, SZ standing Machine, Sheathing Machine, Wire Drawing Machine, ACS Rewinding Machine, Lath Machine, Drilling Machine, High carbon machine, Torsion machine etc.

We have our own Research & Development department that adheres to safety and quality standards as required by the customers. Our emphasis on R&D enables us to constantly develop quality products, offering technological & economical solutions to customers. Our factories are staffed with a workforce of approximately 413 employees as of July 31, 2025, of which 17 employees are there in Quality Department & 15 employees are there in Research & Development Department.

We sell our products in approx. 25 states & Union Territories in India and also export our products to more than 30 countries such as Sri Lanka, Japan, Bhutan, Canada, Brazil etc. The Geographical breakup of our revenue from operations during the last 3 financial years is tabulated below:

Amount in Rs. Lakhs

Activity	For the year ending					
	FY 2025	% to total sales	FY 2024	% to total sales	FY 2023	% to total sales
Domestic Sales	41432.69	92.85	33497.81	90.54	29505.45	92.19
Export sales	3189.03	7.15	3498.27	9.46	2499.56	7.81
<b>Total</b>	<b>44621.72</b>	<b>100.00</b>	<b>36996.08</b>	<b>100.00</b>	<b>32005.01</b>	<b>100.00</b>

Our Company is managed by our Promoter Siddharth Rajendra Agarwal who has been on the Board of Directors of the Company since incorporation and has an overall experience of 24 years in steel wire and cable industry. He is playing vital role in formulating business strategies and effective implementation of the same. He is currently involved in managing the overall business operations of the Company including business planning & development, Production & Operations, Quality Control, Accounts & Finance, Secretarial, Legal operations & Compliance of our Company. He is supported by our Whole Time Director, Vikas Navin Hegde and Chief Financial Officer, Dwarika Prasad Agrawal who has approx. 14 years & 13 years of experience, respectively, in same industry. Vikas Navin Hegde is responsible for Production & Operations, Quality Control, Design & development and Dwarika Prasad Agrawal is responsible for financial aspects of the company along with statutory compliance. The experience, knowledge and insight of our promoters and senior management along with the support of our employees have helped in the growth and development of our Company.

## AWARDS AND ACCREDITATION

- Indian Achievers Award, in year 2021-22, for Promising Company.
- Top 10 Steel Wire & Wire Rope manufacturers in year 2022 by Industry outlook.
- Accorded with the status of One Star Export House in accordance with the provisions of the Foreign Trade Policy, 2015-2020- a recognition awarded by Ministry of Commerce & Industry, Government of India
- Accorded with ISO 9001:2015 for Quality Management System.
- Accorded with ISO 14001:2015 for Environmental Management System.
- Accorded with ISO 45001:2018 for Occupational Health & Safety Management System.
- Accorded with Bureau of Indian Standards licence for IS 280: 2006 vide license number CM/L- 7700005111
- Accorded with Bureau of Indian Standards licence for IS 3975: 1999 vide license number CM/L- 7100039637
- Accorded with Bureau of Indian Standards licence for IS 398: PART 2: 1996 vide license number CM/L- 7800023314
- Accorded with Bureau of Indian Standards licence for IS 398: PART 5: 1992 vide license number CM/L- 3871474
- Technical Specification Evaluation Certificate approved by BSNL vide certificate number TSEC/AMD/B/OFC-85170:201 1/124.Nov 2024
- Approval by Power Grid Corporation of India Limited vide letter number CC/QA&I/2024/Letter/10331/596 for Aluminium Clad Steel Wires (ACS)
- Accorded with Sri Lanka Standards Institution for SLS 139: 2003 vide permit number 3831
- Type tested products from ERDA, DRDO, CPRI
- Certified by ET NOW as the “Best Organisations to Work” in Year 2025.
- Development vendor for Fibre Armoured Optical Fibre Cable as per RDSO specification no. RDSO-SPN-TC-110-2020 Rev.-0.0 & STR No. TCQ-0157 vide letter no. RDSO/108/1901/00058059 dated July 29, 2025
- Approval for supply of Optical Ground Wire (OPGW) for POWERGRID Projects vide certificate no. CC/GA&C/OPGW/Systematic/01 dated June 26, 2025.

## MEMEBRSHIPS

- Indian Electrical and Electronic Manufacturer Association (IEEMA)
- Steel Wire Manufacturers Association of India (SWMAI)
- Engineering Exports Promotion Council (EEPC)
- Weldmesh Manufacturers Association (WMA)
- Sarigam Industries Association (SIA)
- Silvassa Industries and Manufacturers Association (SIMA)

We have a strong track record of revenue growth and profitability. The following table sets forth certain key performance indicators for the years indicated:

(Amount in Rs. Lakhs, except percentages and ratios)

Key Financial Performance	For the year ended		
	FY 2024-25	FY 2023-24	FY 2022-23
Revenue from Operations <sup>(1)</sup>	44651.15	37,030.70	32,047.72
EBITDA <sup>(2)</sup>	3397.12	2,409.98	1,295.58
EBITDA Margin <sup>(3)</sup>	7.61%	6.51%	4.04%
PAT <sup>(4)</sup>	1846.15	1,240.51	631.20
PAT Margin <sup>(5)</sup>	4.13%	3.35%	1.97%
RoE(%) <sup>(6)</sup>	25.78%	22.15%	13.58%
RoCE (%) <sup>(7)</sup>	16.44%	15.01%	9.90%
Net Worth <sup>(8)</sup>	8083.07	6,236.92	4,963.46

**Notes:**<sup>(1)</sup> Revenue from operation means revenue from sale of services and other operating revenues<sup>(2)</sup> EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income<sup>(3)</sup> 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations<sup>(4)</sup> PAT is calculated as Profit before tax – Tax Expenses<sup>(5)</sup> 'PAT Margin' is calculated as PAT for the year divided by revenue from operations.<sup>(6)</sup> Return on Equity is ratio of Profit after Tax and Average Shareholder Equity<sup>(7)</sup> Return on Capital Employed is calculated as EBIT divided by capital employed, where capital employed is defined as shareholders' equity plus total borrowings {current & non-current} and EBIT is defined as profits before taxes and interest expenses less other income.<sup>(8)</sup> Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss) - Preliminary Expenses to the extent not written-off.**STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

For details in respect of Statement of Significant Accounting Policies, please refer to Restated Financial Statements beginning on page 211 of this Red Herring Prospectus.

**Factors Affecting our Results of Operations**

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

**Discussion on Result of Operations**

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements for the financial years ended on March 31, 2025, March 31, 2024 and March 31, 2023.

(Amount in Rs. Lakhs)

Particulars	For the year ended					
	2024-25	% of Total Income	2023-24	% of Total Income	2022-23	% of Total Income
<b>Income</b>						
Revenue From Operation	44,651.15	99.40	37,030.70	99.38	32,047.72	99.56
Other Income	269.46	0.60	229.68	0.62	142.33	0.44
<b>Total Income</b>	<b>44,920.61</b>	<b>100.00</b>	<b>37,260.38</b>	<b>100.00</b>	<b>32,190.05</b>	<b>100.00</b>
<b>Expenditure</b>						
Cost of Material Consumed	27,998.14	62.33	26,823.33	71.99	25,827.98	80.24
Purchases of Stock in Trade	7,390.86	16.45	2,085.52	5.60		-
Changes in inventories of finished goods, work in progress and stock in trade	-715.55	-1.59	-103.01	-0.28	-59.47	-0.18
Employee Benefit Expenses	1,485.76	3.31	1,397.34	3.75	1,100.04	3.42
Finance Cost	801.44	1.78	731.19	1.96	440.00	1.37
Depreciation and Amortization Expenses	438.97	0.98	287.69	0.77	187.25	0.58
Other Expenses	5,039.39	11.22	4,376.61	11.75	3,847.35	11.95
<b>Total Expenditure</b>	<b>42,439.01</b>	<b>94.48</b>	<b>35,598.67</b>	<b>95.54</b>	<b>31,343.15</b>	<b>97.37</b>
<b>Profit/(Loss) Before Exceptional &amp; extraordinary items &amp; Tax</b>	<b>2,481.60</b>	<b>5.52</b>	<b>1,661.70</b>	<b>4.46</b>	<b>846.90</b>	<b>2.63</b>
Exceptional Item	-		-		-	-
<b>Profit/(Loss) Before Tax</b>	<b>2,481.60</b>	<b>5.52</b>	<b>1,661.70</b>	<b>4.46</b>	<b>846.90</b>	<b>2.63</b>
Tax Expense:						-
Tax Expense for Current Year	580.08	1.29	412.74	1.11	200.49	0.62
Deferred Tax	55.37	0.12	8.46	0.02	15.20	0.05
Net Current Tax Expenses	635.45	1.41	421.19	1.13	215.70	0.67
<b>Profit/(Loss) for the Year</b>	<b>1,846.15</b>	<b>4.11</b>	<b>1,240.51</b>	<b>3.33</b>	<b>631.20</b>	<b>1.96</b>

**Revenue from operations:**

Revenue from operations mainly consists of income from the business of manufacturing and supplying of various steel wires and cables such as Mild Steel (MS) Wire, Carbon steel wire, Galvanized Iron (GI) Wire, Cable Armour Wire, Galvasys Wire, ACSR Core wire, Aluminium Clad Steel (ACS) Wire etc. along with Optical Ground Wires (OPGW) and Optical Fibre Cable (OFC), catering to the needs of power transmission, infrastructure, telecommunications, agro-based and allied industries.

**Other Income:**

Our other income primarily comprises of Currency rate difference, Interest Income, commission income, rent income, bad-debts recovered etc.

**Expenses:**

Company's expenses consist of cost of material consumed, Purchase of stock-in-trade, changes in inventory, employee benefit expenses, finance cost, depreciation and amortization expenses and other expenses

**Cost of Goods Sold:**

Our cost of goods sold comprises of purchase raw Material, stock-in-trade and change in inventories of raw material, WIP and finished goods.

**Employee benefits expense:**

Our employee benefits expense primarily comprises of Salaries, wages & bonus, Director Remuneration, Contribution to provident and other funds, Leave encashment expenses and staff welfare expenses.

**Finance Costs:**

Our finance cost includes Interest on loan paid to Bank and other borrowing costs.

**Depreciation and Amortization Expenses:**

Depreciation includes depreciation on Building, Plant & Equipments, furniture & fixtures, Vehicles, office equipments, computers etc.

**Other Expenses:**

Our other expenses include Power, Fuel & Water charges, Job-work charges, Factory rent, loading and unloading charges, freight inward expenses, legal & professional charges, repair and maintenance expenses, travelling expenses, Advertisement & promotional expenses, Freight outward etc.

**Financial Year ending 2025 Compared to Financial Year ending 2024 (Based on Restated Financial Statements)**

**Total Income:**

Total income for the financial year 2024-25 stood at Rs. 44,920.61 Lakhs whereas in Financial Year 2023-24 the same stood at Rs. 37,260.38 Lakhs representing an increase of 20.56%. The main reason for the increase in total income is due to increase in revenue from sale of various steel wires, which has increased from Rs. 37,030.70 Lakhs in FY 2023-24 to Rs. 44,651.15 lakhs in FY 2024-25, representing an increase of 20.58% and increase in other income, which has increased from Rs. 229.68 lakhs in FY 2023-24 to Rs. 269.46 lakhs in FY 2024-25 representing an increase of 17.32%.

**Revenue from Operations**

During the financial year 2024-25, the net revenue from operation of our Company increased to Rs. 44,651.15 Lakhs as against Rs. 37,030.70 Lakhs in the Financial Year 2023-24 representing an increase of 20.58%. The main reason for the increase in revenue is due to increase in sale of various steel wires.

**Other Income:**

During the financial year 2024-25, the other income of our Company increased to Rs. 269.46 Lakhs as against Rs. 229.68 lakhs in the Financial Year 2023-24 representing an increase of 17.32%. The increase in other income was majorly due to increase in interest income and commission income.

**Total Expenses**

The total expense for the financial year 2024-25 increased to Rs. 42,439.01 Lakhs from Rs. 35,598.67 lakhs in the Financial Year 2023-24 representing an increase of 19.22%. Such increase was due to increase in expenses of the company like increase in employee benefits expense from Rs. 1,397.34 lakhs in Fiscal 2023-24 to Rs. 1,485.76 lakhs in Fiscal 2024-25 representing an increase of 6.33%, increase in Cost of goods sold to Rs. 34,673.45 lakhs in F.Y 2024-25 from Rs. 28,805.84 lakhs in F.Y 2023-24 representing an increase of 20.37%, increase in finance cost to Rs. 801.44 Lakhs in FY 2024-25 from Rs. 731.19 lakhs in FY 2023-24 representing an increase of 9.61% and increase in other expenses from Rs. 4,376.61 lakhs in fiscal 2023-24 to Rs. 5039.39 lakhs in fiscal 2024-25 representing an increase of 15.14% as compared with previous year.

**Cost of Goods Sold**

Cost of goods sold increased to Rs. 34,376.45 lakhs in F.Y 2024-25 from Rs. 28,805.84 lakhs in F.Y 2023-24 representing an increase of 20.37%. Such increase is due to increase in purchase of stock-in-trade and increase in inventory of finished goods.

**Employee benefits expense:**

Our Company has incurred Rs. 1,485.76 Lakhs as Employee benefits expense during the financial year 2024-25 as compared to Rs. 1,397.34 Lakhs in the financial year 2023-24. The increase of 6.33% was mainly due to increase in salary, wages & Bonus and Contribution to PF & leave encashment and increase in staff welfare expenses.

**Finance costs:**

These costs were for the financial Year 2024-25 increased to Rs. 801.44 Lakhs as against Rs. 731.19 Lakhs during the financial year 2023-24. The increase of 9.61% was due to increase in the interest expense of the company.

**Depreciation and Amortization Expenses:**

Depreciation for the financial year 2024-25 stood at Rs. 438.97 Lakhs as against Rs. 287.69 Lakhs during the financial year 2023-24. The increase in depreciation was around 52.59% in comparison to the previous year.

**Other Expenses:**

Our Company has incurred Rs. 5,039.39 Lakhs during the Financial Year 2024-25 on other expenses as against Rs. 4,376.61 Lakhs during the financial year 2023-24. There was an increase of 15.14% mainly due to increase in expenses like Job-work charges, Factory rent, Freight inward, legal & professional expenses, office rent expenses, travelling expenses, Power, fuel & water charges, Freight outward expenses etc.

**Restated profit before tax:**

Net profit before tax for the financial year 2024-25 increased to Rs. 2,481.60 Lakhs as compared to Rs. 1,661.70 Lakhs in the financial year 2023-24, which was majorly due to factors as mentioned above.

**Restated profit for the year:**

The Company reported Restated profit after tax for the financial year 2024-25 of Rs. 1,846.15 Lakhs in comparison to Rs. 1,240.51 lakhs in the financial year 2023-24. The increase of 48.82% is due to increase in revenue from operations of the company and other factors as stated above.

**Financial Year ending 2024 Compared to Financial Year ending 2023 (Based on Restated Financial Statements)**

**Total Income:**

Total income for the financial year 2023-24 stood at Rs. 37,260.38 Lakhs whereas in Financial Year 2022-23 the same stood at Rs. 32,190.05 Lakhs representing an increase of 15.75%. The main reason for the increase in total income is due to increase in revenue from sale of various steel wires, which has increased from Rs. 32,047.72 Lakhs in FY 2022-23 to Rs. 37,030.70 lakhs in FY 2023-24, representing an increase of 15.55% and increase in other income, which has increased from Rs. 142.33 lakhs in FY 2022-23 to Rs. 229.68 lakhs in FY 2023-24 representing an increase of 61.37%.

**Revenue from Operations**

During the financial year 2023-24, the net revenue from operation of our Company increased to Rs. 37,030.70 Lakhs as against Rs. 32,047.72 Lakhs in the Financial Year 2022-23 representing an increase of 15.55%. The main reason for the increase in revenue is due to increase in sale of various steel wires.

**Other Income:**

During the financial year 2023-24, the other income of our Company increased to Rs. 229.68 Lakhs as against Rs. 142.33 lakhs in the Financial Year 2022-23 representing an increase of 61.37%. The increase in other income was majorly due to increase in interest income and rent income.

### **Total Expenses**

The total expense for the financial year 2023-24 increased to Rs. 35,598.67 Lakhs from Rs. 31,343.15 lakhs in the Financial Year 2022-23 representing an increase of 13.58%. Such increase was due to increase in expenses of the company like increase in employee benefits expense from Rs. 1,100.04 lakhs in Fiscal 2022-23 to Rs. 1,397.34 lakhs in Fiscal 2023-24 representing an increase of 27.03%, increase in Cost of goods sold to Rs. 28,805.84 lakhs in F.Y 2023-24 from Rs. 25,768.51 lakhs in F.Y 2022-23 representing an increase of 11.79%, increase in finance cost to Rs. 731.19 Lakhs in FY 2023-24 from Rs. 440.00 lakhs in FY 2022-23 representing an increase of 66.18% and increase in other expenses from Rs. 3,847.35 lakhs in fiscal 2022-23 to Rs. 4,376.61 lakhs in fiscal 2023-24 representing an increase of 13.76% as compared with previous year.

### **Cost of Goods Sold**

Cost of goods sold increased to Rs. 28,805.84 lakhs in F.Y 2023-24 from Rs. 25,768.51 lakhs in F.Y 2022-23 representing an increase of 11.79%. Such increase is due to increase in purchase of raw-material, increase in purchase of stock-in-trade and increase in inventory of raw materials & finished goods.

### **Employee benefits expense:**

Our Company has incurred Rs. 1,397.34 Lakhs as Employee benefits expense during the financial year 2023-24 as compared to Rs. 1,100.04 Lakhs in the financial year 2022-23. The increase of 27.03% was mainly due to increase in salary, wages & Bonus and Contribution to PF & Gratuity and increase in staff welfare expenses.

### **Finance costs:**

These costs were for the financial Year 2023-24 increased to Rs. 731.19 Lakhs as against Rs. 440.00 Lakhs during the financial year 2022-23. The increase of 66.18% was due to increase in the interest expense of the company.

### **Depreciation and Amortization Expenses:**

Depreciation for the financial year 2023-24 stood at Rs. 287.69 Lakhs as against Rs. 187.25 Lakhs during the financial year 2022-23. The increase in depreciation was around 53.64% in comparison to the previous year.

### **Other Expenses:**

Our Company has incurred Rs. 4,376.61 Lakhs during the Financial Year 2023-24 on other expenses as against Rs. 3,847.35 Lakhs during the financial year 2022-23. There was an increase of 13.76% mainly due to increase in expenses like Job-work charges, Factory rent, Freight inward, legal & professional expenses, office rent expenses, travelling expenses, Commission & Brokerage expenses, Freight outward expenses etc.

### **Restated profit before tax:**

Net profit before tax for the financial year 2023-24 increased to Rs. 1,661.70 Lakhs as compared to Rs. 846.90 Lakhs in the financial year 2022-23, which was majorly due to factors as mentioned above.

### **Restated profit for the year:**

The Company reported Restated profit after tax for the financial year 2023-24 of Rs. 1,240.51 Lakhs in comparison to Rs. 631.20 lakhs in the financial year 2022-23. The increase of 96.53% is due to increase in revenue from operations of the company and other factors as stated above.

### **Information required as per Item (II)(C)(iv) of Part A of Schedule VI to the SEBI Regulations:**

**An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:**

#### ***1. Unusual or infrequent events or transactions***

There has not been any unusual trend on account of our business activity. Except as disclosed in this Red Herring Prospectus, there are no unusual or infrequent events or transactions in our Company.

**2. Significant economic changes that materially affected or are likely to affect income from continuing operations.**

There are no significant economic changes that may materially affect or likely to affect income from continuing operations.

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

Apart from the risks as disclosed under Section “**Risk Factors**” beginning on page 36 of the Red Herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

**4. Future changes in relationship between costs and revenues**

Other than as described in the sections “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 36, 139 and 265 respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

**5. Segment Reporting**

Our business activity primarily falls within a single business segment at multiple geographical segments, as disclosed in “**Financial Information of the Company**” on page 211 of this Red Herring Prospectus.

**6. Status of any publicly announced New Products or Business Segment**

Except as disclosed in the Chapter “**Our Business**”, our Company has not announced any new product or service.

**7. Seasonality of business**

Our business is not subject to seasonality. For further information, see “**Industry Overview**” and “**Our Business**” on pages 118 and 139 respectively.

**8. Dependence on single or few customers**

Given the nature of our business operations, we do not believe our business is dependent on any single or a few customers.

**9. Competitive conditions**

Competitive conditions are as described under the Chapters “**Industry Overview**” and “**Our Business**” beginning on pages 118 and 139 respectively of this Red Herring Prospectus.

**10. Details of material developments after the date of last balance sheet i.e. March 31, 2025.**

After the date of last Balance sheet i.e. March 31, 2025 the following material events have occurred after the last audited period:

- 1) We have passed a Board resolution in the meeting of Board of Directors dated April 15, 2025 authorizing the Board of Directors to raise funds by making an Initial Public Offering.
- 2) We have passed a Special resolution in the meeting of shareholders dated April 18, 2025 authorizing the Board of Directors to raise funds by making an Initial Public Offering.
- 3) Our Company has approved the Draft Red Herring Prospectus vide resolution in the Board Meeting dated May 09, 2025.

- 4) Our company has approved the audited financial statements for the financial year ended March 31, 2025 in the Board meeting dated September 08, 2025
- 5) Our Company has approved the Restated Financial Statements for the financial year ended March 31, 2025, March 31, 2024, March 31, 2023 in the Board meeting dated September 10, 2025
- 6) Our Company has approved the Red Herring Prospectus vide resolution in the Board Meeting dated September 17, 2025

**CAPITALISATION STATEMENT**

The following table sets forth our Capitalisation as at March 31, 2025, on the basis of our Restated Financial Statements:

(Amount in Rs. Lakhs)

Particulars	Pre-Offer	Post Offer *
	March 31, 2025	
<b>Debt</b>		
Short Term Debt	6525.67	-
Long Term Debt	3386.80	-
<b>Total Debt</b>	<b>9912.47</b>	-
<b>Shareholders' Fund (Equity)</b>		
Share Capital	1,680.32	-
Reserves & Surplus	6,402.74	-
Less: Miscellaneous Expenses not w/off	-	-
<b>Total Shareholders' Fund (Equity)</b>	<b>8,083.07</b>	-
<b>Long Term Debt/Equity</b>	<b>0.42</b>	-
<b>Total Debt/Equity</b>	<b>1.23</b>	-

\*The corresponding post Offer figures are not determinable at this stage pending the completion of public Offer and hence have not been furnished.

**Notes:**

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes instalment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short Term Debts as defined above but includes instalment of term loans repayable within 12 months grouped under other short term borrowings.
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at March 31, 2025.

## **SECTION VII – LEGAL AND OTHER INFORMATION**

### **OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS**

*Except as stated in this section, there are no outstanding: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoter in the last five financial years, including outstanding action; (v) Other Pending Litigation based on Material Litigations (as disclosed herein below); involving our Company, its Directors and Promoters; or (vi) litigation involving our Group Companies, which has a material impact on our Company.*

*Except as stated in this section, there are no: (i) criminal proceedings and (ii) actions by statutory or regulatory authorities, involving our Key Managerial Personnel's ("KMP's") and Senior Management Personnel ("SMP's").*

*For the purpose of (v) & (vi) above, our Board, in its meeting held on January 22, 2025 and subsequently amended on April 15, 2025 and Further, amended on September 10, 2025 for determined that outstanding legal proceedings involving the Company, its Directors, Promoters and Group Companies will be considered as material litigation ("**Material Litigation**") based on lower of the threshold criteria mentioned below:*

*(i) As per the policy of materiality defined by the board of directors of the issuer where the aggregate amount involved in such individual litigation exceeds 5.00% of profit after tax of the Company, as per the last audited financial statements of the Company or such litigations outcome could have a material impact on the business, operations, prospects or reputations of the Company.*

*Or*

*(ii) Litigation where the value or expected impact in terms of value, exceeds the lower of the following:*

- a) two percent of turnover, as per the latest annual restated financial statements of the issuer being ₹893.02 lakhs; or*
- b) two percent of net worth, as per the latest annual restated financial statements of the issuer, except in case the arithmetic value of the net worth is negative being ₹161.66 lakhs; or*
- c) five percent of the average of absolute value of profit or loss after tax, as per the last three annual restated financial statements of the issuer being ₹61.96 lakhs.*

*The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2018 as amended for creditors where outstanding due to any one of them exceeds ₹5.00% of the Company's trade payables as per the last restated financial statements shall be considered material dues for the company for the purpose of disclosure in this Red Herring Prospectus. ("**Material Dues**"). Unless stated to the contrary, the information provided below is as of the date of this Red Herring Prospectus.*

*Our Company, its Directors and its Promoters are not Willful Defaulters and there have been no violations of securities laws in the past or pending against them.*

#### **A. LITIGATION INVOLVING THE COMPANY**

##### **a) Criminal proceedings against the Company**

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Company.

##### **b) Criminal proceedings filed by the Company**

Except as mentioned below, there are no outstanding criminal proceedings filed by the Company as on the date of this Red Herring Prospectus:

(Rs. In Lakhs)

Case title & filed before	Case number	Filed under section	Details	Next date	Amount involved
Systematic Industries Pvt. Ltd. Vs. Jayalaxmi Mallappa Patil Proprietor of M/S Malhar Agro Udyog  Before Judicial Magistrate First Class, Mulund Court, Mumbai	Summary Case/374/2023	Section 138 of Negotiable Instrument Act, 1881	The Criminal case was filed on October 12, 2023 against Malhar Agro Udyog and Ors. Under section 138 of the Negotiable Instruments Act, 1881 on account of dishonour of cheque bearing no. 294612 dated July 14, 2023 for an amount of Rs. 9.00 Lakhs.	November 04, 2025	9.00
Systematic Industries Private Limited Vs. M U Umer Traders  Before Judicial Magistrate First Class, Mulund Court, Mumbai	Summary Case/90/2023	Section 138 of Negotiable Instrument Act, 1881	The Criminal case was filed against M U Umer Traders Under section 138 of the Negotiable Instruments Act, 1881 on account of dishonour of cheque bearing no. 553740 dated December 07, 2022 for an amount of Rs. 23.65 Lakhs.	December 08, 2025	23.65
Systematic Industries Pvt. Ltd. Vs. T C L Cable Ltd and Ors.  Before Judicial Magistrate First Class, Mulund Court, Mumbai	SS Cases/ 5301843/2015	Section 138 r/w 141 and 142 of Negotiable Instrument Act, 1881	The Criminal case was filed against T C L Cable Ltd Under section 138 r/w 141 & 142 of the Negotiable Instruments Act, 1881 on account of dishonour of cheque bearing no. 015165 and 015138 dated September 03, 2014 and October 03, 2014 respectively, for an amount of Rs. 1.00 Lakhs (each).	October 04, 2025	2.00
Systematic Industries Pvt. Ltd. Vs. Colt Cables Pvt. Ltd.  Before Judicial Magistrate First Class, Mulund Court, Mumbai	SS Cases SW/ 8/2016	Section 200, 420, 406, 34 of the Indian Penal Code	The Criminal case was filed against Colt Cables Pvt. Ltd. under sections 200, 420 406 r/w 34 of Indian Penal Code on account recovery of outstanding amount of Rs. 24.42 Lakhs against the supply of GI wire and GI strips by the company.	November 04, 2025	24.42
Systematic Industries Pvt. Ltd. Th. Shri. Vijay	SS Case/ 2800459/2015	Section 138 r/w 142 of Negotiable	The Criminal case was filed against Colt Cables Pvt. Ltd Under section 138 r/w 142	October 30, 2025	3.27

Rambharat Pal Vs. Colt Cables Pvt. Ltd. And Ors.  Before Chief Judicial Magistrate Court, Esplanade, Mumbai		Instrument Act, 1881	of Negotiable Instrument Act, 1881 on account of outstanding amount of Rs. 24.42 Lakhs against which the Defendant has given cheque of Rs. 3.27 Lakhs dated October 17, 2024 bearing cheque no. 012054 which got dishonoured.		
Systematic Industries Pvt. Ltd. Vs. Ambati Veera Satyanarayan Reddy  Before Judicial Magistrate First Class, Mulund Court, Mumbai	SS Cases/ 2700031/2015	Section 200, 420, 406, 34 of the Indian Penal Code	The Criminal case was filed against Ambati Veera Satyanarayan Reddy Under section 200, 420 406 r/w 34 of Indian Penal Code on account of outstanding amount of Rs. 15.81Lakhs against which the Defendant has given 2 Cheques of 2.00 Lakhs each which got dishonoured. So company has filed this case for the recovery of outstanding amount.	February 09, 2026	15.81
Systematic Industries Pvt Ltd Vs. Teracom Limited And Ors  Before Judicial Magistrate First Class, Mulund Court, Mumbai	SS Case/ 2700045/2015	Section 200, 420, 406, 34 of the Indian Penal Code	The Criminal case was filed against Teracom Limited Under section 200, 420 406 r/w 34 of Indian Penal Code on account of outstanding amount of Rs. 10.80 Lakhs against which the Defendant has given 10 Cheques of 2.00 Lakhs each which got dishonoured. So company has filed this case for the recovery of outstanding amount.	January 12, 2026	10.80

**c) Other pending material litigations against the Company**

Except as mentioned below there are no outstanding litigations initiated against the Company, which have been considered material by the Company in accordance with the Materiality Policy as on the date of this Red Herring Prospectus:

**(Rs. In Lakhs)**

Case title & filed before	Case number	Filed under section	Details	Next date	Amount involved
Ms. Mardia Cables Vs. Ms.	Execution Appln/100016 /2024	Code of civil procedure Order- XXI Rule 22	The Execution application was filed against the company in June, 2024 for the recovery of Rs. 1.37 Lakhs along	October 01, 2025	1.37

Systematic Industries Pvt. Ltd.  Before City Civil Court Mumbai			with interest of 9%p.a. till decree and thereafter 6% p.a. till realisation. The Mardia Cables has earlier filed the case for recovery against which final order was issued in the favour of Mardia Cables and ordered the company to pay Rs. 1.37 Lakhs along with interest, in relation to advance received by the company against Performa invoice dated September 10, 2016. The matter is at the stage of Settlement.		
Swaraj Steel Wire Rope I Pvt. Ltd. Vs. Systematic Industries Pvt. Ltd.  Before Civil Court Senior Division Aurangabad	R.C.S./35/2023	Section 26 of the Code Of Civil Procedure	The Civil case was filed against the company Under section 26 of the Code of Civil procedure on account of account of Recovery of Rs. 5.00 Lakhs (Rupees Five Lakhs only) along with 18% p.a. The amount due is towards the loss incurred to the plaintiff due to supply of poor quality of raw material by the company.	September 18, 2025	5.00
Shalabh Kumar Sharma Vs. Ms Systematic Industries, Ms TCL Cables Ltd. In Liquidation  Before Senior Civil Judge cum RC, North, RHC	CS SCJ/ 536715/2016	Civil Case	The Civil Suit is filed by the Director of TCL Cables Ltd (co. in Liquidation) for decree of Permanent Injunction/ Mandatory Injunction against the cases filed by the Systematic Industries for dishonour of Cheques U/s 138 of Negotiable Instruments Act 1881 against the Director i.e. Mr. Shalabh Kumar Sharma. The appellant has claimed that since TCL Cables Limited is already approved Liquidation under Company Petition No. 24/2014, and the Cheques were issued by the said Company and signed by him as Director, Systematic Industries may be directed not to initiate cases against him U/s 138 for dishonour of Cheques as the primary liability was of the TCL Cables limited for payment to Systematic Industries Limited.	November 01, 2025	Unascertainable

**d) Other pending material litigations filed by the Company**

Except as mentioned below there are no outstanding litigations filed by the Company, which have been considered material by the Company in accordance with the Materiality Policy as on the date of this Red Herring Prospectus:

(Rs. In Lakhs)

Case title & filed before	Case number	Filed under section	Details	Next date	Amount involved
Systematic Industries Private Ltd. Vs. State of Gujarat  Before Gujarat High Court	SCA/12022/2024	Writ under Article 226 of Constitution of India	The Company has filed the petition against the order dated February 20, 2024 passed by Appellate Authority of Gujarat Stamp Department wherein the appeal filed by the Company challenging the order dated 09.02.2023 for payment of additional stamp duty of Rs. 39.75 Lakhs towards the construction of 2795 sq. mtrs. on land located at 1717 to 1734, Sarigam, Valsad, Gujarat allotted vide lease deed dated May 04, 2022. The company has already deposited the stamp duty and has challenged the order based on the submission that the construction of the building is made post execution of lease deed date May 04, 2022 and was not the part of purchase from the previous lease holder. Hence, the said stamp duty is not applicable and needs to be refunded to the Company.	December 11, 2025	39.75
Systematic Industries Private Ltd. Vs. The Oriental Insurance Co. Ltd.  Before DCDRC, Mumbai	CC/160/2016	Consumer Protection Act, 2019	The company has obtained a Marine Cargo Single Voyage Insurance Policy no. 121600/210/2016/2 in 2016 and against the said policy good were imported from China. The good in transit is marked as short received of 26.312 MT. The company has filed consumer claim for rejection of claim for recovery of loss of Rs. 8.51 Lakhs with 24.00% interest and Rs. 2.00 Lakhs towards delay proceeding.	Unascertainable	10.51

## e) Tax Proceedings

Set out herein below are details of claims relating to direct and indirect taxes involving the Company:

(Rs. In Lakhs)

Nature of proceedings	Assessment year	Number of cases	Amount involved	Description
<b>Systematic industries limited</b>				
Direct tax	2017-18	1	0.23	The company has been assessed u/s 143 (1)(a) of the Income Tax Act, 1961 for which the demand order was issued against the company on December 13, 2018 having demand reference number 2018201737044702811C. The demand notice has been issued for the demand of Rs. 0.13 Lakhs as a difference of income as assessed u/s

				115JB of the IT Act, 1961. The total due as on date along with interest is Rs. 0.23 Lakhs. The amount is pending to be payable.
Direct tax	2019-20	1	0.57	The company has been assessed u/s 143 (1)(a) of the Income Tax Act, 1961 for which the demand order was issued against the company on June 29, 2020 having demand reference number 2020201937008186496C. The demand notice has been issued for the demand of Rs 0.35 Lakhs as a difference of income as profit and gains from business or profession. The total due as on date along with interest is Rs. 0.57 Lakhs. The amount is pending to be payable.
Direct tax	2020-21	1	0.15	The company has been assessed u/s 143(1) of the income tax act, 1961 on December 18, 2021 against the same company has filed a rectification application u/s 154 and the order u/s 154 was issued on July 15, 2022 having demand reference number 2022202037080496775C for the outstanding amount of Rs. 0.10 Lakhs. The demand was issued against interest u/s 234A. The total due as on date along with interest is Rs. 0.15 Lakhs. The amount is pending to be payable.
Direct tax	2021-22	1	0.26	The company has been assessed u/s 143 (1)(a) of the Income Tax Act, 1961 for which the demand order was issued against the company on march 31, 2022 having demand reference number 2021202137058620765C for an amount of Rs. 0.19 Lakhs. The demand was issued against interest u/s 234A and 234B. The total due as on date along with interest is Rs. 0.26 Lakhs. The amount is pending to be payable.
Direct tax	2023-24	1	0.47	The company has been assessed u/s 143(1) of the Income Tax Act, 1961 on December 15, 2023 against the same company has filed a rectification application u/s 154 and the order u/s 154 was issued on May 02, 2024 having demand reference number 2024202337247296642C for the outstanding amount of Rs. 0.39 Lakhs. The demand was issued against interest u/s 234A and 234B. The total due as on date along with interest is Rs. 0.46 Lakhs. The amount is pending to be payable
<b>TDS defaults</b>	4 FY and prior years	-	6.59	-

**f) Actions by statutory and regulatory authorities against the Company**

As on the date of this Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

**B. LITIGATIONS INVOLVING THE PROMOTERS & DIRECTORS OF THE COMPANY**

**a) Criminal proceedings against the Promoters & Directors of the Company**

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings against the Promoters & Directors of the company.

**b) Criminal proceedings filed by the Promoters & Directors of the Company**

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings filed by the Directors of the Company.

**c) Other pending material litigations against the Promoters & Directors of the Company**

As on the date of this Red Herring Prospectus, there are no such outstanding litigations against the Directors, which have been considered material by the Company in accordance with the Materiality Policy.

**d) Other pending material litigations filed by the Promoters & Directors of the Company**

As on the date of this Red Herring Prospectus, there are no such outstanding litigations initiated filed by the Directors, which have been considered material by the Company in accordance with the Materiality Policy.

**e) Tax Proceedings**

Set out herein below are details of claims relating to direct and indirect taxes involving our Promoters and Directors:

(Rs. In Lakhs)

Nature of proceedings	Assessment year	Number of cases	Amount involved	Description
<b>Siddharth Rajendra Agarwal</b>				
Direct tax	2009-10	1	8.43	The promoter/director has been assessed u/s 143 (1)(a) of the Income Tax Act, 1961 for which the demand order was issued on January 28, 2011 having demand reference number 2010200910006816844T. The demand notice has been issued for the demand of Rs. 3.02Lakhs. The total due as on date along with interest is Rs. 8.43Lakhs. The amount is pending to be payable.
Direct tax	2010-11	1	10.42	The promoter/director has been assessed u/s 143 (1)(a) of the Income Tax Act, 1961 for which the demand order was issued on December 22, 2011 having demand reference number 2011201010066215752T. The demand notice has been issued for the demand of Rs. 3.92Lakhs. The total due as on date along with interest is Rs. 10.42 Lakhs. The amount is pending to be payable.
Direct tax	2018-19	1	0.05	The promoter/director has been assessed u/s 143 (1)(a) of the income tax act, 1961 for which the demand order was issued on February 18, 2019 having demand reference number 2018201837096301836T. The demand notice has been issued for the demand of Rs. 0.03Lakhs. The total due as on date along with the accrued interest is Rs. 0.05 Lakhs. The amount is pending to be payable.
<b>Satya Agarwal</b>				
Direct tax	2016-17	1	0.10	The promoter/director has been assessed u/s 143 (1)(a) of the income tax act, 1961 for which the demand order was issued on December 18, 2016 having demand reference number 2016201637059615106T. The demand notice has been issued for the demand of Rs. 0.10 Lakhs. The outstanding amount along with interest is pending to be payable.

Direct tax	2017-18	1	0.18	The promoter/director has been assessed u/s 143 (1)(a) of the income tax act, 1961 against which director has filed rectification Application and Rectification order was issued on February 30, 2019 having demand reference number 2018201737070067851T. The demand notice has been issued for the demand of Rs. 0.10 Lakhs. The demand was issued by increase in income from salary. The total due as on date along with interest is Rs. 0.18 Lakhs. The outstanding amount is pending to be payable.
Direct tax	2022-23	1	0.57	The promoter/director has been assessed u/s 143 (1)(a) of the income tax act, 1961 for which the demand order was issued on February 21, 2023 having demand reference number 2022202237151535542T. The demand notice has been issued for the demand of Rs. 0.57Lakhs. The demand was raised due to difference in the TDS amount. The outstanding amount is pending to be payable.
Direct tax	2023-24	1	1.22	The promoter/director has been assessed u/s 143 (1)(a) of the income tax act, 1961 for which the demand order was issued on January 02, 2024 having demand reference number 2023202337236962523T. The demand notice has been issued for the demand of Rs. 1.02 Lakhs. The demand was raised due to difference in the TDS amount. The total outstanding as on date with interest is Rs. 1.22 Lakhs. The outstanding amount is pending to be payable.
<b>Vikas Navin Hegde</b>				
Direct tax	2019-20	1	0.30	The Promoter/director has been assessed u/s 143 (1)(a) of the income tax act, 1961 for which the demand order was issued on December 08, 2019 having demand reference number 2019201937070854410T. The demand notice has been issued for the demand of Rs. 0.18 Lakhs. The total due as on date along with interest is Rs. 0.30 Lakhs. The amount is pending to be payable.

**f) Actions by statutory and regulatory authorities against the Promoters & Directors of the Company**

As on the date of this Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Directors.

**C. LITIGATIONS INVOLVING THE KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL OF THE COMPANY**

**a) Criminal proceedings against the Key Managerial Personnel and Senior Management Personnel of the Company**

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings against the Key Managerial Personnel and Senior Management Personnel of the company.

**b) Criminal proceedings filed by the Key Managerial Personnel and Senior Management Personnel of the Company**

As on the date of this Red Herring Prospectus, there are no outstanding criminal proceedings filed by the Key Managerial Personnel and Senior Management Personnel of the Company.

**c) Actions by regulatory and statutory authorities against the Key Managerial Personnel and Senior Management Personnel of the Company**

As on the date of this Red Herring Prospectus, there are no outstanding actions by or regulatory and statutory authorities initiated against the Key Managerial Personnel and Senior Management Personnel.

**D. LITIGATIONS INVOLVING THE GROUP COMPANIES WHICH CAN HAVE A MATERIAL IMPACT ON OUR COMPANY:**

**a) Criminal proceedings against the Group Companies**

As on the date of this Red Herring Prospectus, there are no criminal proceedings against the Group Companies.

**b) Criminal proceedings filed by the Group Companies**

As on the date of this Red Herring Prospectus, there are no criminal proceedings filed by our Group Companies.

**c) Actions by statutory and regulatory authorities against the Group Companies**

As on the date of this Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Group Companies.

**d) Tax Proceedings**

- i. Direct Tax - NIL
- ii. Indirect Tax – NIL

**e) Other pending material litigations against the Group Companies**

As on the date of this Red Herring Prospectus, there are no outstanding material litigation against Group Companies.

**f) Other pending material litigations filed by the Group Companies**

As on the date of this Red Herring Prospectus, there are no outstanding material litigation filed by Group Companies.

**E. OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS**

In accordance with the Materiality Policy, the Board of Directors of our Company considers dues exceeding 5.00% of our Company's trade payables as per the last Restated financial statements, to small scale undertakings and other creditors, as material dues for our Company.

As per Restated Financial Statements, the trade payables of our Company as on March 31, 2025 were Rs. 1375.27 lakhs. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds Rs. 68.76 lakhs as on March 31, 2025. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on January 22, 2025. As on March 31, 2025, there are 05 creditors to each of whom our Company owes amounts exceeding 5.00% of our Company's total trade payables and the aggregate outstanding dues to them being approximately Rs. 659.53 lakhs.

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 March 31, 2025, by our Company, are set out below:

*(Amount in Rs. Lakhs)*

Type of Creditors	No. of Creditors	Total Amount Outstanding	No of Material Creditors	Amount of	No of other Creditors	Amount of other Creditors

				<b>Material Creditors</b>		
Dues to micro, small and medium enterprises	32	96.57	1	69.11	31	27.47
Dues to other Creditors	259	1278.69	4	590.42	255	688.28
<b>Total</b>	<b>291</b>	<b>1375.27</b>	<b>5</b>	<b>659.53</b>	<b>286</b>	<b>715.74</b>

\* As defined under the Micro, Small and Medium Enterprises Development Act, 2006.

\* As certified by M/s. K A R M A & Co. LLP Chartered Accountants, the Peer Review Auditor of our Company pursuant to their certificate dated September 10, 2025

Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI (ICDR) Regulations have been disclosed on our website at <https://systematicindustries.com/>. It is clarified that such details available on our website do not form a part of this Red Herring Prospectus.

#### **MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE:**

Except as disclosed in Chapter titled “*Management’s Discussion & Analysis of Financial Conditions & Results of Operations*” beginning on page 265 of this Red Herring Prospectus, there have been no material developments that have occurred after the last Balance Sheet date.

## **GOVERNMENT AND OTHER APPROVALS**

*Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authority's/certification bodies required to undertake the issue or continue our business activities and except as mentioned below, no further approvals are required for carrying on our present or proposed business activities.*

*In view of the approvals listed below, we can undertake this Offer and our current business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Offer or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Red Herring Prospectus.*

*For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled '**Key Industry Regulations and Policies**' on page 167 of this Red Herring Prospectus. The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.*

*The Company has got following licenses / registrations / approvals /consents / permissions from the Government and various other Government agencies required for its present business.*

### **I. APPROVALS FOR THE OFFER:**

The following approvals have been obtained or will be obtained in connection with the Offer

#### ***Corporate Approvals:***

- 1) The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on April 15, 2025 authorized the Offer, subject to the approval of the shareholders and such other authorities as may be necessary.
- 2) The Shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a special resolution passed in the Extra Ordinary General Meeting held on April 18, 2025 authorized the Offer
- 3) The Draft Red Herring Prospectus has been approved by our Board pursuant to a resolution dated May 09, 2025.
- 4) The Red Herring Prospectus has been approved by our Board pursuant to a resolution dated September 17, 2025

#### ***Approval from the Stock Exchange:***

- 5) In-principle approval dated September 02, 2025 from the BSE SME for using the name of the Exchange in the Offer documents for listing of the Equity Shares issued by our Company pursuant to the Offer.

#### ***Agreements with NSDL and CDSL:***

- 6) The Company has entered into a Tripartite agreement dated January 31, 2025 with the National Securities Depository Limited ("NSDL") and the Registrar and Transfer Agent, who in this case is Cameo Corporate Services Limited for the dematerialization of its shares.
- 7) Similarly, the company has also entered into a Tripartite agreement dated March 05, 2025 with the Central Depository Services (India) Limited ("CDSL") and the Registrar and Transfer Agent, who in this case is Cameo Corporate Services Limited for the dematerialization of its shares.
- 8) The Company's International Securities Identification Number ("ISIN") is INE1KLZ01011.

### **II. MATERIAL LICENSES/ APPROVALS OBTAINED BY OUR COMPANY:**

**A. Incorporation Related Approvals:**

Sr. No.	Nature of Registration/ License	CIN	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
1.	Certificate of Incorporation	11-125313	Companies Act, 1956	Deputy Registrar of Companies, Maharashtra, Mumbai	March 24, 2000	Valid till Cancelled
2.	Certificate for Commencement of Business	11-125313	Companies Act, 1956	Asst. Registrar of Companies, Maharashtra, Mumbai	November 14, 2002	Valid till Cancelled
3.	Fresh Certificate of Incorporation Consequent upon Conversion from Public Company to Private Company	11-125313	Companies Act, 1956	Deputy Registrar of Companies, Maharashtra, Mumbai	August 01, 2003	Valid till Cancelled
4.	Fresh Certificate of Incorporation Consequent upon Change of Name	U25200MH2000PTC125313	Companies Act, 1956	Registrar of Companies, Maharashtra, Mumbai	April 26, 2012	Valid till Cancelled
5.	Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company	U25200MH2000PLC125313	Companies Act, 2013	Registrar of Companies, Central Processing Centre	December 06, 2024	Valid till Cancelled
6.	Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)	U27320MH2000PLC125313	Companies Act, 2013	Registrar of Companies, Central Processing Centre	March 27, 2025	Valid till Cancelled

**B. Tax Related Approvals:**

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/ Renewal	Date of Expiry
1.	Permanent Account Number	AAHCS2314K	Income Tax Act, 1961	Income Tax Department	Last updated December 22, 2024	Valid till Cancelled
2.	Tax Deduction and Collection Account Number (TAN)	MUMS46157G	Income Tax Act, 1961	Income Tax Department	Issue of updated Certificate – February 22, 2025  Effective date of allotment – March 10, 2005	Valid till Cancelled

3.	GST Registration Certificate (Maharashtra-Input Service Distributor (ISD))	27AAHCS2314K 3Z9	Central Goods and Services Tax Act, 2017	Government of India	Issue of updated Certificate – January 30, 2025  Effective date of registration – March 07, 2018	Valid till Cancelled
4.	GST Registration Certificate (Maharashtra-Regular)	27AAHCS2314K 2ZA	Central Goods and Services Tax Act, 2017	Government of India	Issue of updated Certificate – February 14, 2025  Effective date of registration – July 01, 2017	Valid till Cancelled
5.	GST Registration Certificate (Gujarat)	24AAHCS2314K 1ZH	Central Goods and Services Tax Act, 2017	Government of India	Issue of updated Certificate – February 01, 2025  Effective date of registration – May 17, 2022	Valid till Cancelled
6.	GST Registration Certificate (Dadra and Nagar Haveli and Daman and Diu)	26AAHCS2314K 1ZD	Central Goods and Services Tax Act, 2017	Government of India	Issue of updated Certificate – January 27, 2025  Effective date of registration – July 01, 2017	Valid till Cancelled

**C. Corporate/General Authorizations:**

Sr. No.	Nature of Registration/ License	Registration/ License No./ File No.	Applicable Laws	Issuing Authority	Date of Issue/ Renewal	Date of Expiry
1.	Certificate of Importer-Exporter Code (IEC)	0303037423	Foreign Trade (Development and Regulation) Act, 1992	Ministry of Commerce & Industry, Office of the Additional Director General of Foreign Trade	September 16, 2003	Valid until Cancelled
2.	LEI (Legal Entity Identifier) Code	98450047FE14A DCEC616	Payment and Settlement Act, 2007	Legal Entity Identifier India Limited	Originally Issued on September	September 27, 2025

					27, 2019 Last Update on July 29, 2024	
3.	Certificate of Recognition – (One Star Export House)	MUMSTATAPP LY00000593AM 23	Foreign Trade Policy, 2015-2020	Directorate General of Foreign Trade, Department of Commerce, Ministry of Commerce and Industry	December 14, 2022	December 14, 2027

**D. Labour Related Approvals obtained by our Company:**

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1.	Registration under Employees' Provident Funds And Miscellaneous Provisions Act, 1952 (EPF)	SRVAP0047 007000	Employees' Provident Funds & Miscellaneous Provisions Act, 1952	Employee Provident Fund Organisation	June 05, 2015	Valid till Cancelled
2.	Registration under Employees' State Insurance Corporation (ESIC)	3900072950 0000606	Employee's State Insurance Act, 1948	Regional Office, Employees State Insurance Corporation, Surat	March 27, 2025	Valid till Cancelled

**E. Business Operations related approvals obtained by our Company:**

**Registered Office: 418, 4<sup>th</sup> Floor, Nirmal Corporate Center, L.B.S. Marg, Mulund (West), Mumbai - 400080, Maharashtra, India.**

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Registration/ Issue	Date of Expiry
1.	Udyam Registration Certificate	UDYAM-MH-18-0069741	Micro, Small and Medium Enterprises Development Act, 2006	Ministry of Micro, Small and Medium Enterprises	May 27, 2021	Valid till Cancelled
2.	Registration Certificate of Establishment	820374527 / T Ward/COMMERCIAL II	The Maharashtra shop and Establishments (Regulations of Employment and conditions of Service) Act, 2017	Inspector under the Maharashtra Shops and Establishments Act, 1948	January 27, 2025	Valid till Cancelled
3.	Certificate of Enrolment for Professional Tax (P.T.E.C.)	99141606749P	The Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	Profession Tax Officer, Mumbai	November 12, 2007	Valid till Cancelled
4.	Certificate of Registration for Professional Tax (P.T.R.C.)	27380741207P	The Maharashtra State Tax on Professions, Trades, Callings and Employments	Profession Tax Officer, Mumbai	May 15, 2010	Valid till Cancelled

			Act, 1975			
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**Factory-I: Survey No. 269, Village Sayli, Silvassa, Dadra & Nagar Haveli – 396230, UT of Dadra & Nagar Haveli and Daman & Diu, India.**

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/ Renewal	Date of Expiry
1.	License to Work a Factory	License No. 2347	Factories Act, 1948	Chief Inspector of Factories & Boilers, Administration of Dadra and Nagar Haveli, Silvassa	Date of Renewal - November 1, 2023	December 31, 2026
2.	Consolidated Consent and Authorization (CC & A)	PCC/DDO/O-2848/1173491	U/s 25 of Water (Prevention & Control of Pollution) Amended Act, 1988 and U/s 21 of Air (Prevention & Control of Pollution) Act, 1981 and Authorization in Form 2 under Rule 6 (2) of the Hazardous and Other Wastes (Management and Transboundary) Rules, 2016 framed under the Environment (Protection) Act, 1986	Member Secretary, Pollution Control Committee, Daman, Diu and Dadra & Nagar Haveli Daman	December 28, 2023	November 30, 2025
3.	Weights and measures verification certificate	1320	Legal Metrology Act, 2009 and Legal Metrology (Approvals of Models) Rules, 2011	Office of the Inspector, Legal Metrology, Dadra & Nagar Haveli, Silvassa	January 24, 2025	January 23, 2026
4.	Certificate of Registration of ISO 9001:2015 (Quality Management System)	191222501	Bureau of Indian Standards Act 2016	UK Cert Limited (UK)	December 19, 2022	December 18, 2025
5.	Certificate of Registration as Principal Employer	LEO/CL (R&A)/ 30/2025	Contract Labour (Regulation & Abolition) Act, 1970	Deputy Commissioner (Labour), Dadra and Nagar Haveli, Silvassa	February 03, 2025	February 02, 2026
6.	Certificate of Stability	SC-ASVC/SSC/2 024-2025-100	Factories Act, 1948	Kushang Jayeshbhai Prajapati, Structural Engineer	March 10, 2025	March 09, 2026
7.	NOC for Ground Water Abstraction	CGWA/NOC/ IND/ORIG/20 25/21207	Environment Protection Act, 1986	Department of Water Resources, River Development & Ganga Rejuvenation	February 03, 2025	February 02, 2027

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/ Renewal	Date of Expiry
				Central Ground Water Authority (CGWA)		
8.	Fire N.O.C.- Provisional No – Objection Certificate	DFES/DNH/ CP- NOC/1442/A DFO/2024	General Development Rule 2023 & Goa, Daman and Diu Fire Force Act, 1986	Asstt. Divisional Fire Officer, Fire & Emergency Services, Dadra & Nagar Haveli, Silvassa	July 11, 2024	Valid till Cancelled

**Factory-II: Survey No. 172/P, Near Kanadi Phatak, Village Naroli, Silvassa, Dadra & Nagar Haveli – 396235, UT of Dadra & Nagar Haveli and Daman & Diu, India.**

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/ Renewal	Date of Expiry
1.	License to Work a Factory	License No.1395	Factories Act, 1948	Chief Inspector of Factories & Boilers, Administration of Dadra and Nagar Haveli and Daman & Diu, Silvassa	Date of Renewal - November 1, 2023	December 31, 2026
2.	Certificate of Stability	SC- ASVC/SSC/2 024-2025-102	Factories Act, 1948	Kushang Jayeshbhai Prajapati, Structural Engineer	March 10, 2025	March 09, 2026
3.	Certificate of Exemption for Ground Water Withdrawal	21- 4/839/DN/IN D/2023	Environment Protection Act, 1986	Department of Water Resources, River Development & Ganga Rejuvenation Central Ground Water Authority (CGWA)	August 08, 2023	Valid till Cancelled
4.	Certificate of Registration as Principal Employer	LEO/CL (R&A)/ 29/2025	Contract Labour (Regulation & Abolition) Act, 1970	Deputy Commissioner (Labour), Dadra and Nagar Haveli, Silvassa	February 03, 2025	February 02, 2026
5.	Weights and measures verification certificate	1319	Legal Metrology Act, 2009 and Legal Metrology (Approvals of Models) Rules, 2011	Office of the Inspector, Legal Metrology, Dadra & Nagar Haveli, Silvassa	January 24, 2025	January 23, 2026
6.	BIS Licence for Aluminium Conductors for Overhead Transmission Purposes: Part 2 Aluminium Conductors,	<b>License No.</b> CM/L- 7800023314  <b>IS No.:</b> IS 398: PART 2: 1996	The Bureau of Indian Standards Act, 2016	Bureau of Indian Standards, Ministry of Consumer Affairs, Food and Public Distribution	-	April 18, 2026

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/ Renewal	Date of Expiry
	Galvanized Steel Reinforced					
7.	BIS Licence for mild steel wires, formed wires and tapes for Armouring of cables	<b>License No.</b> CM/L-7100039637 <b>IS No.:</b> IS 3975: 1999	The Bureau of Indian Standards Act, 2016	Bureau of Indian Standards, Ministry of Consumer Affairs, Food and Public Distribution	-	June 15, 2026
8.	BIS Licence for Mild Steel Wire for General Engineering. Purposes [MTD 4: Wrought Steel Products].	<b>License No.</b> CM/L-7700005111 <b>IS No.:</b> IS 280: 2006	The Bureau of Indian Standards Act, 2016	Bureau of Indian Standards, Ministry of Consumer Affairs, Food and Public Distribution	-	February 18, 2026
9.	BIS Licence for Aluminium conductor for overhead Transmission Purposes: Part 5 Aluminium conductors, Galvanized Steel reinforced for extra high voltage (400kV and above)	<b>License No.</b> CM/L-3871474 <b>IS No.:</b> IS 398: PART 5: 1992	The Bureau of Indian Standards Act, 2016	Bureau of Indian Standards, Ministry of Consumer Affairs, Food and Public Distribution	-	September 19, 2025
10.	Fire N.O.C.- Provisional No – Objection Certificate	DFES/DNH/ CP-NOC/ 1701/ADFO/2 024	General Development Rule 2023 & Goa, Daman and Diu Fire Force Act, 1986	Asstt. Divisional Fire Officer, Fire & Emergency Services, Dadra & Nagar Haveli, Silvassa	November 01, 2024	Valid till Cancelled

**Factory-III: 174/1/2, Village Umerqui, Silvassa, Dadra & Nagar Haveli – 396230, UT of Dadra & Nagar Haveli and Daman & Diu, India.**

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/ Renewal	Date of Expiry
1.	License to Work a Factory	License No. 2206	Factories Act, 1948	Chief Inspector of Factories & Boilers, Administration of Dadra and Nagar Haveli and Daman & Diu, Silvassa	Date of Renewal – February 19, 2024	December 31, 2026
2.	Fire N.O.C.- Provisional No – Objection Certificate	DFES/DNH/ CP- NOC/1444/ ADFO/2024	General Development Rule 2023 & Goa, Daman and Diu Fire Force Act, 1986	Assistant Divisional Fire Officer, Fire & Emergency Services, Dadra & Nagar Haveli, Silvassa	July 11, 2024	Valid till Cancelled

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/ Renewal	Date of Expiry
3.	Certificate of Exemption for Ground Water Withdrawal	21-4/838/DN/IN D/2023	Environment Protection Act, 1986	Department of Water Resources, River Development & Ganga Rejuvenation Central Ground Water Authority (CGWA)	August 08, 2023	Valid till Cancelled
4.	Certificate of Registration as Principal Employer	LEO/CL (R&A)/ 28/2025	Contract Labour (Regulation & Abolition) Act, 1970	Deputy Commissioner (Labour), Dadra and Nagar Haveli, Silvassa	February 03, 2025	February 02, 2026
5.	Weights and measures verification certificate	1321	Legal Metrology Act, 2009 and Legal Metrology (Approvals of Models) Rules, 2011	Office of the Inspector, Legal Metrology, Dadra & Nagar Haveli, Silvassa	January 24, 2025	January 23, 2026
6.	Certificate of Stability	SC-ASVC/SSC/2 024-2025-101	Factories Act, 1948	Kushang Jayeshbhai Prajapati, Structural Engineer	March 10, 2025	March 09, 2026

**Factory-IV: Plot No. 1717 to 1734, G.I.D.C., Village Sarigam, Tal. Umbergaon, Valsad – 396155, Gujarat, India.**



Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/ Renewal	Date of Expiry
1.	License to Work a Factory	Reg. No: 2392/28999/2013 License No.: 18815	Factories Act, 1948	Deputy Director, Industrial Safety and Health, Valsad	August 01, 2013	December 31, 2027
2.	Consolidated Consent and Authorization (CC & A)	GPCB/CCA-SRG-293/ID 31984/810058	U/s 25 of Water (Prevention & Control of Pollution) Amended Act, 1988 and U/s 21 of Air (Prevention & Control of Pollution) Act, 1981 and Authorization in Form 2 under Rule 6 (2) of the Hazardous and Other Wastes (Management and Transboundary) Rules, 2016 framed under the Environment (Protection) Act, 1986	Unit Head, Gujarat Pollution Control Board, Sarigam	April 15, 2024	April 15, 2026



Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/ Renewal	Date of Expiry
3.	Power Supply of 800 KVA	VPID/TECH/N EW HT- N336/8742	Central Electricity Authority (Measures Relating to Safety and Electric Supply) Regulation, 2010	Executive Engineer (O&M), DGVCL, Ind. Division, Vapi	November 19, 2022	Valid till Cancelled
4.	Certificate of Enrolment for Professional Tax (P.T.E.C.)	PE2505001432	The Gujarat State Tax on Professions, Trades, Callings and Employments Act, 1976	Professional Tax Officer, Vapi	February 15, 2025	Valid till Cancelled
5.	Certificate of Registration for Professional Tax (P.T.R.C.)	PR2505000616	The Gujarat State Tax on Professions, Trades, Callings and Employments Act, 1976	Professional Tax Officer, Vapi	February 15, 2025	Valid till Cancelled
6.	Certificate of Registration of ISO 9001:2015 (Quality Management System)	090523501	The Bureau of Indian Standards Act 2016	UK Cert Limited (UK)	May 09, 2023	May 08, 2026
7.	Certificate of Registration of ISO 9001:2015 (Quality Management System)	23DQMF25	The Bureau of Indian Standards Act 2016	ROHS Certificate Pvt. Ltd.	December 08, 2023	December 07, 2026
8.	Certificate of Registration of ISO 14001:2015 (Environment Management System)	23DEMN23	The Bureau of Indian Standards Act 2016	ROHS Certificate Pvt. Ltd.	December 08, 2023	December 07, 2026
9.	Certificate of Registration of ISO 45001:2018 (Occupational Health & Safety Management System)	23DOMU28	The Bureau of Indian Standards Act 2016	ROHS Certificate Pvt. Ltd.	December 08, 2023	December 07, 2026
10.	Certificate of Stability	SC- ASVC/SSC/202 4-2025-103	Factories Act, 1948	Kushang Jayeshbhai Prajapati, Structural Engineer	March 10, 2025	March 09, 2026
11.	Weights and measures verification certificate	3478057/VAL/2 025/01	Legal Metrology Act, 2009 and Legal Metrology (Approvals of Models) Rules, 2011	Office of the Inspector, Legal Metrology Offer, Div-Valsad-1	March 11, 2025	March 11, 2026
12.	Approval for Supply of Optical Ground Wire (OPGW) for POWERGRID Projects	CC/GA& C/OPGW/Syste matic/01	-	Chief Manager (GA&C) Power Grid Corporation of India Limited	June 06, 2025	Valid till Cancelled

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/ Renewal	Date of Expiry
13.	Vender approval form RDSO for Fibre Armoured Optical Fibre Cable	Letter No.- RDSO/108/190 1/00058059	-	Research Designs and Standards Organization, Ministry of Railways	July 29, 2025	July 28, 2028

#### F. Intellectual property related approvals:

We regard our intellectual property as one of the most important factors in contributing to our success, and our intellectual property rights include trademarks associated with our businesses and other rights arising from confidentiality agreements relating to our database, website content and technology.

Sr. No.	Brand Name/Logo/ Trademark/ Wordmark	Classes	Trade Mark Type	Applicant	Application No./ Certificate Number	Issuing Authority	Date of Application	Current Status
1.	 SYSTEMATIC	37	Device	Systematic Industries Private Limited	Application No.: 4814514 Certificate No: 3552516	Registrar of Trademark	January 01, 2021	Registered
2.	 SYSTEMATIC	6	Device	Systematic Industries Private Limited	Application No.: 4814515 Certificate No: 3228578	Registrar of Trademark	January 01, 2021	Registered
3.	SYSTEMATIC	6	Word	Systematic Industries Private Limited	Application No.: 4814516 Certificate No: 3333932	Registrar of Trademark	January 01, 2021	Registered
4.	WIREBRIGADE	6	Word	Systematic Industries Private Limited	Application No.: 4814517 Certificate No: 2765788	Registrar of Trademark	January 01, 2021	Registered
5.	WIREBRIGADE	16	Word	Systematic Industries Private Limited	Application No.: 4814519 Certificate No: 2765789	Registrar of Trademark	January 01, 2021	Registered
6.	WIREBRIGADE	42	Word	Systematic Industries Private Limited	Application No.: 4814520 Certificate No: 2765790	Registrar of Trademark	January 01, 2021	Registered

7.		6	Device	Systematic Industries Private Limited	<b>Application No.:</b> 5535743 <b>Certificate No.:</b> 3325036	Registrar of Trademark	July 19, 2022	Registered
8.		9	Device	Systematic Industries Private Limited	<b>Application No.:</b> 6791846	Systematic Industries Private Limited	January 07, 2025	Formalities Chk Pass

**G. Licenses/ Approvals for which applications have been made by our Company and are pending for approval:**

1. The Company is yet to apply for change of its name in all permits, licenses and approvals, which has been obtained under the Company's former name and address.
2. Our Company has applied for Consolidated Consent and authorization under Air Act, 1981 through application no. 2063672 on January 31, 2025 for factory unit situated at Survey No. 172/P, Near Kanadi Phatak, Village Naroli, Silvassa, Dadra & Nagar Haveli – 396235, UT of Dadra & Nagar Haveli and Daman & Diu, India.
3. Our Company has applied for Consent to Establish for installation of D.G. Set 325 KVA under Air Act, 1981 having application no. 2063826 on January 31, 2025 for factory unit situated at 174/1/2, Village Umerqui, Silvassa, Dadra & Nagar Haveli – 396230, UT of Dadra & Nagar Haveli and Daman & Diu, India.
4. Our Company has applied for Consent to operate and consent to establish for factory unit situated at 174/1/2, Village Umerqui, Silvassa, Dadra & Nagar Haveli – 396230, UT of Dadra & Nagar Haveli and Daman & Diu, India vide application no. 1498027 dated June 13, 2023 and application no. 3311 dated December 28, 2013, respectively.
5. Our Company has applied for Fire NoC for the factory situated at Plot No. 1717 to 1734, G.I.D.C., Village Sarigam, Tal. Umbergaon, Valsad – 396155, Gujarat, India, vide application no. 2025/00112633 dated March 10, 2025.

**H. Licenses/ Approvals are yet to be applied by Company: Nil**

## **OUR GROUP COMPANIES**

In accordance with the provisions of the SEBI (ICDR) Regulations, 2018 read along with SEBI ICDR (Amendment) Regulations, 2025, for the purpose of identification of Group Companies, our Company has considered (i) such companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which Restated Financial Statements is disclosed, as covered under the applicable accounting standards, and (ii) any other companies which are considered material by the board.

In respect of point (ii) above, our Board, in its meeting held on January 22, 2025 and subsequently amended on April 15, 2025 and Further, amended on September 10, 2025 has considered and adopted a policy of materiality for the identification of companies that shall be considered material and disclosed as a 'group company' in this Red Herring Prospectus. In terms of such materiality policy, if such company fulfills both the below mentioned conditions: -

- a. the companies with which there were related party transactions (in accordance with AS-18), as disclosed in the Restated Financial Statements ("**Restated Financial Statements**"); or
- b. if such company fulfills both the below mentioned conditions: -
  - i. Such company that forms part of the Promoter Group of the Company in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations; and
  - ii. the Companies who entered into one or more transactions with such company in preceding fiscal or audit period as the case may be, exceeding 10.00% of total revenue of the Company as per Restated Financial Statements.

Except as stated, based on the parameters outlined above, as on the date of this Red Herring Prospectus, there are no company / entity falling under definition of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 which are to be identified as group companies/entities ("**Group Companies**").

The Group Companies of our Company are as follows:

- 1) Siddhant Ispat Private Limited
- 2) Veritas Industries Private Limited
- 3) Wire Brigade Industries Private Limited
- 4) Systematic Steel Industries Private Limited

### **Details of our Group Companies:**

#### **1. Siddhant Ispat Private Limited ("SIPL")**

Siddhant Ispat Private Limited was incorporated on May 31, 2005 as a private limited company under the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Asst. Registrar of Companies, Maharashtra, Mumbai. The Company is engaged in the business of trading of steel wire, supply of Manpower.

<b>CIN</b>	U27200MH2005PTC153631
<b>PAN</b>	AAJCS2186P
<b>Registered Office</b>	417, 4th Floor, Nirmal Corporate Center, L.B.S. Marg, Mulund (West), Mumbai - 400080, Maharashtra, India.

#### **2. Veritas Industries Private Limited ("VIPL")**

Veritas Industries Private Limited was originally incorporated on March 13, 2006 as a Private Limited Company in the name and style of "Siddhant Infrastructure Private Limited" under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Asst. Registrar of Companies, Maharashtra, Mumbai. Subsequently, the name of the Company was changed to "Veritas Industries Private Limited" and a fresh Certificate of Incorporation consequent upon Change of Name was

issued by the Deputy Registrar of Companies, Maharashtra, Mumbai vide certificate dated October 19, 2007. The Company is engaged in the business of Manufacturing of Steel wire, MS wire & Annealed wire etc.

<b>CIN</b>	U45200MH2006PTC160455
<b>PAN</b>	AACCV7877R
<b>Registered Office</b>	417, 4th Floor, Nirmal Corporate Center, L.B.S. Marg, Mulund (West), Mumbai - 400080, Maharashtra, India.

### **3. Wire Brigade Industries Private Limited (“WBIPL”)**

Wire Brigade Industries Private Limited was incorporated on December 17, 2020 as a private limited company under the Companies Act, 2013 pursuant to a certificate of incorporation issued by the Asst. Registrar of Companies, Central Registration Centre. The Company is engaged in the business of Manufacturing of Steel wire, MS wire & Annealed wire etc. Further, Wire Brigade Industries Private Limited is subsidiary of Veritas Industries Private Limited.

<b>CIN</b>	U27109MH2020PTC352035
<b>PAN</b>	AACCW8356N
<b>Registered Office</b>	417, 4th Floor, Nirmal Corporate Center, L.B.S. Marg, Mulund (West), Mumbai - 400080, Maharashtra, India.

### **4. Systematic Steel Industries Private Limited (“SSIPL”)**

Systematic Steel Industries Private Limited was originally incorporated as “Systematic Steel Industries Limited” on December 30, 1988 as a public limited company under the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Registrar of Companies, Maharashtra, Mumbai. Thereafter, our Company was converted into a private limited company, pursuant to a special resolution passed by our Shareholders at the Extra Ordinary General Meeting held on December 13, 2023 and consequently, the name of our Company was changed from “Systematic Steel Industries Limited” to “Systematic Steel Industries Private Limited” and a fresh Certificate of Incorporation Consequent upon conversion to private company was issued by Registrar of Companies, Central Registration Centre, Manesar on May 28, 2024. The Company is engaged in the business of trading of steel wire, supply of Manpower.

<b>CIN</b>	U27200MH1988PTC050220
<b>PAN</b>	AAECS3764N
<b>Registered Office</b>	Runwal Height, 1st Floor, L.B.S. Marg, Mulund (West), Mumbai - 400080, Maharashtra, India.

### **Financial Information:**

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, basis/diluted earnings per share and Net Asset Value, derived from the latest audited financial statements of our group companies are available on the website of our company at <https://systematicindustries.com/>

It is clarified that such details available on our group companies’ websites do not form a part of this Red Herring Prospectus. Anyone placing reliance on any other source of information, including our Group Companies’ website, as mentioned above, would be doing so at their own risk.

### **Litigation**

Other than as disclosed in “*Outstanding Litigations and Material Developments*” on page 275 of this Red Herring Prospectus, our Group Companies are not a party to any litigation which may have material impact on our Company.

### **Other Confirmations:**

- None of our Group Company is listed on any stock exchange nor any of the Group Company has made any public and/or rights issue of securities in the preceding three years.

- b) None of the above-mentioned Group Companies is in defaults in meeting any Statutory/bank/institutional dues and no proceedings have been initiated for economic offences against any of the Group Companies.
- c) None of the above-mentioned Group Companies is a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 or is under winding up/insolvency proceedings.
- d) Our Group Companies has not been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.
- e) Our Group Companies has not been identified as a Wilful Defaulter or fraudulent borrower.
- f) None of our Group Companies hold any Equity Shares, warrants/convertible securities in our Company as of the date of this Red Herring Prospectus

**Common pursuits:**

As on the date of this Red Herring Prospectus, our Group Companies, namely Veritas Industries Private Limited and Wire Brigade Industries Private Limited are engaged in the similar line of business with that of our Company. However, Our Company has entered into a Non-Compete Agreement dated May 09, 2025, with its group companies, namely Veritas Industries Private Limited and Wire Brigade Industries Private Limited. Under this agreement, each entity has identified its respective areas of business operations and have agreed not to compete with each other in their respective business domains. Thus, we believe that there is no conflict of interest with such Group Companies.

Except as disclosed in ***“Our Business”*** and ***“Related Party Transactions”*** on pages 139 and 251, respectively, none of our Group Companies are in the same line of business as our Company and there are no common pursuits between our Group Company and our Company.

**Nature and extent of interest of our Group Companies:**

**a) Interest in the promotion of our Companies**

Except as disclosed in this Red Herring Prospectus, none of our Group Companies have any interest in the promotion of our Company.

**b) Interest in the property acquired or proposed to be acquired by the Company**

Except as mentioned in the chapter titled ***“Our Business”*** under the heading ***“Our Properties”*** beginning on page 139 of this Red Herring Prospectus, none of our Group Companies are interested, directly or indirectly, in the properties acquired by our Company in the preceding three years or proposed to be acquired by our Company.

**c) Interest in transactions for acquisition of land, construction of building, or supply of machinery**

None of our Group Companies are interested, directly or indirectly, in any transactions for acquisition of land, construction of building, supply of machinery with our Company.

**Related Party Transactions between our Company & Group Company and significance on the financial performance of our Company.**

Except as disclosed in the section ***“Financial Information of the Company –Related Party Transactions”*** on page 251 of this Red Herring Prospectus, there are no related business transactions of our Company with its Group Companies and significance of the same on the financial performance of our Company.

**Business interest of our Group Companies in our Company**

Except as disclosed in the section ***“Financial Information of the Company –Related Party Transactions”*** on page 251 of this Red Herring Prospectus, the group company don't have any interest in the business of our Company or interest of any other nature as on the date of this Red Herring Prospectus.

### **Litigations**

Except as disclosed in the section ***“Outstanding litigations and material developments”*** on page 275 of this Red Herring Prospectus. Our Group companies does not have any pending litigation which can have a material impact on our company.

### **Undertaking / Confirmations by our Group Companies**

None of our Promoters or Promoter Group or Group Companies or person in control of our Company has been

- a) Prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority; or
- b) Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

None of our Promoters, person in control of our Company or have ever been a Promoter, Director or person in control of any other Company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, neither our Promoters, the relatives of our individual Promoters (as defined under the Companies Act) nor our Group Companies /Promoter Group entities have been declared as a willful defaulter or economic offender by the RBI or any other government authority and there are no violations of securities laws committed by them or any entity they are connected with in the past and no proceedings for violation of securities laws are pending against them.

The information as required by the SEBI (ICDR) Regulations with regards to the Group Companies, are also available on the website of our company i.e. <https://systematicindustries.com/>

## **OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **Authority for the Offer:**

#### **Corporate approvals**

The Offer has been authorized by the Board of Directors vide a resolution passed at its meeting held on April 15, 2025 subject to the approval of the shareholders of the Company and such other authorities, as may be necessary.

The shareholders of the Company have, pursuant to a Special Resolution passed in the Extra Ordinary General Meeting held on April 18, 2025 authorized the Offer under Section 62(1)(c) of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary.

Our Board has approved this Red Herring Prospectus pursuant to its resolution dated September 17, 2025

#### **Consent from the Selling Shareholder**

The Offer for Sale has been authorised by a resolution of the Board of Directors of the Company passed at their meeting held on April 15, 2025 and by shareholder of our Company at an Extra Ordinary General Meeting held on April 18, 2025.

The Selling Shareholder have authorised and confirmed inclusion of their portion of the Offered Shares as part of the Offer for Sale, as set out below:

<b>Name of the Selling Shareholder</b>	<b>Date of Consent Letter</b>	<b>Date of Board Resolution/ Authorisation</b>	<b>No of Equity Shares offered</b>	<b>% of the pre-Offer paid-up Equity Share capital of our Company</b>
Siddhant Ispat Private Limited	April 15, 2025	April 15, 2025	Upto 4,00,000 Equity Shares	2.38%

*The Equity Shares being offered by the Selling Shareholder in the Offer for Sale have been held by them for a period of at least one year prior to the filing of the Red Herring Prospectus with SEBI, calculated in the manner as set out under Regulation 8 of the SEBI ICDR Regulations and are eligible for being offered in the Offer for Sale.*

*The Equity Shares proposed to be offered by the Selling Shareholder in the Offer for Sale are free from any lien, encumbrance, transfer restrictions or third-party rights.*

### **In-principle listing Approval:**

Our Company has received an In-Principle Approval letter dated September 02, 2025 from BSE for using its name in the Offer Document for listing our shares on the SME Platform of BSE. BSE is the Designated Stock Exchange for the purpose of this Offer.

### **Prohibition by the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) or governmental authorities**

As per Regulation 228 of the SEBI ICDR Regulation, 2018 and SEBI ICDR (Amendment) Regulations, 2025, our Company satisfies the following eligibility conditions on which the specified securities are proposed to be listed:

Our Company, Promoters, Selling Shareholder, Directors, members of our Promoter Group, the persons in control of our Promoters or our Company, as applicable, are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

There are no violations of securities laws committed by them in the past or no proceedings thereof are pending against them.

Our Promoters or Directors have not been declared as Fugitive Economic Offenders under section 12 of the Fugitive Economic Offenders Act, 2018.

Our Company, Promoters, Promoter Group and Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by the RBI.

The listing of any securities of our Company has never been refused by any of the Stock Exchanges in India.

Neither our Company, nor Promoters, nor Promoter Group, nor Selling Shareholder, nor any of our directors or persons in control of our Company are / were associated as promoters, directors or persons in control of any other Company which is debarred from accessing or operating in the capital markets under any order or directions made by the SEBI or any other regulatory or Governmental Authorities.

There has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter ***“Outstanding Litigations and Material Development”*** beginning on page 275 of this Red Herring Prospectus.

**Directors associated with the securities market:**

None of our Directors are associated with the securities market in any manner including securities market related business. There are no outstanding action(s) initiated by SEBI against the Directors of our Company in the five years preceding the date of this Red Herring Prospectus.

**Prohibition by RBI or Governmental Authority:**

Neither our Company, our Promoters, Promoter Group, Selling Shareholder, our Directors, Relatives (as per Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as a wilful defaulter or a fugitive economic offender or a fraudulent borrower and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter ***“Outstanding Litigations and Material Development”*** beginning on page 275 of this Red Herring Prospectus.

**Prohibition with respect to wilful defaulters or a fraudulent borrower**

Neither our Company, our Promoters, our Directors, Group companies, relatives (as per Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as wilful defaulters or a fraudulent borrower as defined by the SEBI ICDR Regulations, 2018.

**Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, as amended**

Our Company, Promoters, Selling Shareholder and members of our Promoter Group, are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to each of them as on the date of this Red Herring Prospectus.

**Confirmations**

Our Company confirms that it is not ineligible to make the Issue in terms of Regulation 228 of the SEBI ICDR Regulations. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

- a) Neither our company, nor any of its promoters, members of our promoter group or directors are debarred from accessing the capital market by the Board.
- b) 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.
- c) Neither our Company, nor our Promoters or our directors, is a Willful Defaulter or a fraudulent borrower.

- d) Neither our Promoters nor any of our directors is declared as Fugitive Economic Offender.
- e) There are no outstanding convertible securities or any other right which would entitle any person with any option to receive equity shares of the issuer.

### Eligibility for the Offer:

Our Company has complied with the conditions of Regulation 230 of SEBI (ICDR) Regulations, 2018 for this Offer.

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations; and this Offer is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Offer in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, we are an Issuer whose post Offer paid up capital is more than 10 crores but less or equal to 25 crore rupee and we may hence Issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange {in this case being the “SME Platform of BSE (BSE SME)”}.

Further, as per Regulation 229 of the SEBI ICDR Regulation, 2018 read along with SEBI ICDR (Amendment) Regulations, 2025 and eligibility conditions of BSE SME, our Company satisfies track record to get its specified securities listed.

1. Our Company was incorporated on March 24, 2000 as “Systematic Intel Industries Limited” a Public Limited Company under the provisions of the Companies Act, 1956 pursuant to a Certificate of Incorporation issued by the Registrar of Companies, Mumbai bearing registration number 11-125313. We commenced commercial operations pursuant to a Certificate for Commencement of Business dated November 14, 2002 issued by the Registrar of Companies, Mumbai. Thereafter, our Company was converted into a private limited company, pursuant to a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on May 20, 2003 and consequently, the name of our Company was changed from “Systematic Intel Industries Limited” to “Systematic Intel Industries Private Limited” vide a fresh Certificate of Incorporation consequent upon Change of Name was issued by the Registrar of Companies, Mumbai dated August 01, 2003. Further, a fresh Certificate of Registration of the Special Resolution consequent upon Alteration of Object Clause(s) dated September 10, 2003 issued by Registrar of Companies, Mumbai.

Thereafter, pursuant to a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on April 09, 2012, the name of our Company was changed from “Systematic Intel Industries Private Limited” to “Systematic Industries Private Limited” vide a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Mumbai vide certificate on April 26, 2012 bearing U25200MH2000PTC125313. Subsequently, our Company was converted into a public limited company, pursuant to a special resolution passed by the members of our Company at the Extra Ordinary General Meeting held on November 12, 2024 and consequently, the name of our Company was changed from “Systematic Industries Private Limited” to “Systematic Industries Limited” vide a fresh Certificate of Incorporation consequent upon Conversion to public company dated December 06, 2024, issued to our Company by the Registrar of Companies, Central Processing Centre, Manesar bearing U25200MH2000PLC125313. Further, a fresh Certificate of Registration of the Special Resolution consequent upon Alteration of Object Clause(s) dated March 27, 2025 issued by the Registrar of Companies, Central Processing Centre, Manesar, bearing CIN: U27320MH2000PLC125313.

2. The Post Offer Paid Up Capital of the company will be less than ₹25 Crores.
3. The Company has track record of (3) three years as on date of filing of this Draft Offer Document/Offer Document.
4. Based on the Restated Financial Statements, as on March 31, 2025, the Company has net tangible assets of ₹8081.31 Lakhs respectively, which is more than ₹300 Lakhs as computed below:

		(Amount in Rs. Lakhs)
		31-Mar-25
<b>Particular</b>		
Net Assets		8,083.07
Less: Intangible Assets		1.76
<b>Net Tangible Assets*</b>		<b>8,081.31</b>

\*Net Tangible Assets represent the Net Assets less Intangible Assets. Net Assets means Net Worth.

5. The Company confirms that its operating profits (earnings before interest, depreciation and tax) from operations for at least 2 financial years out of preceding 3 financial years is more than ₹100 Lakhs.

(Amount in Rs. Lakhs)

Particulars	For the year ended		
	31-Mar-25	31-Mar-24	31-Mar-23
Profit Before Tax	2481.60	1,661.70	846.90
Add: Depreciation	438.97	287.69	187.25
Add: Interest	746.01	690.27	403.76
Less: Other Income	269.46	229.68	142.33
<b>Operating profit (earnings before interest, depreciation, and tax) from operations</b>	<b>3397.12</b>	<b>2,409.98</b>	<b>1,295.58</b>

6. The Net worth of the Company as per the restated financials of our Company for the financial year ended on March 31, 2025 and last 2 financial years is more than Rs. 100 Lakhs:

(Amount in Rs. Lakhs)

Particulars	For the year ended		
	31-Mar-25	31-Mar-24	31-Mar-23
Share Capital	1680.32	98.84	65.90
Reserves & Surplus	6402.74	6,138.08	4,897.57
Net worth	8083.07	6,236.92	4,963.46

7. The Leverage ratio (Total Debts to Total Equity) of the Company as on March 31, 2025 is 1.23:1 which less than the limit of 3:1.
8. There has been no regulatory action of suspension of trading against the promoter(s) or companies promoted by the promoters by any stock Exchange having nationwide trading terminals.
9. The company further confirms that the promoters or directors are not the promoters or directors (other than the independent directors) of compulsory delisted companies by the Exchange and neither they are the promoters or directors of such companies on which the consequences of compulsory delisting is applicable/ attracted or companies that are suspended from trading on account on non-compliance.
10. None of our directors are disqualified/ debarred by any of the Regulatory Authority.
11. There is no default in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the applicant, promoters/promoting company(ies), Subsidiary Companies.
12. In case of name change within the last one year, at least 50% of the revenue calculated on a restated and consolidated basis for the preceding 1 full financial year has been earned by our Company from the activity indicated by our new name: **Not Applicable**
13. In the last one year, there has been no change in the name of the company.
14. In case of the Company, which had been a proprietorship or a partnership firm or a limited liability partnership before conversion to a company or body corporate, such issuer may make an initial public offer only if the issuer company has been in existence for at least one full financial year before filing of draft offer document: **Not Applicable**
15. In cases where there is a complete change of promoter of the Company or there are new promoter(s) of the issuer who have acquired more than fifty per cent of the shareholding of the issuer, the issuer shall file draft offer document only after a period of one year from the date of such final change(s): **Not Applicable**
16. Other Requirements:
- The Company has a website: <https://systematicindustries.com/>
  - 100% of the promoter's shareholding in the company is in dematerialized form.

- The Company shall mandatorily facilitate trading in Demat securities for which we have entered into an agreement with the Central Depository Services Limited (CDSL) dated March 05, 2025 and National Securities Depository Limited dated January 31, 2025 for establishing connectivity.
- There has been no change in the promoter of our Company in the preceding one year from date of filing application to BSE for listing on SME segment.
- The composition of the board is in compliance with the requirements of Companies Act, 2013.
- The Net worth of our company as mentioned above computed as per the definition given in SEBI (ICDR) Regulations.
- The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- The Company has not been referred to NCLT under IBC, 2016.
- There is no winding up petition against our company, which has been admitted by the court.
- No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
- 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

We further confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the SME Platform of BSE.

**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 Offer is 100% underwritten in compliance of Regulations 260(1) and 260(2) of the SEBI (ICDR) Regulations, 2018. For details pertaining to underwriting, please refer to Section titled ***“General Information – Underwriting”*** beginning on page 77 of this Red Herring Prospectus.
2. In accordance with Regulation 261(1) of the SEBI (ICDR) Regulations, we hereby confirm that we will enter into an agreement with the Book Running Lead Manager and with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the SME Platform of BSE (***“BSE SME”***). For further details of the arrangement of market making please refer to section titled ***“General Information- Details of the Market Making Arrangements for this Offer”*** beginning on page 78 of this Red Herring Prospectus.
3. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Offer shall be greater than or Equal to two hundred (200), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within Four (4) Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of Four (4) Days, be liable to repay such application money, with an interest at the rate of fifteen per cent per annum and within such time as disclosed in the Offer document and BRLM shall ensure the same.
4. In terms of Regulation 246(4) of the SEBI (ICDR) Regulations, 2018 the offer document will be displayed from the date of filling in terms of sub-regulation (1) on the website of the SEBI, the Book Running Lead Manager and the SME exchange(s).
5. In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Book Running Lead Manager submits a copy of the Red Herring Prospectus/ Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Red Herring Prospectus/ Prospectus with the Stock Exchange and the Registrar of Companies. However, as per Regulation 246(2) of the SEBI (ICDR) Regulations, 2018, the SEBI shall not issue any observation on the Offer Document.
6. In accordance with Regulation 228(a) of the SEBI (ICDR) Regulations, our Company, its promoters, promoter group or directors are not debarred from accessing the capital markets by the Board;
7. In accordance with Regulation 228(b) of the SEBI (ICDR) Regulations, the companies with which our promoters or directors are associated as a promoter or director are not debarred from accessing the capital markets by the Board;
8. In accordance with Regulation 228(c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoter or directors is a willful defaulter or a fraudulent borrower.

9. In accordance with Regulation 228(d) of the SEBI (ICDR) Regulations, None of the Issuer's promoter or directors is a fugitive economic offender.
  10. In accordance with Regulation 228(e) of the SEBI (ICDR) Regulations there are no any outstanding convertible securities or any other right which would entitle any person with any option to receive equity shares of the issuer.
  11. In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, Application is being made to SME Platform of BSE ("**BSE SME**") is the Designated Stock Exchange.
  12. In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, our Company has entered into agreement with depositories for dematerialisation of specified securities already issued and proposed to be issued.
  13. In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital is fully Paid-up.
  14. In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters is already in dematerialised form.
- We confirm that there is no material clause of Article of Association that has been left out from disclosure having bearing on the IPO.

#### **DISCLAIMER CLAUSE OF SEBI**

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER, HEM SECURITIES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED OFFER.

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 DOCUMENT AND THE SELLING SHAREHOLDER WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS OFFER DOCUMENT IN RELATION TO ITSELF OR ITS RESPECTIVE PORTION OF THE OFFERED SHARES, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT OUR COMPANY AND THE SELLING SHAREHOLDER DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER HEM SECURITIES LIMITED SHALL FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED MAY 09, 2025. IN THE FORMAT PRESCRIBED UNDER FORM A OF SCHEDULE V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 READ WITH SEBI ICDR AMENDMENT REGULATIONS, 2025.

THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER 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 OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.

All legal requirements pertaining to this Offer will be complied with at the time of filing of the Red Herring Prospectus and Prospectus, as applicable, with the Registrar of Companies, Mumbai in terms of sections 26, 30, 32 and 33 of the Companies Act, 2013.

**Statement on Price Information of Past Issues handled by Hem Securities Limited:****Statement on Price Information of Past Issues handled by Hem Securities Limited:**

Sr. No.	Issue name	Issue size (₹ in Cr.)	Issue Price (₹)	Listing date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]-30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-180 <sup>th</sup> calendar days from listing
<b>Mainboard IPO's</b>								
1.	Enviro Infra Engineers Limited <sup>^</sup>	650.30	148.00	November 29, 2024	220.00	116.12% [-1.32%]	49.46% [-6.56%]	70.50% [2.88%]
<b>SME IPO's</b>								
1.	Readymix Construction Machinery Limited	37.66	123.00	February 13, 2025	123.00	-33.25% [-2.75%]	-34.88% [6.72%]	-8.94% [6.75%]
2.	Tankup Engineers Limited	19.53	140.00	April 30, 2025	175.00	75.25% [2.05%]	144.96% [1.42%]	N.A.
3.	Unified Data- Tech Solutions Limited	144.47	273.00	May 29, 2025	285.00	16.25% [2.97%]	19.07% [-1.04%]	N.A.
4.	Monolithisch India Limited	82.02	143.00	June 19, 2025	231.55	195.94% [0.71%]	218.53% [1.80%]	N.A.
5.	Safe Enterprises Retail Fixtures Limited	169.74	138.00	June 27, 2025	151.00	62.50% [-3.12%]	N.A.	N.A.
6.	Shri Hare-Krishna Sponge Iron Limited	29.91	59.00	July 01, 2025	64.80	8.74% [-2.69%]	N.A.	N.A.
7.	PRO FX Tech Limited	40.30	87.00	July 03, 2025	95.00	26.44% [-3.31%]	N.A.	N.A.
8.	Meta Infotech Limited	80.13	161.00	July 11, 2025	225.00	-0.12% [-3.20%]	N.A.	N.A.
9.	Takyon Networks Limited	20.47	54.00	August 06, 2025	55.85	-2.67% [0.22%]	N.A.	N.A.

Source: Price Information [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com), Issue Information from respective Prospectus.

<sup>^</sup>NSE as designated stock exchange

- 1) The scrip of Tankup Engineers Limited, Unified Data- Tech Solutions Limited, Monolithisch India Limited have not completed its 180<sup>th</sup> day from the date of listing; Safe Enterprises Retail Fixtures Limited, Shri Hare-Krishna Sponge Iron Limited, PRO FX Tech, Meta Infotech Limited and Takyon Networks Limited have not completed its 90<sup>th</sup> day from the date of listing.

**Summary statement of Disclosure:**

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ Cr.)	No. of IPOs trading at discount- 30th calendar days from listing			No. of IPOs trading at Premium- 30th calendar days from listing			No. of IPOs trading at discount- 180th calendar days from listing			No. of IPOs trading at Premium- 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2023-24	21 <sup>(1)</sup>	680.45	-	-	1	12	5	3	-	-	2	12	5	2
2024-25	26 <sup>(2)</sup>	2,152.13	-	1	5	11	2	7	-	5	2	11	2	6
2025-26	8 <sup>(3)</sup>	586.57	-	-	2	3	1	2	-	-	-	-	-	-

- 1) *The scrip of Vasa Denticity Limited was listed on June 02, 2023; Hemant Surgical Industries Limited was listed on June 05, 2023; Greenchef Appliances Limited was listed on July 06, 2023; Kaka Industries Limited was listed on July 19, 2023; Asarfi Hospital Limited was listed on July 26, 2023; Kahan Packaging Limited was listed on September 15, 2023; Madhusudan Masala Limited was listed on September 26, 2023; Saakshi Medtech And Panels Limited was listed on October 03, 2023; Arabian Petroleum Limited was listed on October 09, 2023, E Factor Experiences Limited was listed on October 09, 2023, Paragon Fine and Speciality Chemical Limited was listed on November 03, 2023, Deepak Chemtex Limited was listed on December 06, 2023, S J Logistics (India) Limited was listed on December 19, 2023, Siyaram Recycling Industries Limited was listed on December 21, 2023, Shanti Spintex Limited was listed on December 27, 2023, Shri Balaji Valve Components Limited was listed on January 03, 2024, New Swan Multitech Limited was listed on January 18, 2024, Harshdeep Hortico Limited was listed on February 05, 2024, Megatherm Induction Limited was listed on February 05, 2024, Sona Machinery Limited was listed on March 13, 2024 and Enfuse Solutions Limited was listed on March 22, 2024.*
- 2) *The scrip of Aspire & Innovative Advertising Limited was listed on April 03, 2024, Blue Pebble Limited was listed on April 03, 2024, Amkay Products Limited was listed on May 08, 2024, TGIF Agribusiness Limited was listed on May 15, 2024, Energy-Mission Machineries (India) Limited was listed on May 16, 2024, Aztec Fluids & Machinery Limited was listed on May 17, 2024, Premier Roadlines Limited was listed on May 17, 2024, Vilas Transcore Limited was listed on June 03, 2024, Aimtron Electronics Limited was listed on June 06, 2024; Ganesh Green Bharat Limited was listed on July 12, 2024; Chetana Education Limited was listed on July 31, 2024, Aprameya Engineering Limited was listed on August 01, 2024, Sunlite Recycling Industries Limited was listed on August 20, 2024, Aeron Composite Limited was listed on September 04, 2024, Namu eWaste Management Limited was listed on September 11, 2024, My Mudra Fincorp Limited was listed on September 12, 2024, Vision Infra Equipment Solutions Limited was listed on September 13, 2024, Shubhshree Biofuels Energy Limited was listed on September 16, 2024, Wol 3D India Limited was listed on September 30, 2024, Manba Finance Limited was listed on September 30, 2024, Unilex Colours and Chemicals Limited was listed on October 03, 2024, Sahasra Electronic Solutions Limited was listed on October 04, 2024, Forge Auto International Limited was listed on October 04, 2024, Danish Power Limited was listed on October 29, 2024, Enviro Infra Engineers Limited was listed on November 29, 2024 and Readymix Construction Machinery Limited was listed on February 13, 2025.*
- 3) *The scrip of Tankup Engineers Limited was listed on April 30, 2025, Unified Data- Tech Solutions Limited was listed on May 29, 2025, Monolithisch India Limited was listed on June 19, 2025, Safe Enterprises Retail Fixtures Limited was listed on June 27, 2025, Shri Hare-Krishna Sponge Iron Limited was listed on July 01, 2025, PRO FX Tech Limited was listed on July 03, 2025, Meta Infotech Limited was listed on July 11, 2025 and Takyon Networks Limited was listed on August 06, 2025.*

**Note:**

- a) Based on date of listing.
- b) CNX NIFTY and BSE SENSEX have been considered as the benchmark index.
- c) Price on NSE or BSE is considered for all of the above calculations as per the designated stock exchange disclosed by the respective issuer at the time of the issue, as applicable.
- d) In case the 30<sup>th</sup> /90<sup>th</sup> /180<sup>th</sup> calendar day is a holiday or scrips are not traded, then data from previous trading day has been considered.
- e) N.A. – Period not completed.
- f) As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect max. 10 issues (initial public offerings) managed by the Book Running Lead Manager. Hence, disclosures is restricted to last 10 equity issues handled by Book Running Lead Manager.

**Track Record of past issues handled by Hem Securities Limited:**

For details regarding track record of BRLM to the Offer as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the BRLM at [www.hemsecurities.com](http://www.hemsecurities.com)

**Disclaimer from our Company, our Directors, the Selling Shareholder and BRLMs:**

Our Company, Promoters, Selling Shareholder, its Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website,

<https://systematicindustries.com/> or the websites of the members of our Promoter Group or any of the Group Company, or the Selling Shareholder would be doing so at his or her own risk.

It is clarified that neither the Selling Shareholder, nor their affiliates, associates and officers, accept and/or undertake any responsibility for any statements made or undertakings provided other than those specifically made or undertaken by such Selling Shareholder in relation to itself and/or the Equity Shares offered by him through the Offer for Sale.

The Selling Shareholder, severally and not jointly, is providing information in this Red Herring Prospectus only in relation to itself as a selling shareholder and its respective portion of the Offered Shares, and the Selling Shareholder, including its directors, partners, affiliates, associates and officers, accepts and/or undertakes no responsibility for any statements made or undertakings provided, including without limitation, any statement made by or in relation to our Company or its business, other than those specifically undertaken or confirmed by it as a selling shareholder and its respective portion of the Offered Shares in this Red Herring Prospectus.

The Book Running Lead Managers accept no responsibility, save to the limited extent as provided in the Offer Agreement entered between the BRLM (Hem securities Limited) and our Company and Selling Shareholder of the Company and the Underwriting Agreement to be entered between the Underwriters, the Selling Shareholder and our Company and the Market Making Agreement to be entered among the Market Maker, BRLM and our Company.

All information shall be made available by our Company, the Selling Shareholder (to the extent that the information pertains to itself and its respective portion of the Offered Shares) and the Book Running Lead Managers to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholder, Underwriters and their respective directors, partners, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, allot, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholder, Underwriters and their respective directors, partners, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

#### **Disclaimer Clause of the Selling Shareholder:**

The selling shareholder will be severally responsible for the respective statements confirmed or undertaken by it in this Red Herring Prospectus in relation to itself and its respective portion of the offered shares.

#### **Note:**

Investors who apply in the Offer will be required to confirm and will be deemed to have represented to our Company, the selling shareholder, the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the selling shareholder, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Offer.

The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Group Company, the Selling Shareholder, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, the Selling Shareholder, our Promoter Group, and our affiliates or associates, for which they have received and may in future receive compensation.

#### **Disclaimer in Respect of Jurisdiction:**

This Offer is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative

banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹2,500.00 Lakhs and pension funds with a minimum corpus of ₹2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe for Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to jurisdiction of the competent court(s) in Mumbai, Maharashtra only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

**Disclaimer Clause of the BSE SME:**

"BSE Limited ("BSE") has vide its letter dated September 02, 2025, given permission to the Company to use its name in the Offer Document as the Stock Exchange on whose Small and Medium Enterprises Platform ("SME platform") the Company's securities are proposed to be listed. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company. BSE does not in any manner:

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. warrant that this Company's securities will be listed on completion of Initial Public Offering or will continue to be listed on BSE; or
- iii. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;
- iv. Warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker (s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.
- v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.
- vi. The Company has chosen the SME platform on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE/other regulatory authority. Any use of the SME platform and the related services are subject to Indian laws and Courts exclusively situated in Mumbai.

**Disclaimer Clause under Rule 144A of the U.S. Securities Act:**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

Accordingly, the Equity Shares will be offered and sold (i) in the United States only to “qualified institutional buyers”, as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

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 offshore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

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

The Red Herring Prospectus shall be filed on BSE SME platform situated at 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001, Maharashtra, India.

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

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 26 & 32 of the Companies Act, 2013, will be delivered to the Registrar of Companies, Mumbai through the electronic portal at <http://www.mca.gov.in>, at least (3) three working days prior from the date of opening of the offer.

**Listing:**

The Equity Shares of our Company are proposed to be listed on BSE SME. Our Company has obtained in-principle approval from BSE by way of its letter dated September 02, 2025 for listing of equity shares on BSE SME.

BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Offer. If the permissions to deal in, and for an official quotation of, the Equity Shares are not granted by any of the Stock Exchanges mentioned above, our Company will forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus, in accordance with applicable law. Selling Shareholder shall to the extent of their portion of the Offered Shares, be responsible to pay, or reimburse, as the case may be, in the proportion that the size of their portion of Offered Shares in the Offer for Sale bears to the total size of the Offer, any interest for such delays in making refunds only in the event any delay in making such refund is caused solely by, and is directly attributable to an act or omission of Selling Shareholder and in such cases where any delay is not attributable to Selling Shareholder, the Company shall solely be responsible to pay such interest in the manner agreed under the Offer Agreement.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges are taken within three Working Days from the Bid/ Offer Closing Date or within such other period as may be prescribed. Each of Selling Shareholder, severally and not jointly, confirms that it shall extend reasonable support and co-operation (to the extent of its portion of the Offered Shares) as required by law for the completion

of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within three Working Days from the Bid/Offer Closing Date, or within such other period as may be prescribed.

If our Company does not Allot the Equity Shares within two Working Days from the Bid/Offer Closing Date or within such timeline as prescribed by SEBI, all amounts received in the Public Offer Accounts will be transferred to the Refund Account and it shall be utilised to repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period, as prescribed under applicable law. For avoidance of doubt, no liability to make any payment of interest or expenses shall accrue to any Selling Shareholder unless the delay in making any of the payments/refund hereunder or the delay in obtaining listing or trading approvals or any other approvals in relation to the Offer is caused solely by, and is directly attributable to, an act or omission of such Selling Shareholder and to the extent of their portion of the Offered Shares.

#### **Impersonation:**

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

- i. Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- ii. Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- iii. Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

Shall be liable to action under section 447 of the Companies, Act 2013

#### **Consents:**

Consents in writing of our Directors, our Promoters, Selling Shareholder, Senior Management Personnel, our Company Secretary and Compliance Officer, legal advisor to the offer, the Book Running Lead Manager, the Bankers to our Company, Statutory Auditors, Chartered Engineer, Advisor to the Offer, Peer Review Auditors and the Registrar to the Offer to act in their respective capacities, have been obtained and consents in writing of the Syndicate Members, Share Escrow Agent, Monitoring Agency, Bankers to the Offer (Escrow Collection Bank, Public Offer Account Bank, Sponsor Bank and Refund Bank), Share Escrow Agent, Market Maker, Underwriter to act in their respective capacities, will be obtained, and will be filed along with a copy of the Red Herring Prospectus with the Registrar of Companies as required under the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus and the Prospectus for filing with the Registrar of Companies.

#### **Experts Opinion:**

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent dated January 28, 2025, from Peer Reviewed Auditor namely, M/s. K A R M A & Co. LLP, Chartered Accountants, to include their name in respect of the reports on the Restated Financial Information dated September 10, 2025 and the Statement of Possible Tax Benefits dated February 28, 2025 and Statement of Financial Indebtedness dated September 10, 2025 issued by them and included in this Red Herring Prospectus, as required under Companies Act read with SEBI (ICDR) Regulations as “**Expert**”, defined in section 2(38) of the Companies Act and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term “**expert**” shall not be construed to mean an “**expert**” as defined under the U.S. Securities Act, 1933.

Further, our Company has received written consent dated March 06, 2025, from M/s. Anjaria Enviro Tech Private Limited, Independent Chartered Engineer, to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations, in this Red Herring Prospectus and as an “**expert**”, as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as an Independent Chartered Engineer, in relation to the certification required for

capacity utilization report dated September 10, 2025, certifying, inter alia, installed and actual capacity and list of plant and machinery.

**Fees, Brokerage and Selling Commission payable:**

The total fees payable to the Book Running Lead Manager will be as per the (i) Offer Agreement dated May 02, 2025 and addendum to the Offer agreement dated August 28, 2025 between Book Running Lead Manager, Company and Selling Shareholder (ii) the Underwriting Agreement dated August 19, 2025 between Underwriter, Company and Selling Shareholder (iii) the Market Making Agreement dated August 19, 2025 between Book Running Lead Manager, Company, Selling Shareholder and Market Maker, a copy of which is available for inspection at our Registered Office from 10.00 am to 5.00 pm on Working Days from the date of the Red Herring Prospectus until the Offer Closing Date.

**Fees Payable to the Registrar to the Offer:**

The fees payable to the Registrar to the Offer for processing of applications, data entry, printing of CAN, tape and printing of bulk mailing register will be as per the agreement between our Company, Selling Shareholder and the Registrar to the Offer dated April 28, 2025 a copy of which is available for inspection at our Company's Registered Office.

The Registrar to the Offer will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Offer to enable it to send allotment advice by registered post/speed post.

**Particulars regarding Public or Rights Issues during the last five (5) years:**

Our Company has not made any previous public or rights issue in India or Abroad the five (5) years preceding the date of this Red Herring Prospectus.

**Previous issues of Equity Shares otherwise than for cash:**

For detailed description please refer to section titled "*Capital Structure*" beginning on page 82 of this Red Herring Prospectus.

**Underwriting Commission, brokerage and selling commission on Previous Issues:**

Since this is the initial public offering of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares in last five (5) years.

**Particulars in regard to our Company and other listed subsidiaries/ associates under the same management within the meaning of Section 186 of the Companies Act, 2013 which made any capital issue during the last three years:**

Neither our Company nor any other companies under the same management within the meaning of Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three years.

**Performance vis-a-vis objects – Public/Right Issue of our Company:**

Except as stated in the chapter titled "*Capital Structure*" beginning on page 82 our Company has not undertaken any previous public or rights issue.

**Performance vis-a-vis objects - Last Issue of Subsidiary Company:**

As on the date of this Red Herring Prospectus, our Subsidiary Company have not undertaken any public issue.

**Option to Subscribe:**

- a) Investors will get the allotment of specified securities in dematerialization form only.
- b) The equity shares, on allotment, shall be traded on stock exchange in Demat segment only.

**Outstanding Debentures or Bond Issues or Redeemable Preference Shares:**

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Red Herring Prospectus.

**Partly Paid-Up Shares**

As on the date of this Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company.

**Outstanding Convertible Instruments:**

Our Company does not have any outstanding convertible instruments as on the date of filing this Red Herring Prospectus.

**Stock Market Data of the Equity Shares:**

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Offer is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

**Mechanism for Redressal of Investor Grievances:**

The agreement between the Registrar to the Offer and our Company and the Selling Shareholder dated April 28, 2025 provides for retention of records with the Registrar to the Offer for a minimum period of three (3) years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, in order to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

We hereby confirm that there are no investor complaints received during the three years preceding the filing of this Red Herring Prospectus. Since there are no investor complaints received, none are pending as on the date of filing of this Red Herring Prospectus.

Investors may contact the BRLM for any complaint pertaining to the Offer. All grievances, may be addressed to the Registrar to the Offer, with a copy to the relevant Designated Intermediary, where the Application Form was submitted, quoting the full name of the sole or first Applicant, Application Form number, Applicants’ DP ID, Client ID, PAN, address of the Applicant, number of Equity Shares applied for, date of Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Applicant shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove. Our Company, BRLM and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

**Disposal of Investor Grievances by our Company:**

Our Company shall obtain authentication on the SCORES in terms of the SEBI circular bearing number CIR/OIAE/1/2013 dated April 17, 2013 read with SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 and shall comply with SEBI circular bearing number CIR/OIAE/1/2014 dated December 18, 2014 and the SEBI Circular SEBI/HO/OIAE/IGRD/P/CIR/2022/0150 dated November 7, 2022 in relation to redressal of investor grievances through SCORES.

Our Company estimates that the average time required by our Company or the Registrar to the Offer for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Dimple Lalwani, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Offer. For further details, please refer to section titled “ **General Information** ” beginning on page 69 of this Red Herring Prospectus.

Investors can contact the Compliance Officer or the Registrar in case of any pre-Offer or post-Offer related problems such as

non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system “**SCORES**”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in)

The Selling Shareholder has authorised the Company Secretary and Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Applicants in respect of their respective portion of the Offered Shares.

Further, our Board by a resolution on January 22, 2025 has constituted a Stakeholders Relationship Committee which is responsible for redressal of grievances of the security holders of our Company. For further details, please refer to section titled “**Our Management**” beginning on page 188 of this Red Herring Prospectus.

#### **Status of Investor Complaints:**

We confirm that, our Company has not received any investor complaint during the 3 years preceding the date of this Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Red Herring Prospectus.

#### **Disposal of investor grievances by listed companies under the same management as our Company:**

We do not have any listed company under the same management.

#### **Tax Implications:**

Investors who are allotted Equity Shares in the Offer will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled “**Statement of Special Tax Benefits**” beginning on page 115 of this Red Herring Prospectus.

#### **Purchase of Property:**

Other than as disclosed in Section “**Our Business**” beginning on page 139 there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Offer or the purchase or acquisition of which has not been completed on the date of this Red Herring Prospectus.

Except as stated elsewhere in this Red Herring Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made there under.

#### **Capitalization of Reserves or Profits:**

Except as disclosed under section titled “**Capital Structure**” beginning on page 82 of this Red Herring Prospectus, our Company has not capitalized its reserves or profits at any time during the last five (5) years.

#### **Revaluation of Assets:**

Our Company has not revalued its assets in five (5) years preceding the date of this Red Herring Prospectus.

#### **Servicing Behavior:**

Except as stated in this Red Herring Prospectus, there has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

#### **Payment or benefit to officers of our Company:**

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation.

Except as disclosed under chapter titled ***“Our Management”*** beginning on page 188 and chapter ***“Financial Information”*** beginning on page 211 of this Red Herring Prospectus none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

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

As on date of the Red Herring Prospectus, our Company has not applied for or received any exemption from complying with any provisions of SEBI (ICDR) Regulations.

## **SECTION VIII: OFFER RELATED INFORMATION**

### **TERMS OF THE OFFER**

*The Equity Shares being Offered are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of the Red Herring Prospectus, Prospectus, Bid cum Application Form, any Confirmation of Allocation Note ("CAN"), the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the Allotment advices and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the Offer of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchange, the RoC, the RBI and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the GoI, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the Offer.*

*Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, SEBI through its UPI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From December 1, 2023, the UPI Mechanism for Individual Investors applying through Designated Intermediaries was made effective along-with the existing process existing timeline of T+3 days.*

*Further vide the said circular Registrar to the Offer and Depository Participants have been also authorized to collect the Bid cum Application Forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Offer and Depository Participants as and when the same is made available.*

#### **Authority for the Offer**

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholder. The fees and expenses relating to the Offer shall be borne by each of our Company and the Selling Shareholder in the manner agreed to among our Company and the Selling Shareholder and in accordance with applicable law. The Selling Shareholder shall reimburse our Company for any expenses paid in relation to the Offer by the Company on behalf of the Selling Shareholder. For details in relation to the sharing of Offer expenses amongst our Company and the Selling Shareholder, see ***"Objects of the Offer"*** beginning on page 100 of this Red Herring Prospectus.

#### **Ranking of Equity Shares**

The Equity Shares being offered pursuant to the Bid/Offer shall be subject to the provisions of the Companies Act and our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares of our Company including in respect of the voting rights and rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. The Allottees in receipt of Allotment of Equity Shares under this Offer will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled, ***"Main Provisions of Article of Association"***, beginning on page 368 of this Red Herring Prospectus.

#### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to section titled ***"Dividend Policy"*** and ***"Main Provisions of Article of Association"*** beginning on page 210 and 368 respectively of this Red Herring Prospectus.

### **Face Value, Offer Price, Floor Price and Price Band**

The face value of each Equity Share is ₹10.00 and the Offer Price at the lower end of the Price Band is ₹[●] per Equity Share (“Floor Price”) and at the higher end of the Price Band is ₹[●] per Equity Share (“Cap Price”). The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Price Band and the minimum Bid Lot size will be decided by our Company and the Selling Shareholder may, in consultation with the Book Running Lead Manager, and will be advertised, at least two Working Days prior to the Bid/ Offer Opening Date, in all editions of Business Standard (a widely circulated English national daily newspaper), all editions of Business Standard (a widely circulated Hindi national daily newspaper) and Marathi editions of the regional daily newspaper Pratahkal, where the registered office of the company is situated, each with wide circulation and shall be made available to the Stock Exchange for the purpose of uploading on its website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre filled in the Bid cum Application Forms available on the website of the Stock Exchange. The Offer Price shall be determined by our Company and in consultation with the Book Running Lead Manager, after the Bid/ Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

The Offer Price shall be determined by our Company in consultation with the Book Running Lead Manager and is justified under the chapter titled “*Basis for Offer Price*” beginning on page 109 of this Red Herring Prospectus.

### **The Offer**

The Offer comprises a Fresh issue by our Company and an Offer for Sale by the Selling Shareholder.

Expenses for the Offer shall be shared amongst our Company and each of the Selling Shareholder in the manner specified in “*Objects of the Offer*” on page 100 of this Red Herring Prospectus.

### **Compliance with SEBI (ICDR) Regulations, 2018**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### **Compliance with Disclosure and Accounting Norms**

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- a) Right to receive dividend, if declared;
- b) Right to receive Annual Reports and notices to members;
- c) Right to attend general meetings and exercise voting rights, unless prohibited by law;
- d) Right to vote on a poll either in person or by proxy;
- e) Right to receive offer for rights shares and be allotted bonus shares, if announced;
- f) Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- g) Right of free transferability of the Equity Shares; and
- h) Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights,

dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to section titled **“Main Provisions of the Articles of Association of our company”** beginning on page 368 of this Red Herring Prospectus.

#### **Allotment of securities only in Dematerialised Form**

In terms of Section 29 of Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being issued can be applied for in the dematerialized form only.

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar and Share Transfer Agent to the Offer:

1. Tripartite Agreement dated January 31, 2025 among NDSL, the Company and the Registrar to the Offer.
2. Tripartite Agreement dated March 05, 2025 among CDSL, the Company and the Registrar to the Offer.

Investors should note that as per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29(1) of the Companies Act, 2013, Equity Shares of an issuer shall be allotted to the successful Bidders only in the dematerialised form. Bidders will not have the option of getting Allotment of Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in dematerialised segment of the Stock Exchange. Allottees shall have the option to rematerialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and Regulation 14 of Depositories Act.

#### **Minimum Application Value, Market Lot and Trading Lot**

In accordance with Regulation 267(2) of the SEBI ICDR (Amendment) Regulations, 2025, our Company shall ensure that the minimum application size shall be two lots per application:

“Provided that the minimum application size shall be above ₹2 lakhs.”

The trading of our Equity Shares on the Stock Exchanges shall only be in dematerialised form. Allotment of Equity Shares will be only in electronic form in multiples of [●] Equity Shares, subject to a minimum Allotment of [●] Equity Shares. For the method of Basis of Allotment, see **“Offer Procedure”** on page 332 of this Red Herring Prospectus.

Further, in accordance with SEBI ICDR (Amendment) Regulations, 2025, the minimum application size in terms of number of specified securities shall not be less than ₹2.00 Lakh.

#### **Minimum Number of Allottees**

Further in accordance with the Regulation 268(1) of SEBI ICDR Regulation, 2018 read along with SEBI ICDR (Amendment) Regulations, 2025, the minimum number of allottees in this Offer shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within four (4) days of closure of Issue.

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within four (4) days of closure of Issue.

#### **Jurisdiction**

Exclusive Jurisdiction for the purpose of this Offer is with the competent courts/authorities in Mumbai, Maharashtra, India.

**The Equity Shares have not been and will not be registered under the U.S Securities Act, 1933, as amended (the “Securities Act”) or any state securities laws in the United States, and may not be offered or sold within the United States, or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the Securities Act), except pursuant to an exemption from or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares are only being will be offered or and sold outside the United States in compliance with Regulation S under of the U.S. Securities Act, 1933 and the applicable laws of the jurisdictions where those offers and**

sales occur.

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

#### **Joint Holders**

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they shall be deemed to hold such Equity Shares as joint – holders with benefits of survivorship.

#### **Pre-Offer and Price Band Advertisement**

Subject to Section 30 of the Companies Act, 2013 the Company shall, after filing the Red Herring Prospectus with the RoC, publish a Pre-Offer and Price Band Advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of **Business Standard** (a widely circulated English national daily newspaper), all editions of **Business Standard** (a widely circulated Hindi national daily newspaper) and Marathi editions of the regional daily newspaper **Pratahkal**, where the registered office of the company is situated each with wide circulation at least two Working Days prior to the Offer Opening Date and shall be available to the Stock Exchange for the purpose of uploading on the website.

#### **Nomination Facility to Investor**

In accordance with Section 72 (1) & 72(2) of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant or the first applicant, along with other joint applicant, may nominate any one (1) person in whom, in the event of death of the sole applicant or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72(3) of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in 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 in the prescribed form available on request at the Registered Office of our Company or to the Registrar and Share Transfer Agents of our Company.

In accordance with the provisions of Section 72 of the Companies Act, 2013, any person becomes a nominee by virtue of the provisions of Section 72 of the Companies Act 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- a) to register himself or herself as the holder of the Equity Shares; or
- b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Bid/Offer will be made only in dematerialised mode, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the Applicant would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.

Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

**Offer Program**

<b>Event</b>	<b>Indicative Date</b>
Bid/Offer Opened Date <sup>1</sup>	Wednesday, September 24, 2025
Bid/Offer Closed Date <sup>2*</sup>	Friday, September 26, 2025
Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	On or about Monday, September 29, 2025
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account (T+2)	On or about Tuesday, September 30, 2025
Credit of Equity Shares to Demat accounts of Allottees (T+2)	On or about Tuesday, September 30, 2025
Commencement of trading of the Equity Shares on the Stock Exchange (T+3)	On or about Wednesday, October 01, 2025

**The above time table is indicative and does not constitute any obligation on our Company, the Selling shareholders or BRLM.**

**Whilst our Company and the Selling shareholders 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 SME platform of BSE Limited (BSE SME) is taken within Three Working Days from the Offer Closing Date, the timetable may change due to various factors, such as extension of the Offer Period by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.**

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

*<sup>2</sup>Our Company in consultation with the Book Running Lead Manager, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

\*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Bid/ Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The *Book Running Lead Manager* shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

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

Bid-Cum- Application Forms and any revisions to the same will be accepted only between 10.00 A.M. to 4.00 P.M. (IST) during the Offer Period (except for the Bid/ Offer Closing Date). On the Bid/ Offer Closing Date, the Bid-Cum- Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for Individual Investor bidders and non-institutional bidders. The time for applying for Individual Bidders Applicants on Bid/ Offer Closing Date maybe extended in consultation with the Book Running Lead Manager, RTA and BSE SME taking into account the total number of applications received up to the closure of timings.

On the Bid/ Offer Closing Date, the Bids shall be uploaded until 4.00 P.M. IST in case of all Bids by Individual Investors, QIBs and Non-Institutional Bidders,

On the Bid/ Offer Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Individual Bidders after taking into account the total number of Bids received and as reported by the Book Running Lead Manager to the Stock Exchange.

The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the Book Running Lead Manager and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to the limitation of time available for uploading the Bid-Cum-Application Forms on the Bid/ Offer Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Offer Closing Date and, in any case, not later than 3.00 P.M. (IST) on the Bid/ Offer Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid-Cum- Application Forms are received on the Bid/ Offer Closing Date, as is typically experienced in public Offer, some Bid-Cum- Application Forms may not get uploaded due to the lack of sufficient time. Such Bid-Cum- Application Forms that cannot be uploaded will not be considered for allocation under this Offer. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM is liable for any failure in uploading the Bid-Cum- Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI ICDR Regulations, none of the Bidders are 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. Individual Bidders can revise or withdraw their Bid-Cum- Application Forms prior to the Bid/ Offer Closing Date. Allocation to Individual Bidders, in this Offer will be on a proportionate basis.

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

Our Company in consultation with the Book Running Lead Manager, reserves the right to revise the Price Band during the Bid/ Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In case of any revision to the Price Band, the Bid/ Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/ Offer Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the Book Running Lead Manager, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the Book Running Lead Manager and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

### **Minimum Subscription and Underwriting**

This Bid/Offer is not restricted to any minimum subscription level. This Offer is 100% underwritten per Regulation 260(1) of SEBI ICDR Regulations.

As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not been subscribed and the sum payable on Bid cum application is not received within a period of 30 days from the date of Red Herring Prospectus, the bid cum

application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the Offer through the Offer Document including devolvment of Underwriters, if any, within sixty (60) days from the date of closure of the Offer, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In terms of Regulation 272(2) of SEBI (ICDR) Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

Subject to applicable law, the Selling Shareholder shall not be responsible to pay interest for any delay, unless such delay is solely and directly attributable to an act or omission of such Selling Shareholder, in which case such liability shall be on a several and not joint basis.

The requirement of minimum subscription is not applicable to the Offer for Sale.

In case of undersubscription in the Offer, the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 200 (two hundred).

In accordance with Regulation 260(1) of the SEBI (ICDR) Regulations, the Bid/Offer shall be 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled **“General Information - Underwriting”** on page 77 of this Red Herring Prospectus. Thus, the underwriting obligations shall be for the entire hundred percent of the Bid/Offer through this Red Herring Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum Bid size shall not be less than two lots. Provided that minimum application size shall be above ₹2 lakhs. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Migration to Main Board**

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018 read with SEBI ICDR (Amendment) Regulations, 2025 to the extent applicable, our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

As per Regulation 280(2) of the SEBI ICDR Regulation, 2018 read along with SEBI ICDR (Amendment) Regulations, 2025, Where the post-issue paid up capital of the Company listed on a BSE SME is likely to increase beyond twenty-five crore rupees by virtue of any further issue of capital by the Company by way of rights issue, preferential issue, bonus issue, etc. the Company shall migrate its equity shares listed on a BSE SME to the Main Board and seek listing of the equity shares proposed to be issued on the Main Board subject to the fulfilment of the eligibility criteria for listing of equity shares laid down by the Main Board:

Provided that no further issue of capital shall be made unless –

- a) the shareholders have approved the migration by passing a special resolution through postal ballot wherein the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal;
- b) the Company has obtained an in principle approval from the Main Board for listing of its entire specified securities on it.

Provided further that where the post-issue paid-up capital pursuant to further issue of capital including by way of rights issue, preferential issue, bonus issue, is likely to increase beyond ₹25 crores, the Company may undertake further issuance of capital without migration from SME exchange to the main board, subject to the undertaking to comply with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable to companies listed on the main board of the stock exchange(s).”

If the Paid-up Capital of the company is more than ₹10 crores but below ₹25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Any company voluntarily desiring to migrate to the Main board from the SME Platform, amongst others, has to fulfill following conditions:

Parameter	Migration policy from BSE SME Platform to BSE Main Board
Paid up Capital & Market Capitalisation	Paid-up capital of more than 10 Crores and Market Capitalisation should be minimum Rs. 25 Crores  (Market Capitalisation will be the product of the price (average of the weekly high and low of the closing price of the related shares quoted on the stock exchange during 3 (Three) months prior to the date of the application) and the post issue number of equity shares.)
Promoter Holding	Promoter(s) shall be holding at least 20% of equity share capital of the company at the time of making application.
Financial Parameters	The applicant company should have positive operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years and has positive Profit after tax (PAT) in the immediate preceding Financial Year of making the migration application to Exchange.  The applicant company should have a Net worth of at least Rs. 15 crores for 2 preceding full financial years.
Track record of the company in terms of listing/ regulatory actions, etc	The applicant company is listed on SME Exchange/ Platform having nationwide terminals for atleast 3 years.
Regulatory action	No material regulatory action in the past 3 years like suspension of trading against the applicant company, promoters/promoter group by any stock Exchange having nationwide trading terminals. No Debarment of company, promoters/promoter group, subsidiary company by SEBI. No Disqualification/Debarment of directors of the company by any regulatory authority. The applicant company has not received any winding up petition admitted by a NCLT.
Public Shareholder	The applicant company shall have a minimum of 250 public shareholders as per the latest shareholding pattern.
Other parameters like No. of shareholders, utilization of funds	No proceedings have been admitted under the Insolvency and Bankruptcy Code against the applicant company and Promoting companies. No pending Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by the applicant, promoters/promoter group /promoting company(ies), Subsidiary Companies. The applicant company shall obtain a certificate from a credit rating agency registered with SEBI with respect to utilization of funds as per the stated objective pursuant to IPO and/or further funds raised by the company, if any post listing on SME platform. The applicant company has no pending investor complaints. Cooling off period of 2 months from the date the security has come out of trade-to-trade category or any other surveillance action.

Notes:

1. Net worth definition to be considered as per definition in SEBI ICDR.
2. Company is required to submit Information Memorandum to the Exchange as prescribed in SEBI (ICDR) Regulations.

3. The application submitted to the Exchange for listing and mere fulfilling the eligibility criteria does not amount to grant of approval for listing.
4. If the documents and clarification received from the applicant company are not to the satisfaction of BSE, BSE has the right to close the application at any point of time without giving any reason thereof. Thereafter, the company can make fresh application as per the extant norms.
5. The Exchange may reject application at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Guidelines / Regulations issued by statutory authorities or for any reason in the interest of Investors and market integrity. The Exchange may also reject the application if the company is found not fulfilling internal BSE standards.
6. Companies that have approached for listing on any stock exchange and has been denied listing for any reason whatsoever or has chosen to withdraw its application from the Exchange, they may reapply for listing after a minimum period of 6 months (6 months after date of rejection/ withdrawal). If rejected for a second time, the company would not be eligible to apply again.
7. BSE decision w.r.t admission of securities for listing and trading is final.
8. BSE has the right to change / modify / delete any or all the above norms without giving any prior intimation to the company.
9. The companies are required to submit documents and comply with the extant norms.
10. The company shall use BSE's reference regarding listing only after the Exchange grants its in-principle listing approval to the company.

### **Market Making**

The Equity shares offered though this offer is proposed to be listed on the SME Platform of BSE, wherein the Book Running Lead Manager to this offer shall ensure compulsory Market Making through the registered Market Makers of the BSE SME for a minimum period of three (3) years or such other time as may be prescribed by the Stock Exchange from the date of listing of shares on BSE SME.

For further details of the agreement entered into between the Company, the Book Running Lead Manager and the Market Maker, please refer to section titled ***“General Information - Details of the Market Making Arrangements for this Offer”*** on page 78 of this Red Herring Prospectus.

### **Arrangements for disposal of odd lots**

The trading of the Equity Shares will happen in the minimum contract size of [●] equity shares of face value of ₹10/- each in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of BSE Limited.

### **Restrictions, if any, on Transfer and Transmission of Shares or Debentures and on their Consolidation or Splitting**

Except for the lock-in of the pre-offer capital of our Company, lock-in of the Promoters' minimum contribution and the Anchor Investor lock-in as provided in ***“Capital Structure”*** beginning on page 82 of this Red Herring Prospectus and except as provided in our Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, see ***“Main Provisions of the Articles of Association”*** beginning on page 368 of this Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

### **As per the extent Guideline of the Government of India, OCBs cannot participate in this Bid/Offer**

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.

As per the existing RBI regulations, OCBs are not eligible to participate in this Bid/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 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No. 20/2000-RB dated May 03, 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 or prior approval from Government, as the case may be. On submission of such approval along with the Bid cum Application Form, the OCB shall be eligible to be considered for Equity Share allocation

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.

### **Option to receive securities in Dematerialized Form**

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on 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 provisions of the Companies Act and the Depositories Act.

Further, it is mandatory for the investor to furnish the details of his/her depository account, & if for any reason, details of the account are incomplete or incorrect the application shall be treated as incomplete & may be rejected by the Company without any prior notice.

### **New Financial Instruments**

As on the date of this Red Herring Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Issue. Further, our Company is not issuing any new financial instruments through this Offer.

### **Bids by Eligible NRIs, FPIs, QFIs, AIFs or VCFs registered with SEBI**

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Offer without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

### **Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for lock-in of the pre-issue Equity Shares of our Company and Promoters' minimum contribution in the Bid/Offer as detailed in the Chapter titled '*Capital Structure – 'Details of Promoters' Contribution locked in for three years'*' and '*Details of Promoters' holding in excess of Promoters' Contribution locked-in for one year'*' on page 95 and 95 of this Draft Red Herring Prospectus, and except as provided in the Articles of Association, there are no restrictions on transfer of Equity Shares. Further, 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 section titled "*Main Provisions of the Articles of Association of our company*" beginning on page 368 of this Red Herring Prospectus.

### **Withdrawal of the Offer**

Our Company and the Selling Shareholder in consultation with the BRLM, reserve the right to not to proceed with the Offer after the Bid/ Offer Opening date but before the Allotment. In such an event, our Company would issue a public notice in the newspaper in which the Pre-Offer and Price Band Advertisement were published, within two days of the Bid/ Offer Closing date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The BRLM through, the Registrar of the Offer, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one working day from the date of receipt of such notification. Our Company shall also inform the same to the stock exchange on which equity shares are proposed to be listed. If the Offer is withdrawn after the designated Date, amounts that have been credited to the Public Offer Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, the Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within three Working Days of the Offer Closing Date or such other time period as prescribed under Applicable Law and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. If our Company withdraws the Offer after the Offer Closing Date and thereafter determines that it will proceed with an Offer or offer for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with the Stock Exchanges. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared, and the Stock Exchanges will also be informed promptly.

*The above information is given for the benefit of the Bidders. The Bidders are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.*

### **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 offer paid-up capital is more than or equal to ten Crore rupees but less than twenty-five crore rupees, 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 BSE SME (SME platform of BSE)). For further details regarding the salient features and terms of such an Offer please refer chapter titled “*Terms of the Offer*” and “*Offer Procedure*” on page 316 and 332 of this Red Herring Prospectus.

#### **Offer Structure:**

The present offer is of upto 59,28,000 Equity Shares of face value of ₹10.00/- each (“**Equity Shares**”) for cash at a price of ₹[●] per equity share (including a share premium of ₹[●] per equity share) (the “**Offer Price**”) aggregating to ₹[●] Lakhs (“the **Offer**”) by the issuer Company (the “**Company**”) comprising of a fresh issue of upto 55,28,000 equity shares of face value of ₹10 each aggregating to ₹[●] Lakhs (the “**Fresh Issue**”) and an Offer for Sale of upto 4,00,000 equity shares of face value of ₹10 each by the Siddhant Ispat Private Limited (the “**Selling Shareholder**”) (“**Offer for Sale**”) aggregating to ₹[●] Lakhs, out of which upto 3,00,000 equity shares of face value of ₹10.00/- each for cash at a price of ₹[●] per equity share including a share premium of ₹[●] per equity share aggregating to ₹[●] Lakhs will be reserved for subscription by Market Maker (the “**Market Maker Reservation Portion**”).

The Offer less the Market Maker Reservation Portion i.e., Net Offer of 56,28,000 equity shares of face value of ₹10.00/- each at a price of ₹[●] per equity share including a share premium of ₹[●] per equity share aggregating to ₹[●] lakhs (the “**Net Offer**”). The Offer and the Net Offer will constitute 26.55% and 25.20% respectively of the post Offer paid up equity share capital of our company.

The Offer is being made through the Book Building Process. For further details, please refer chapter titled “*Terms of the Offer*” on page 316 of this Red Herring Prospectus.

Particulars of the Offer <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors	Individual Investors
<b>Number of Equity Shares available for allocation</b>	Upto 3,00,000 Equity Shares of face value of ₹10/- each	Not more than 28,13,400 Equity Shares of face value of ₹10/- each *	Not less than 8,44,200 Equity Shares of face value of ₹10/- each *	Not less than 19,70,400 Equity Shares of face value of ₹10/- each *
<b>Percentage of Offer Size available for allocation</b>	5.06% of the Offer Size	Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Issue, subject to the following:  (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs; and  (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹10 lakhs	Not less than 35% of the Net Offer

Particulars of the Offer <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors	Individual Investors
<b>Basis of Allotment<sup>(3)</sup></b>	Firm Allotment	<p>Proportionate as follows (excluding the Anchor Investor Portion):</p> <p>(a) Up to [●] Equity Shares of face value of ₹10/- each shall be available for allocation on a proportionate basis to Mutual Funds only; and</p> <p>(b) Up to [●] Equity Shares of face value of ₹10/- each shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.</p> <p>(c) Up to 60% of the QIB Portion (of up to [●] Equity Shares of face value of ₹10/- each may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price</p>	<p>Subject to the availability of shares in non-institutional investors' category, the allotment of equity shares to each non institutional category shall not be less than the minimum application size in non-institutional investor category, and the remaining shares, if any, shall be allotted on a proportionate basis, the [●] Equity Shares of face value of ₹10/- each shall be allotted in multiples of [●] Equity Shares.</p> <p>For details, see "<b>Offer Procedure</b>" beginning on page 332 of this Red Herring Prospectus.</p>	<p>Minimum allotment of [●] Equity Shares of face value 10/- each. For details, see "<b>Offer Procedure</b>" beginning on page 332 of this Red Herring Prospectus.</p>
<b>Mode of Allotment</b>	Compulsorily in dematerialized form.			
<b>Minimum Bid Size</b>	3,00,000 Equity Shares of face value of ₹10/- each	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Application exceeds two lots	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Application exceeds two lots	[●] Equity Shares of face value of ₹10/- each
<b>Maximum Bid Size</b>	3,00,000 Equity Shares of face value of ₹10/- each	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹10/- each not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹10/- each not exceeding the size of the Net Issue (excluding the QIB portion), subject to applicable limits	Such number of Equity Shares in two lots so that the Bid Amount exceeds ₹200,000
<b>Trading Lot</b>	[●] Equity Shares of face value of ₹10/- each, However the Market Maker may	[●] Equity Shares of face value of ₹10/- each and in multiples thereof	[●] Equity Shares of face value of ₹10/- each and in multiples thereof	[●] Equity Shares of face value of ₹10/- each and in multiples thereof

Particulars of the Offer <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors	Individual Investors
	accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.			
<b>Terms of Payment</b>	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids <sup>(4)</sup>			
<b>Mode of Bid</b>	Only through the ASBA process.	Only through the ASBA process. (Except for Anchor investors)	Only through the ASBA process	Through ASBA Process via Banks or by using UPI ID for payment

\* Subject to finalization of basis of allotment.

This Offer is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

- <sup>(1)</sup> Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price.
- <sup>(2)</sup> In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Offer for at least 25% of the post Offer paid-up Equity share capital of the Company. This Offer is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.
- <sup>(3)</sup> Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.
- <sup>(4)</sup> Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Bid-cum-Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

The Bids by FPIs with certain structures as described under “Offer Procedure - Bids by FPIs” on pages 343 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

### Withdrawal of the Offer

In accordance with SEBI (ICDR) Regulations, the Company and Selling Shareholder may, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Offer at any time before the Bid/ Offer Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Offer after Bid/ Offer Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Offer. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Offer, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the Pre-Offer and Price Band Advertisement have appeared and the Stock Exchange will also be informed promptly.

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

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

### Bid/Offer Program

Event	Indicative Dates
Anchor Portion Offer Opens/Closes On	Tuesday, September 23, 2025
Bid/Offer Opening Date*	Wednesday, September 24, 2025
Bid/Offer Closing Date**	Friday, September 26, 2025
Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	On or about Monday, September 29, 2025
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account (T+2)	On or about Tuesday, September 30, 2025
Credit of Equity Shares to Demat accounts of Allottees (T+2)	On or about Tuesday, September 30, 2025
Commencement of trading of the Equity Shares on the Stock Exchange (T+3)	On or about Wednesday, October 01, 2025

**The above time table is indicative and does not constitute any obligation on our Company. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on BSE SME is taken within Three Working Days from the Offer Closing Date, the timetable may change due to various factors, such as extension of the Offer Period by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.**

\* The Company and the Selling Shareholder may, in consultation with the Book Running Lead Manager, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.

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

\*\*UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.

# In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100/- per day for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

Applications and any revisions to the same will be accepted only between 10.00 A.M. to 4.00 P.M. (Indian Standard Time) during the Offer Period at the Application Centres mentioned in the Bid-Cum- Application Form.

Standardization of cut-off time for uploading of bids on the Bid/Offer closing date:

- i. A standard cut-off time of 3.00 p.m. for acceptance of bids.
- ii. A standard cut-off time of 4.00 p.m. for uploading of bids received from all bidders.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical bid cum application form of that Bidder may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

## **OFFER PROCEDURE**

All Bidders should read the 'General Information Document for Investing in Public Offers' prepared and Offered in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the SEBI UPI Circulars (**the "General Information Document"**) which highlights the key rules, processes and procedures applicable to public Offers in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid Cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders/Applicants; (v) issuance of Confirmation of Allocation Note and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) Designated Date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

SEBI through the UPI Circulars has proposed to introduce an alternate payment mechanism using Unified Payments Interface ("UPI") and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism with the ASBA for applications by Individual Investors through intermediaries from January 1, 2019. The UPI Mechanism for Individual Investors applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days ("UPI Phase I"), until June 30, 2019. Subsequently, for applications by Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days was applicable until further notice pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 ("UPI Phase II"). Thereafter, the final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders ("UPI Phase III") and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023 ("T+3 Notification"). Accordingly, the Issue will be undertaken pursuant to the processes and procedures under UPI Phase III on mandatory basis, subject to any circulars, clarification or notification issued by the SEBI pursuant to the T+3 Notification.

Further, pursuant to SEBI master circular bearing reference no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 ("SEBI RTA Master Circular") and circular (SEBI/HO/CFD/DIL2/P/CIR/2022/75) dated May 30, 2022, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. The provisions of these circulars are deemed to form part of this Red Herring Prospectus. Furthermore, pursuant to circular (SEBI/HO/CFD/DIL2/P/CIR/P/2022/45) dated April 5, 2022, all individual bidders in initial public offerings whose Bid sizes are up to ₹500,000 shall use the UPI Mechanism for submitting their bids. Additionally, pursuant to circular (SEBI/HO/CFD/DIL2/P/CIR/2022/75) dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("UPI") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for Individual Investors applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("UPI Phase I"). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by Individual Investors through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("UPI Phase II"). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50

dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline will be made effective using the UPI Mechanism for applications by Individual Investors (“UPI Phase III”), as may be prescribed by SEBI. The Issue will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular is effective for initial public offers opening on or after May 1, 2021, except as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021. The provisions of these circulars are deemed to form part of this Red Herring Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application sizes are up to ₹500,000 shall use the UPI Mechanism. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022; applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). These circulars are effective for initial public offers opening on or after May 1, 2021, and the provisions of these circulars, as amended, are deemed to form part of this Red Herring Prospectus.

Further, SEBI vide its circular bearing reference number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the investor’s bank accounts. Accordingly, Stock Exchanges shall, for all categories of investors viz. Individual Investor, QIB, NII and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 reduced the time taken for listing of specified securities after the closure of a public Offer to three Working Days. This shall be applicable voluntarily for all public Offers opening on or after September 1, 2023 and shall be mandatory for all public Offers opening on or after December 1, 2023. The Red Herring Prospectus has been drafted in accordance with phase II of the UPI framework, and also reflects additional measures for streamlining the process of initial public offers. Please note that we may need to make appropriate changes in the Red Herring Prospectus and the Prospectus depending upon the prevailing conditions at the time of the opening of the Offer.

Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed by the Registrar along with the SCSBs only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Stock Exchanges shall, for all categories of investors and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

Our Company and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Red Herring Prospectus.

Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

The BRLM shall be the nodal entity for any Offers arising out of public issuance process.

Further, our Company and the Syndicate are not liable for any adverse occurrence’s consequent to the implementation of the UPI Mechanism for application in this Offer.

## **PART A**

### **Book Building Procedure**

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 252 of SEBI (ICDR) Regulations, 2018, the Offer is being made for at least 25% of the post-Offer Paid-up Equity Share capital

of our Company. The Offer is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company and selling shareholder may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors (of which one third of the Non-Institutional Portion shall be reserved for Bidders with an application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs; and two-thirds of the Non-Institutional Portion shall be reserved for Bidders with an application size of more than ₹10 lakhs) and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other subcategory of Non-Institutional Portion, subject to valid Bids being received at or above the Offer Price and not less than 35% of the Net Offer shall be available for allocation to Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price, if any.

Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except the QIB Category, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company and selling shareholder may, in consultation with the BRLM, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion would not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

***Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID (for UPI Bidders using UPI Mechanism), as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, in compliance with applicable laws.***

Bidder must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021 and September 17, 2021, read with CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023, read with subsequent circulars issued in relation thereto.

### **Bid cum Application Form**

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres and at Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the website of the BSE ([www.bseindia.com](http://www.bseindia.com)), the Registered Brokers, the RTAs and the CDPs at least one day prior to the Bid/ Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the Book Running Lead Manager.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the Individual Investors using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Offer is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

- i. Individual Investors (other than the Individual Investors using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- ii. Individual Investors using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- iii. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

**Anchor Investors are not permitted to participate in the Offer through the ASBA process.**

For Anchor Investors, the Anchor Investor Application Form will be available at the office of the Book Running Lead Manager. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	Colour*
Anchor Investor**	White
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	White
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	Blue

**Note:** Electronic Bid Cum Application Forms will also be available for download on the website of the BSE Limited ([www.bseindia.com](http://www.bseindia.com)).

\*Excluding Electronic Bid cum Application Form

\*\* Bid cum application for Anchor Investor shall be made available at the Office of the Book Running Lead Manager.

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by Individual Investors (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Offer, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries”)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')

4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Offer and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

*Individual Investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.*

*The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.*

**The upload of the details in the electronic bidding system of stock exchange will be done by:**

<b>For Applications submitted by Investors to SCSB</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs</b>	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment</b>	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

#### **Availability of Red Herring Prospectus and Bid Cum Application Forms**

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and BSE ([www.bseindia.com](http://www.bseindia.com)) at least one day prior to the Bid/Offer Opening Date.

Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

#### **Who can Bid?**

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the Red Herring Prospectus for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- a) Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: -Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Kartal. Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) Mutual Funds registered with SEBI;
- e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Offer;
- f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o) Provident Funds with minimum corpus of ₹25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds and Pension Funds with minimum corpus of ₹25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- r) Multilateral and bilateral development financial institution;
- s) Eligible QFIs;
- t) Insurance funds set up and managed by army, navy or air force of the Union of India;
- u) Insurance funds set up and managed by the Department of Posts, India;
- v) Any other person eligible to apply in this Offer, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

**As per the existing regulations, OCBs are not eligible to participate in this 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 Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.**

## MAXIMUM AND MINIMUM APPLICATION SIZE

### 1. For Individual Bidders

The Application must be for a minimum of two lots. In case of revision of Applications, the Individual Bidders have to ensure that the Application amount exceeds two lots and Rs 2,00,000 as applicable. The Application must be for a minimum application size of two lots and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder exceeds ₹ 2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure only upward revision and they shall not withdraw or lower their bids.

### 2. For Other than Individual Bidders (Non-Institutional Applicants and QIBs):

The Application must be for more than two lots and in multiples of [●] Equity Shares thereafter. An Application cannot be submitted for more than the Net Offer Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Offer Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure upward revision and that the Application is for more than two lots for being considered for allocation in the Non-Institutional Portion.

**Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Red Herring Prospectus.**

**The above information is given for the benefit of the Bidders. The Company and the Book Running 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 Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

## METHOD OF BIDDING PROCESS

Our Company, in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Offer and the same shall be advertised in all editions of Business Standard (a widely circulated English national daily newspaper), all editions of Business Standard (a widely circulated Hindi national daily newspaper) and Marathi editions of the regional daily newspaper Pratahkal, where the registered office of the company is situated each with wide circulation at least two Working Days prior to the Bid / Offer Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Offer Period.

- a) The Bid / Offer Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Offer Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Offer Period, if applicable, will be published in all editions of Business Standard (a widely circulated English national daily newspaper), all editions of Business Standard (a widely circulated Hindi national daily newspaper) and Marathi editions of the regional daily newspaper Pratahkal, where the registered office of the company is situated each with wide circulation and also by indicating the change on the website of the Book Running Lead Manager.
- b) During the Bid/ Offer Period, Individual Bidders, should approach the Book Running Lead Manager or their authorized agents to register their Bids. The Book Running Lead Manager shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Offer Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the Book Running Lead Manager (for the Bids to be submitted in the Specified Cities) to register their Bids.
- c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Offer Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above

the Offer Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.

- d) The Bidder/ Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a Book Running Lead Manager or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another Book Running Lead Manager or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Offer. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.
- e) Except in relation to the Bids received from the Anchor Investors, the Book Running Lead Manager /the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form
- f) The Book Running Lead Manager shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Offer Period i.e. one working day prior to the Bid/ Offer Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.
- g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in “**Escrow Mechanism - Terms of payment and payment into the Escrow Accounts**” in the section “**Offer Procedure**” beginning on page 332 of this Red Herring Prospectus
- h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form prior to uploading such Bids with the Stock Exchange.
- i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal/failure of the Offer or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Offer Account. In case of withdrawal/failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

#### **BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS**

- a. Our Company and selling shareholder may, in consultation with the Book Running Lead Manager, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Offer Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b. Our Company and selling shareholder may, in consultation with the Book Running Lead Manager, will finalize the Offer Price within the Price Band, without the prior approval of, or intimation, to the Bidders.

- c. The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price.
- d. The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

**Participation by Associates /Affiliates of Book Running Lead Manager and the Syndicate Members**

The Book Running Lead Manager and the Syndicate Members, if any, shall not be allowed to purchase in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Book Running Lead Manager and the Syndicate Members, if any, may subscribe the Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the Book Running Lead Manager nor any persons related to the Book Running Lead Manager (other than Mutual Funds sponsored by entities related to the Book Running Lead Manager), Promoters and Promoter Group can apply in the Offer under the Anchor Investor Portion.

**Option to Subscribe in the Offer**

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

**Information for the Bidders**

- 1. Our Company and the Book Running Lead Manager shall declare the Bid/ Offer Opening Date and Bid/ Offer Closing Date in the Red Herring Prospectus to be file with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional daily newspaper with wide circulation. This advertisement shall be in prescribed format.
- 2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Bid/ Offer Opening Date.
- 3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Offer, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
- 4. Any Bidder who would like to obtain the Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
- 5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
- 6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
- 7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Individual Investors has to apply only

through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.

8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Offer will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

#### **BIDS BY ANCHOR INVESTORS:**

Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in the Offer for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

- 1) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the Book Running Lead Manager.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹200.00 lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹200.00 lakhs
- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- 4) Bidding for Anchor Investors will open one Working Day before the Bid/ Offer Opening Date and be completed on the same day.
- 5) Our Company in consultation with the Book Running Lead Manager, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
  - where allocation in the Anchor Investor Portion is up to ₹ 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
  - where the allocation under the Anchor Investor Portion is more than ₹ 200.00 Lakhs but upto ₹ 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of ₹ 100.00 Lakhs per Anchor Investor; and
  - where the allocation under the Anchor Investor portion is more than ₹ 2500.00 Lakhs:(i)minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto ₹ 2500.00 Lakhs; and (ii) an additional 10 Anchor

Investors for every additional allocation of ₹ 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹ 100.00 Lakhs per Anchor Investor.

- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the Book Running Lead Manager before the Bid/Offer Opening Date, through intimation to the Stock Exchange.
- 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Offer Closing Date. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Offer Price.
- 9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
- 10) 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.
- 11) The Book Running Lead Manager, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the Book Running Lead Manager) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the Book Running Lead Manager and made available as part of the records of the Book Running Lead Manager for inspection by SEBI.
- 12) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
- 13) Anchor Investors are not permitted to Bid in the Offer through the ASBA process.

#### **BIDS BY ELIGIBLE NRIS:**

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non- Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") Accounts, and eligible NRI Bidders bidding on a non- repatriation basis by using Resident Forms should authorize their SCSB (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules.

- Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in Colour).
- Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in Colour).

In accordance with the Consolidated FDI Policy, the total holding by any individual NRI, on a repatriation or non- repatriation basis, shall not exceed 5.00% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5.00% of the paid-up value of each series of debentures or preference shares or share warrants offered by an Indian company and the total holdings of all NRIs and OCIs put together, on a repatriation or non- repatriation basis, shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10.00% may be raised to 24.00% if a special resolution to that effect is passed by the general body of the Indian company.

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circular). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circular) to apply in the Offer, provided the UPI facility is enabled for their NRE/ NRO accounts.

NRIs applying in the Offer using UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such application. For details of investment by NRIs, see ***“Restrictions on Foreign Ownership of Indian Securities”*** beginning on page 365 of this Red Herring Prospectus. Participation of eligible NRIs shall be subject to FEMA NDI Rules.

#### **BIDS BY FPI INCLUDING FII'S:**

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Offer, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Offer, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

In terms of the SEBI FPI Regulations, the 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) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the 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 SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may Offer or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further Offer or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non- Residents (blue in colour).

#### **BIDS BY SEBI REGISTERED VCF'S, AIF'S AND FVCI'S:**

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs

and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIF's.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding Equity Shares prior to Offer, shall be locked-in for a period of at least one year from the date of purchase of such Equity Shares.

Our Company or the Book Running Lead Manager will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

#### **BIDS BY HUFs:**

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Application is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bid cum Applications by HUFs may be considered at par with Bid cum Applications from individuals.

#### **BIDS BY MUTUAL FUNDS:**

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company and the Selling Shareholder may, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10.00% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10.00% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10.00% of any company's paid-up share capital carrying voting rights.

#### **BIDS BY SYSTEMATICALLY IMPORTANT NON BANKING FINANCIAL COMPANIES:**

In case of Applications made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth

certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company reserve the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Offer shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

#### **BIDS BY LIMITED LIABILITY PARTNERSHIPS:**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholder may, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

#### **BIDS BY SYSTEMICALLY IMPORTANT NBFCs**

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) the last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditors, and (iv) such other approval as may be required by the Systemically Important NBFCs are required to be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholder may, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, directions, guidelines and circulars issued by the RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

#### **BIDS BY INSURANCE COMPANIES:**

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholder may, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Issue are advised to refer to the IRDAI Investment Regulations 2016, as amended, which are broadly set forth below:

- 1) equity shares of a company: the least of 10%\* of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- 2) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- 3) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (1), (2) and (3) above, as the case may be.

*\*The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹25,000,000 lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹5,000,000 lakhs or more but less than ₹25,000,000 lakhs.*

Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

#### **BIDS UNDER POWER OF ATTORNEY:**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.
- b) With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.
- c) With respect to Bids made by provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form.
- d) With respect to Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form
- e) Our Company in consultation with the Book Running Lead Manager in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form, subject to such terms and conditions that our Company and the Book Running Lead Manager may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the Book Running Lead Manager and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Red Herring Prospectus.

#### **BIDS BY PROVIDENT FUNDS / PENSION FUNDS:**

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹2,500 lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholder may, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

#### **BIDS BY BANKING COMPANY:**

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholder may, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended and Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended, is 10.00% of the paid up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10.00% of the bank's own paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company, subject to prior approval of the RBI if (i) the investee company is engaged in non- financial activities

permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. The aggregate investment by a banking company along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid up share capital engaged in non-financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above. The aggregate equity investments made by a banking company in all subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments shall not exceed 20% of the bank's paid-up share capital and reserves.

In terms of the Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended (i) a bank's investment in the capital instruments issued by banking, financial and insurance entities should not exceed 10% of its capital funds; (ii) banks should not acquire any fresh stake in a bank's equity shares, if by such acquisition, the investing bank's holding exceeds 5% of the investee bank's equity capital; (iii) equity investment by a bank in a subsidiary company, financial services company, financial institution, stock and other exchanges should not exceed 10% of the bank's paid-up share capital and reserves; (iv) equity investment by a bank in companies engaged in non-financial services activities would be subject to a limit of 10% of the investee company's paid-up share capital or 10% of the bank's paid-up share capital and reserves, whichever is less; and (v) a banking company is restricted from holding shares in any company, whether as pledgee, mortgagee or absolute owner, of an amount exceeding 30% of the paid-up share capital of that company or 30% of its own paid-up share capital and reserves, whichever is less. For details in relation to the investment limits under Master Direction – Ownership in Private Sector Banks, Directions, 2016, see “**Key Regulations and Policies**” beginning on page 167 of this Red Herring Prospectus.

#### **BIDS BY SCSB'S:**

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum Applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

#### **ISSUANCE OF A CONFIRMATION NOTE (“CAN”) AND ALLOTMENT IN THE OFFER:**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the Book Running Lead Manager or Registrar to the Offer shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Offer.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

#### **Offer Procedure for Application Supported by Blocked Account (ASBA) Bidders**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

#### **Terms of payment**

The entire Offer price of ₹[●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Offer Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders 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 Bidders.

#### **Payment mechanism**

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, none of the Bidders shall either withdraw or lower the size of their applications at any stage. In the event of rejection of the Bid Cum Application Form or for unsuccessful Bid Cum 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 Application 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 Offer Account, or until withdrawal/ failure of the Offer or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public Offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

#### **Payment into Escrow Account for Anchor Investors**

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors.

- a) For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of: In case of resident Anchor Investors: - SYSTEMATIC INDUSTRIES LTD-ANCHOR R A/C
- b) In case of Non-Resident Anchor Investors: - SYSTEMATIC INDUSTRIES LTD-ANCHOR NR A/C
- c) Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections from the Anchor Investors.

#### **Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 4.00 p.m. of the Offer Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - a) the applications accepted by them,

- b) the applications uploaded by them
  - c) the applications accepted but not uploaded by them or
  - d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Offer, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
- (i) The applications accepted by any Designated Intermediaries
  - (ii) The applications uploaded by any Designated Intermediaries or
  - (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will offer an electronic facility for registering applications for the Offer. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Offer Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Offer Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

*\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into the on-line system:
- Name of the Bidder;
  - IPO Name;
  - Bid Cum Application Form Number;
  - Investor Category;
  - PAN (of First Bidder, if more than one Bidder);
  - DP ID of the demat account of the Bidder;
  - Client Identification Number of the demat account of the Bidder;
  - Number of Equity Shares Applied for;
  - Bank Account details;

- Locations of the Banker to the Offer or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
  9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
  10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
  11. In case of Non-Institutional Bidders and Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
  12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
  13. The Designated Intermediaries will be given time till 4.00 p.m. on the Bid/Offer Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
  14. The SCSBs shall be given one day after the Bid/Offer Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Offer.
  15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

#### **Build of the Book**

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the Book Running Lead Manager at the end of the Bid/ Offer Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid/ Offer Period.

#### **Withdrawal of Bids**

- a) None of the bidders can withdraw their Bids or lower the size of their Bids at any stage.

#### **Price Discovery and Allocation**

- a) Based on the demand generated at various price levels, our Company in consultation with the Book Running Lead Manager, shall finalise the Offer Price and the Anchor Investor Offer Price.
- b) The SEBI (ICDR) Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Red Herring Prospectus. For details in relation to allocation, the Bidder may refer to the Red Herring Prospectus.
- c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the Book Running Lead Manager and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- d) In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the Red Herring Prospectus.
- e) In case if the Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.
- f) Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the Book Running Lead Manager, subject to compliance with the SEBI Regulations.

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

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

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Offer the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹22.00 in the above example. The Issuer, in consultation with the Book Running Lead Manager, may finalise the Offer Price at or below such Cut-Off Price, i.e., at or below ₹22.00.

#### **Signing of Underwriting Agreement and filing of Red Herring Prospectus/ Prospectus with RoC**

- a) Our company has entered into an Underwriting Agreement dated August 19, 2025.
- b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC and copy of Prospectus will be filed with RoC in terms of Section 26 & 32 of Companies Act, 2013.

#### **Pre-Offer and Price Band Advertisement**

Subject to Section 30 of the Companies Act 2013, our Company shall, after filing the Red Herring Prospectus with the ROC, publish a Pre-Offer and Price Band advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional daily Newspaper each with wide circulation.

In the Pre-Offer and Price Band advertisement, we shall state the Bid Opening Date and the Bid/Offer Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI (ICDR) Regulations. This

advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

#### **ADVERTISEMENT REGARDING OFFER PRICE AND PROSPECTUS:**

Our Company will offer a statutory advertisement after the filing of the Red Herring Prospectus/ Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Offer Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

#### **GENERAL INSTRUCTIONS:**

Please note that any of the bidders are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage.

Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

#### **Do's:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID, Client ID, UPI ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
7. In case of Joint bids, ensure the first bidder is the ASBA Account holder (or the UPI linked bank account holder, as the case may be) and the signature of the first bidder is included in the Bid cum Application Form;
8. QIBs, Non-Institutional Bidders and the Individual Investor Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, Individual Investor may submit their bid by using UPI mechanism for payment.
9. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
11. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or application forms submitted by Individual Investors using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

14. Ensure that the Demographic Details are updated, true and correct in all respects;
  15. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
  16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
  17. Ensure that the category and the investor status is indicated;
  18. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
  19. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
  20. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
  21. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
  22. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Bid cum Application Form;
  23. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
  24. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
  25. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
  26. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
- The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

**Don'ts:**

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid for a Bid Amount for less than ₹ 2,00,000/- (for Applications by Individual Bidders);
3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
6. Do not submit the Bid for an amount more than funds available in your ASBA account.
7. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;
8. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;
9. If you are a Individual Bidders and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
10. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
11. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
12. Do not submit the General Index Register (GIR) number instead of the PAN;
13. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
14. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
15. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
16. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
17. Do not submit a Bid using UPI ID, if you are not a RIB;
18. Do not Bid on another ASBA Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
19. Do not Bid for Equity Shares in excess of what is specified for each category;

20. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;
21. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Individual Bidders can revise or withdraw their Bids on or before the Bid/Offer Closing Date;
22. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;
23. Bids by UPI Bidders with Bid Amount of a value of less than ₹200,000 (net of individual investor discount) and for Bids by Eligible Employees Bidding in the Employee Reservation Portion with Bid Amount of a value more than ₹500,000;
24. If you are an Individual Bidders which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third-party bank account or third party linked bank account UPI ID;
25. Do not Bid if you are an OCB; and
26. If you are a QIB, do not submit your Bid after 3:00 pm on the Bid/Offer Closing Date.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Further, in case of any pre-Offer or post-Offer related offers regarding share certificates/demat credit/refund orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, please see the section entitled **“General Information”** and **“Our Management”** beginning on page 69 and 188 of this Red Herring Prospectus. For helpline details of the BRLM pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please see the section entitled **“General Information”** beginning on page 69 of this Red Herring Prospectus.

### **Other instructions for the Bidders**

#### **Joint Bids**

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form/Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

#### **Multiple Bids**

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid\ cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

#### **Investor Grievance**

In case of any pre-Offer or post Offer related problems regarding demat credit/ refund orders/ unblocking etc. the Investors can contact the Compliance Officer of our Company.

#### **Nomination Facility to Bidders**

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

#### **Submission of Bids**

- a) During the Bid/Offer Period, Bidders may approach any of the Designated Intermediaries to register their Bids.

- b) The Bidders may instruct the SCSBs to block Bid Amount based on the Bid Price less Discount (if applicable).
- c) For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the RHP.

### **GROUND OF TECHNICAL REJECTIONS**

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids for number of Equity Shares which are not in multiples of Equity Shares which are not in multiples as specified in the Red Herring Prospectus;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the Red Herring Prospectus;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/Offer Opening Date advertisement and the Draft Red Herring Prospectus and as per the instructions in the Red Herring Prospectus and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges;
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
- Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

#### **BASIS OF ALLOCATION**

- a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Red Herring Prospectus. For details in relation to allocation, the Bidder may refer to the Red Herring Prospectus.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the Book Running Lead Manager and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) In case of under subscription in the Offer, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the Red Herring Prospectus.

#### **ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

The Allotment of Equity Shares to Bidders other than Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to Red Herring Prospectus. No Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Offer. However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

#### **Flow of Events from the closure of Bidding period (T DAY) Till Allotment:**

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details
- RTA identifies cases with mismatch of account number as per bid file / FC and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The DSE, post verification approves the basis and generates 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 advise the SCSBs to debit or unblock the respective accounts.

## **BASIS OF ALLOTMENT**

### **a) For Individual Bidders**

Bids received from the Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares of face value of ₹10/- each at or above the Issue Price, full Allotment shall be made to the Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares of face value of ₹10/- each at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares of face value of ₹10/- each and in multiples of [●] Equity Shares of face value of ₹10/ each thereafter. For the method of proportionate Basis of Allotment, refer below.

In the event of the Issue being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the BSE SME (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The number of Shares to be allocated to the successful Bidders will be arrived in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares allocated.
- c) Each successful Bidder shall be allotted [●] equity shares

### **b) For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price. The allotment of specified securities to each non-intuitional investor shall not be less than the minimum application size in the non-institutional investor category, and the remaining shares, if any, shall be allotted on proportionate basis.

The Issue size less Allotment to QIBs and Individual Investor shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares of face value of ₹10/- each at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares of face value of ₹10/- each at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares of face value of ₹10/- each and in multiples of [●] Equity Shares of face value of ₹10/- each thereafter. For the method of proportionate Basis of Allotment refer below.

### **c) For QIBs**

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI (ICDR) Regulations or Red Herring Prospectus / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for

Allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for [●]% of the QIB Portion shall be determined as follows:
- In the event that Bids by Mutual Fund exceeds [●]% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●]% of the QIB Portion.
  - In the event that the aggregate demand from Mutual Funds is less than [●]% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Offer Price.
  - Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;
- b) In the second instance Allotment to all QIBs shall be determined as follows:
- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, up to a minimum of [●] Equity Shares of face value of ₹10/- each and in multiples of [●] Equity Shares of face value of ₹10/- each thereafter for [●]% of the QIB Portion.
  - Mutual Funds, who have received allocation as per (a) above, for less than the number of face value of ₹10/- each. Bid for by them, are eligible to receive Equity Shares on a proportionate basis, up to a minimum of [●] Equity Shares of face value of ₹10/- each and in multiples of [●] Equity Shares of face value of ₹10/ each thereafter, along with other QIB Bidders.
  - Under-subscription below [●]% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares of face value of ₹10/ each.

**d) ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)**

- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the Book Running Lead Manager, subject to compliance with the following requirements:
- i) not more than 60% of the QIB Portion will be allocated to Anchor Investors;
  - ii) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
  - iii) allocation to Anchor Investors shall be on a discretionary basis and subject to:
    - a maximum number of two Anchor Investors for allocation up to ₹ 2 crores;  
a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and
    - in case of allocation above twenty five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty five crore rupees and an additional 10 such investors for every additional twenty five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.
- b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the Book Running Lead Manager, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

**c) In the event that the Offer Price is higher than the Anchor Investor Allocation Price:**

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors

**d) In the event the Offer Price is lower than the Anchor Investor Allocation Price:**

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

**e) Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed Offer:**

In the event of the Offer being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the BSE SME (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than [●] equity shares of face value of ₹10/ each the allotment will be made as follows:
  - Each successful Bidder shall be allotted [●] equity shares of face value of ₹10/ each; and
  - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares of face value of ₹10/ each, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares of face value of ₹10/ each subject to a minimum allotment of [●] equity shares of face value of ₹10/ each.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares of face value of ₹10/ each, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 101% of the size of the Issue specified under the Capital Structure mentioned in this Red Herring Prospectus.

Individual Investor' means an investor who applies for Minimum two lots. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with BSE.

The Executive Director/ Managing Director of BSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Offer 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.

**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 100.00% of the Offer size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange. The Executive Director/Managing Director of the BSE Limited - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Offer 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. Equity Shares in Dematerialised Form with NSDL/CDSL**

#### **Issuance of Allotment Advice**

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Offer.

The Book Running Lead Manager or the Registrar to the Offer will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Offer Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Offer Account to Public Offer account of the issuer.

#### **Designated Date:**

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Offer.

The Company will Offer and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Bid/Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

#### **Instructions for Completing the Bid Cum Application Form**

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Offer with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Offer and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Offer with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com).

### **Bidder's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Offer will obtain from the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Offer.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

### **Submission of Bid Cum Application Form**

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

### **Communications**

All future communications in connection with Applications made in this Offer should be addressed to the Registrar to the Offer quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post Offer related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at BSE SME where the Equity Shares are proposed to be listed are taken within 3 (three) working days from Offer Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (three) days of the Offer Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2(two) working days of the Offer Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

### **Right to Reject Applications**

In case of QIB Bidders, the Company in consultation with the Book Running Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

### **Impersonation**

*Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:*

#### **“Any person who-**

- (a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”

### **Undertakings by Our Company**

We undertake as follows:

1. That the complaints received in respect of the Offer shall be attended expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within three working days from Offer Closure date.
3. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Offer by our Company;
4. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within three Working Days from the Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
5. That our Promoter 's contribution in full has already been brought in;
6. That no further Offer of Equity Shares shall be made till the Equity Shares Issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, undersubscription etc.;
7. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
8. If our Company does not proceed with the Offer after the Bid/Offer Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the Pre-Offer and Price Band Advertisement were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
9. If our Company withdraws the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange, in the event our Company subsequently decides to proceed with the Offer;
10. If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/ unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.

### **Undertakings by the Selling Shareholder**

Only statements and undertakings which are specifically “confirmed” or “undertaken” by the Selling Shareholder in this Red Herring Prospectus shall be deemed to be “**Statements and Undertakings made by the Selling Shareholder**”. All other statements and/ or undertakings in this Red Herring Prospectus shall be statements and undertakings made by our Company even if the same relates to the Selling Shareholder specifically confirms and undertakes the following in respect of himself and the Equity Shares being offered by him pursuant to the Offer for Sale:

1. The portion of the offered Shares shall be transferred in the Offer free and clear of any pre-emptive rights, liens, mortgages, charges, pledges, trusts or any other encumbrance or transfer restrictions, both present and future, in a manner prescribed under Applicable Law in relation to the Offer, and without any objection by it and in accordance with the instructions of the Registrar to the Offer.
2. It shall not offer, lend, pledge, charge, transfer or otherwise encumber, sell, dispose off any of its respective Offered Shares being offered pursuant to the Offer until such time that the lock-in (if applicable) remains effective save and except as may be permitted under the SEBI ICDR Regulations;
3. The Equity Shares offered for sale by the Selling Shareholder in the Offer are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations;
4. The portion of the offered Shares have been held by the Selling Shareholder for a minimum period of one year prior to the date of filing the Draft Red Herring Prospectus, such period determined in accordance with Regulation 26(6) of the SEBI ICDR Regulations.
5. It is the legal and beneficial owner of, and has clear and marketable title to, the Equity Shares which are offered by it pursuant to the Offer for Sale.
6. That Selling Shareholder shall provide all reasonable co-operation as requested by our Company and the Lead Manager in relation to 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 his portion of the offered Shares.
7. Selling Shareholder will not have recourse to the proceeds of the Offer for Sale, until approval for final listing and trading of the Equity Shares is received from the Stock Exchanges.
8. It shall deposit its Equity Shares offered for sale in the Offer in an escrow demat in accordance with the share escrow agreement to be executed between the parties to such share escrow agreement;
9. Selling Shareholder shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any person for making a Application in the Offer, and shall not make any payment, whether direct or indirect, whether in the nature of discounts, commission, allowance or otherwise, to any person who makes a Application in the Offer, except as permitted under applicable law;
10. That Selling Shareholder will provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the Book Running Lead Manager in redressal of such investor grievances that pertain to the Equity Shares held by him and being offered pursuant to the Offer.

The decisions with respect to the Price Band, the minimum Bid lot, revision of Price Band, Offer Price, will be taken by our Company and Selling Shareholder may, in consultation with the BRLM, in accordance with applicable law.

The Selling Shareholder has authorized the Company Secretary and Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Applicants in respect of the Offer for Sale.

#### **Utilization of Offer Proceeds**

The Board of Directors of our Company certifies that:

- 1) all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- 2) details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Issue proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and
- 3) details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.
- 4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Offer.
- 5) Our Company shall not have recourse to the Offer Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- 6) The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Offer shall be attended by our Company expeditiously and satisfactorily.

**Equity Shares in Dematerialized Form with NSDL or CDSL**

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- Tripartite Agreement dated January 31, 2025 between NSDL, Our Company and Registrar to the Offer; and
- Tripartite Agreement dated March 05, 2025 between CDSL, Our Company and Registrar to the Offer

The Company's equity shares bear an ISIN: INE1KLZ01011.

## **RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES**

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 ("FEMA"). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("RBI") and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP").

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated Foreign Direct Investment Policy notified by the DPIIT File No. 5(2)/2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020 (the "FDI Policy"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT or the DPIIT that were in force and effect prior to October 15, 2020. The Government of India proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular.

In terms of the FEMA NDI Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/ RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Investors"), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

### **Investment conditions/ restrictions for overseas entities**

Under the current FDI Policy 2020, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Foreign Exchange Management. (Non-debt Instruments) Rules, 2019. Any equity holding by a person resident outside India resulting from

conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral/ statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

#### **Investment by FPIs under Portfolio Investment Scheme (PIS)**

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

#### **Investment by NRI or OCI on repatriation basis**

The purchase/ sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as “Capital Instruments”) of a listed Indian company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

#### **Investment by NRI or OCI on non-repatriation basis**

As per current FDI Policy 2020, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

**Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.**

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

**The above information is given for the benefit of the Applicants. Our Company, the Selling Shareholder and the Book Running 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 Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.**

For further details, see “*Offer Procedure*” beginning on page 332 of this Red Herring Prospectus.

## **SECTION IX - MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION OF OUR COMPANY**

Pursuant to Schedule I of the Companies Act, and the SEBI (ICDR) Regulations, the Main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and Transmission of equity shares or debentures, their consolidation or splitting are as provided below. Each provision below is numbered as per the corresponding article number in the articles of association and defined terms herein have the meaning given to them in the Articles of Association.

*The following regulations comprised in the Articles of Association were adopted pursuant to the member's special resolution passed at the Extra Ordinary General Meeting held on November 12, 2024. In substitution for, and to the entire exclusion of, the earlier regulation comprised in the extant Articles of Association of the Company. Except as disclosed in this section, no material clause of the Articles of Association has been left out from disclosure having bearing on the IPO and the disclosure.*

	<b>PRELIMINARY</b>
1.	Subject as hereinafter provided the Regulations contained in Table 'F' in the Schedule I to the Companies Act, 2013 shall apply to the Company so far as they are applicable to Private Company except so far as they have implied or expressly modified by what is contained in the Articles mentioned as altered or amended from time to time.
	<b>INTERPRETATION</b>
2.	<ol style="list-style-type: none"> <li>1. In these regulations- <ol style="list-style-type: none"> <li>a. "Company" means Systematic Industries Limited.</li> <li>b. "Office" means the Registered Office of the Company.</li> <li>c. "Act" means the Companies Act, 2013 and any statutory modification thereof.</li> <li>d. "Seal" means the Common Seal of the Company.</li> <li>e. "Directors" means the Directors of the Company and includes persons occupying the position of the Directors by whatever names called.</li> </ol> </li> <li>2. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.</li> </ol>
	<b>PUBLIC COMPANY</b>
3.	<p>The Company is a Public Company within the meaning of Section 2(71) of the Companies Act, 2013 and accordingly: -</p> <ol style="list-style-type: none"> <li>i. means a company which is not a private company.</li> </ol> <p>Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles;</p>
	<b>SHARE CAPITAL AND VARIATION OF RIGHTS</b>
4.	<ol style="list-style-type: none"> <li>i. 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.</li> <li>ii. The Board shall also be entitled to issue, from time to time, subject to any other legislation for the time being in force, any other securities, including securities convertible into shares, exchangeable into shares, or carrying a warrant, with or without any attached securities, carrying such terms as to coupon, returns, repayment, servicing, as may be decided by the terms of such issue.</li> </ol>
5.	<ol style="list-style-type: none"> <li>i. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or</li> </ol>

	<p>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, -</p> <ol style="list-style-type: none"> <li>a. one certificate for all his shares without payment of any charges; or</li> <li>b. several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.</li> </ol> <ol style="list-style-type: none"> <li>ii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid - up thereon</li> <li>iii. 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.</li> </ol>
6.	<ol style="list-style-type: none"> <li>i. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on 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.</li> <li>ii. The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.</li> </ol>
7.	<p>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.</p>
8.	<ol style="list-style-type: none"> <li>i. The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.</li> <li>ii. 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.</li> <li>iii. 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.</li> </ol>
9.	<ol style="list-style-type: none"> <li>i. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.</li> <li>ii. To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.</li> </ol>
10.	<p>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.</p>
11.	<p>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.</p>

<b>LIEN</b>	
12.	<p>i. The company shall have a first and paramount lien</p> <p>a. on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and</p> <p>b. on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:</p> <p>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.</p> <p>ii. The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.</p> <p>iii. That fully paid shares shall be free from all lien and that in the case of partly paid shares the Issuer's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.</p>
13.	<p>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-</p> <p>a. unless a sum in respect of which the lien exists is presently payable; or</p> <p>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.</p>
14.	<p>i. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof</p> <p>ii. The purchaser shall be registered as the holder of the shares comprised in any such transfer.</p> <p>iii. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.</p>
15.	<p>i. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.</p> <p>ii. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.</p>
<b>CALLS ON SHARES</b>	
16.	<p>i. The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:</p> <p>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.</p> <p>ii. Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.</p> <p>iii. A call may be revoked or postponed at the discretion of the Board.</p>

	iv. That any amount paid up in advance of calls on any share may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits
17.	A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
18.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
19.	<p>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.</p> <p>The Board shall be at liberty to waive payment of any such interest wholly or in part.</p>
20.	<p>i. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.</p> <p>ii. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.</p>
21.	<p>The Board -</p> <p>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</p> <p>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.</p>
<b>TRANSFER OF SHARES</b>	
22.	<p>i. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.</p> <p>ii. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.</p> <p>iii. That a common form of transfer shall be used</p>
23.	<p>i. The Board may, subject to the right of appeal conferred by section 58 decline to register—</p> <p>ii. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or</p> <p>iii. any transfer of shares on which the company has a lien.</p>
24.	<p>The Board may decline to recognise any instrument of transfer unless—</p> <p>a. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;</p> <p>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</p> <p>c. the instrument of transfer is in respect of only one class of shares.</p>

	That registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Issuer on any account whatsoever
25.	<p>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:</p> <p>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.</p>
<b>TRANSMISSION OF SHARES</b>	
26.	<p>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</p> <p>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.</p> <p>iii. That a common form of transmission shall be used</p>
27.	<p>i. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either-</p> <p>a. to be registered himself as holder of the share; or</p> <p>b. to make such transfer of the share as the deceased or insolvent member could have made.</p> <p>ii. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.</p>
28.	<p>i. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.</p> <p>ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.</p> <p>iii. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.</p>
29.	<p>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:</p> <p>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.</p>
<b>FORFEITURE OF SHARES</b>	
30.	If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice

	on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
31.	The notice aforesaid shall- <ol style="list-style-type: none"> <li>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</li> <li>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.</li> </ol>
32.	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.
33.	<ol style="list-style-type: none"> <li>A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.</li> <li>At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.</li> </ol>
34.	<ol style="list-style-type: none"> <li>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.</li> <li>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.</li> </ol>
35.	<ol style="list-style-type: none"> <li>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;</li> <li>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;</li> <li>The transferee shall thereupon be registered as the holder of the share; and</li> <li>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.</li> </ol>
36.	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.
<b>ALTERATION OF CAPITAL</b>	
37.	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.
38.	Subject to the provisions of section 61, the company may, by ordinary resolution- <ol style="list-style-type: none"> <li>consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;</li> <li>convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;</li> </ol>

	<p>iii. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; and</p> <p>iv. 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.</p> <p>v. Permission for sub-division/ consolidation of share certificates</p>
39.	<p>Where shares are converted into stock, —</p> <ul style="list-style-type: none"> <li>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:</li> <li>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.</li> <li>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.</li> <li>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.</li> </ul>
40.	<p>The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law-</p> <ul style="list-style-type: none"> <li>it share capital;</li> <li>any capital redemption reserve account; or</li> <li>any share premium account.</li> </ul>
<b>CAPITALISATION OF PROFITS</b>	
41.	<p>The company in general meeting may, upon the recommendation of the Board, resolve-</p> <ol style="list-style-type: none"> <li>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</li> <li>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.</li> <li>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- <ol style="list-style-type: none"> <li>paying up any amounts for the time being unpaid on any shares held by such members respectively;</li> <li>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;</li> <li>partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);</li> </ol> </li> <li>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;</li> </ol>

	v. The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
42.	<p>i. Whenever such a resolution as aforesaid shall have been passed, the Board shall-</p> <ol style="list-style-type: none"> <li>make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all</li> <li>allotments and issues of fully paid shares if any; and</li> <li>generally do all acts and things required to give effect thereto.</li> </ol> <p>ii. The Board shall have power-</p> <ol style="list-style-type: none"> <li>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</li> <li>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;</li> </ol> <p>iii. Any agreement made under such authority shall be effective and binding on such members</p>
<b>BUY-BACK OF SHARES</b>	
43.	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.
<b>GENERAL MEETINGS</b>	
44.	All general meetings other than annual general meeting shall be called extraordinary general meeting.
45.	<p>i. The Board may, whenever it thinks fit, call an extraordinary general meeting.</p> <p>ii. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.</p>
<b>PROCEEDINGS AT GENERAL MEETINGS</b>	
46.	<p>i. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.</p> <p>ii. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.</p>
47.	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
48.	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.
49.	(i) 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.

	(ii) The Managing Director of the Company may also be appointed as Chairman of the Company by complying with the necessary formalities as may be required by the law for the time being in force.
<b>ADJOURNMENT OF MEETING</b>	
50.	<p>i. The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.</p> <p>ii. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>iii. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.</p> <p>iv. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>
<b>VOTING RIGHTS</b>	
51.	<p>Subject to any rights or restrictions for the time being attached to any class or classes of shares,</p> <p>i. on a show of hands, every member present in person shall have one vote;</p> <p>ii. 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.</p> <p>iii. That option or right to call of shares shall not be given to any person except with the sanction of the Issuer in general meetings</p>
52.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
53.	<p>i. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.</p> <p>ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p>
54.	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.
55.	Any business other than that upon which a poll has been demanded maybe proceeded with, pending the taking of the poll.
56.	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
57.	<p>i. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.</p> <p>ii. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.</p>

<b>PROXY</b>	
58.	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.
59.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105
60.	<p>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:</p> <p>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.</p>
<b>BOARD OF DIRECTORS</b>	
61.	<p>The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. The following are the First Directors of the Company:</p> <ol style="list-style-type: none"> <li>1 Rajendra Jaganprasad Agrawal,</li> <li>2 Subhash Mittal,</li> <li>3 Siddharth Rajendra Agarwal</li> </ol>
62.	<p>The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.</p> <p>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-</p> <ul style="list-style-type: none"> <li>• in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or</li> <li>• in connection with the business of the company.</li> </ul>
63.	The Board may pay all expenses incurred in getting up and registering the company.
64.	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.
65.	<p>a. 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.</p> <p>b. The Board or duly constitute committee thereto have power to borrow from time to time such sums of money for the purpose of the Company upon such terms as may be expedient and with or without security.</p>
66.	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.
67.	<p>i. Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.</p>

	<p>ii. Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.</p>
<b>PROCEEDINGS OF THE BOARD</b>	
68.	<p>The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.</p> <p>A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.</p>
69.	<p>i. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.</p> <p>ii. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.</p>
70.	<p>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.</p>
71.	<p>i. The Board may elect a chairperson of its meetings and determine the period for which he is to hold office.</p> <p>ii. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.</p>
72.	<p>i. The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.</p> <p>ii. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.</p>
73.	<p>i. A committee may elect a chairperson of its meetings.</p> <p>ii. If no such Chairperson is elected, or if at any meeting the 72 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.</p>
74.	<p>i. A committee may meet and adjourn as it thinks fit.</p> <p>ii. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.</p>
75.	<p>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.</p>
76.	<p>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.</p>

<b>CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER</b>	
77.	<p>Subject to the provisions of the Act,</p> <ol style="list-style-type: none"> <li>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;</li> <li>A director may be appointed as chief executive officer, manager, company secretary or chief financial officer</li> </ol>
78.	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.
<b>THE SEAL</b>	
79.	<ol style="list-style-type: none"> <li>The Board shall provide for the safe custody of the seal.</li> <li>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.</li> </ol>
<b>DIVIDENDS AND RESERVE</b>	
80.	The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
81.	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.
82.	<ol style="list-style-type: none"> <li>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.</li> <li>The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</li> </ol>
83.	<ol style="list-style-type: none"> <li>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.</li> <li>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.</li> <li>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</li> </ol>

	rank for dividend accordingly. That there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.
84.	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.
85.	<p>i. Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.</p> <p>ii. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p>
86.	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.
87.	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.
88.	No dividend shall bear interest against the company.
<b>ACCOUNTS</b>	
89.	<p>i. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.</p> <p>ii. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.</p>
<b>WINDING UP</b>	
90.	<p>Subject to the provisions of Chapter XX of the Act and rules made thereunder-</p> <p>i. 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.</p> <p>ii. 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.</p> <p>iii. 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.</p>
<b>INDEMNITY</b>	
91.	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 documents and contracts (not being contracts entered into in the ordinary course of business carried on by the Company or entered into more than two years before the date of this Red Herring Prospectus) which are or may be deemed material have been entered or to be entered into by the Company which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be filed with the Registrar of Companies. Copies of the contracts and documents for inspection referred to hereunder, may be inspected at our Registered Office between 10 a.m. to 5 p.m. on all Working Days from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date.

### **MATERIAL CONTRACTS**

1. Offer Agreement dated May 02, 2025 and addendum to the Offer agreement dated entered August 28, 2025 entered amongst our Company, the Selling Shareholder and the Book Running Lead Manager.
2. Registrar Agreement dated April 28, 2025 entered amongst our Company, the Selling Shareholder and the Registrar to the Offer.
3. Market Making Agreement dated August 19, 2025 entered into amongst our Company, the Selling Shareholder, Book Running Lead Manager and Market Maker.
4. Underwriting Agreement dated August 19, 2025 between our Company, the Selling Shareholder, Book Running Lead Manager and the Underwriter.
5. Syndicate Agreement dated August 19, 2025 amongst our Company, the Selling Shareholder, Book Running Lead Manager and Syndicate Members.
6. Monitoring Agency agreement dated August 20, 2025 between our Company and the Monitoring Agency.
7. Banker to the Offer Agreement dated August 28, 2025 amongst our Company, the Selling Shareholder, Book Running Lead Manager, Banker to the Offer and the Registrar to the Offer.
8. Share Escrow Agreement dated August 29, 2025 entered into between our Company, the Selling Shareholder, Book Running Lead Manager and Share Escrow Agent.
9. Tripartite Agreement dated January 31, 2025 amongst NDSL, our Company and the Registrar to the Offer.
10. Tripartite Agreement dated March 05, 2025 amongst CDSL, our Company and the Registrar to the Offer.

### **Material Documents**

1. Certified true copies of the updated Memorandum of Association and Articles of Association of the Company, as amended.
2. Certificate of Incorporation dated March 24, 2000 issued by the Registrar of Companies, Mumbai.
3. Certificate of Commencement of Business dated November 14, 2002 issued by the Registrar of Companies, Mumbai.
4. Fresh Certificate of Incorporation Consequent upon Change of Name dated August 01, 2003 issued by the Registrar of Companies, Mumbai.
5. Fresh Certificate of Registration of the Special Resolution consequent upon Alteration of Object Clause(s) dated September 10, 2003 issued by Registrar of Companies, Mumbai.
6. Fresh Certificate of Incorporation Consequent upon Change of Name dated April 26, 2012 issued by the Registrar of Companies, Mumbai.

7. Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company dated December 06, 2024 issued by the Registrar of Companies, Central Processing Centre, Manesar.
8. Fresh Certificate of Registration of the Special Resolution consequent upon Alteration of Object Clause(s) dated March 27, 2025 issued by Registrar of Companies, Central Processing Centre, Manesar.
9. Resolution of our Board of Directors dated April 15, 2025, in relation to the Offer and other related matters.
10. Shareholders' resolution dated April 18, 2025 in relation to this Offer and other related matters
11. Copies of Audited Financial Statements of our Company for the financial year ended March 31, 2025, March 31, 2024, March 31, 2023.
12. Peer Review Auditors Report dated September 10, 2025 on the Restated Financial Statements for the financial year ended March 31, 2025, March 31, 2024, March 31, 2023.
13. Certificate of the Statement of Special Tax Benefits dated February 28, 2025 from the Peer Review Auditor.
14. Certificate on Key Performance Indicators (KPI's) issued by Peer Review Auditor dated September 10, 2025.
15. Consents of the Book Running Lead Manager, Legal Advisor to the Offer, Registrar to the Offer, Bankers to our Company, Market Maker, Underwriter, Advisor to the Offer, Syndicate Member, Banker to the Offer/Sponsor Bank, Independent Chartered Engineer, Monitoring Agency, Peer Review Auditor, Statutory Auditor of the Company, Share Escrow Agent, our Directors, Promoters, Selling Shareholder, Senior Management Personnel, Chief Financial Officer and Company Secretary and Compliance Officer, as referred to, in their respective capacities.
16. Consent letters dated April 15, 2025 from Selling Shareholder in relation to the Offer for Sale.
17. Consent from CARE Analytics and Advisory Private Limited dated May 09, 2025 to include contents or any part thereof from their report titled "Industry Research Report on Steel Wire" dated May 08, 2025 in this Red Herring Prospectus;
18. Report titled 'Industry Research Report on Steel Wire' dated May 08, 2025 prepared by CARE Analytics and Advisory Private Limited, commissioned by our Company.
19. Resolution of our Board of Directors dated May 09, 2025 for approval of Draft Red Herring Prospectus and dated September 17, 2025 for approval of Red Herring Prospectus and dated [●] for approval of Prospectus.
20. Due Diligence Certificate dated May 09, 2025 addressed to the SEBI from the BRLM.
21. Site Visit Report of the issuer prepared by the Book Running Lead Manager.
22. In principle Approval from BSE vide letter dated September 02, 2025 to use the name of BSE in this Offer Document for listing of Equity Shares on the SME Platform of the BSE Limited.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

**DECLARATION BY THE SELLING SHAREHOLDER**

I, Siddharth Rajendra Agarwal, being a Director, on behalf of Siddhant Ispat Private Limited (the “Selling Shareholder”), do hereby certify that all statements and undertakings specifically made or confirmed by me in this Red Herring Prospectus, about or in relation to myself as a selling shareholder and my portion of the offered shares, are true and correct, I, Siddharth Rajendra Agarwal on behalf of Siddhant Ispat Private Limited, assume no responsibility for any other statements, disclosures and undertakings made or confirmed by, about or relating to the Company, its business, the other Selling Shareholder or any other person(s) in this Red Herring Prospectus.

**SIGNED BY THE SELLING SHAREHOLDER TO THE OFFER**

<b>Name and Designation</b>	<b>Signature</b>
For and on behalf of Siddhant Ispat Private Limited	
Siddharth Rajendra Agarwal Authorised Signatory	Sd/-

Date: September 17, 2025  
Place: Mumbai, Maharashtra

**DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Siddharth Rajendra Agarwal Chairman & Managing Director DIN: 00515410	Sd/-

Date: September 17, 2025  
Place: Mumbai, Maharashtra

**DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Vikas Navin Hegde Whole Time Director DIN: 10827553	Sd/-

Date: September 17, 2025  
Place: Mumbai, Maharashtra

**DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Satya Rajendra Agrawal Non-Executive Director DIN: 01063343	Sd/-

Date: September 17, 2025  
Place: Mumbai, Maharashtra

**DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

Name and Designation	Signature
Bhagwan Das Independent Director DIN: 10875356	Sd/-

Date: September 17, 2025  
Place: Mumbai, Maharashtra

**DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Archana Surendra Yadav Independent Director DIN: 07335198	Sd/-

Date: September 17, 2025  
Place: Mumbai, Maharashtra

**DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

**SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Dwarika Prasad Agrawal Chief Financial Officer PAN: AJPPA9532P	Sd/-

Date: September 17, 2025  
Place: Mumbai, Maharashtra

**DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

**SIGNED BY THE COMPANY SECRETARY OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Dimple Lalwani Company Secretary & Compliance officer M. No.: A67815	Sd/-

Date: September 17, 2025  
Place: Mumbai, Maharashtra